

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
August 23, 2007

ADMINISTRATIVE PROCEEDING
File No. 3-12735

In the Matter of

**Environmental Safeguards, Inc.,
Garden Botanika, Inc.,
Jay Jacobs, Inc.,
Northwestern Steel & Wire Co.,
Paul Harris Stores, Inc.,
Ultra Motorcycle Co.,
UStel, Inc., and
Yarc Systems Corp.,**

Respondents.

**ORDER INSTITUTING PROCEEDINGS
AND NOTICE OF HEARING PURSUANT
TO SECTION 12(j) OF THE SECURITIES
EXCHANGE ACT OF 1934**

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENTS

1. Environmental Safeguards, Inc. (“Environmental Safeguards”) (CIK No. 1017616) is a Nevada corporation located in Houston, Texas with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Environmental Safeguards is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended June 30, 2004, which reported a net loss of \$1,462,000 for the prior six months. As of August 20, 2007, the company’s common stock (symbol “ELSF”) was quoted on the Pink Sheets, had thirteen market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3).

2. Garden Botanika, Inc. (“Garden Botanika”) (CIK No. 892335) is an inactive Washington corporation located in Redmond, Washington with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Garden Botanika is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended October 28, 2000, which reported a net loss of \$7,553,000 for the prior nine months. On April 20, 1999, the company filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Western District of Washington, and the case was closed on March 31, 2004. As of August 20, 2007, the company’s common stock (symbol “GBOTQ”) was quoted on the Pink Sheets, had four market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3).

3. Jay Jacobs, Inc. (“Jay Jacobs”) (CIK No. 812127) is a dissolved Washington corporation located in Seattle, Washington with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Jay Jacobs is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended October 31, 1998, which reported a net loss of \$4,445,000 for the prior nine months. On September 3, 1999, the company and its wholly-owned subsidiary, J.J. Distribution Company, filed separate Chapter 11 petitions in the U.S. Bankruptcy Court for the Western District of Washington, which were converted to Chapter 7, and the cases were closed on April 27, 2005.

4. Northwestern Steel and Wire Co. (“Northwestern Steel”) (CIK No. 73093) is an Illinois corporation located in Sterling, Illinois with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Northwestern Steel is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended January 31, 2001, which reported a net loss of \$29,420,000 for the prior six months. On December 19, 2000, the company filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Northern District of Illinois, which was converted to Chapter 7, and is pending. As of August 20, 2007, the company’s common stock (symbol “NWSW”) was quoted on the Pink Sheets, had five market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3).

5. Paul Harris Stores, Inc. (“Paul Harris”) (CIK No. 45791) is a dissolved Indiana corporation located in Indianapolis, Indiana with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Paul Harris is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended October 28, 2000, which reported a net loss of \$40,335,000 for the prior thirty-nine weeks. On October 16, 2000, the company filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Southern District of Indiana, which is still pending. As of August 20, 2007, the company’s common stock (symbol “PAUHQ”) was quoted on the Pink Sheets, had four market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3).

6. Ultra Motorcycle Co. (“Ultra Motorcycle”) (CIK No. 805907) is a suspended California corporation located in Mira Loma, California with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Ultra Motorcycle is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended March 31, 2001, which reported a net loss of \$437,132 for the prior three months. On May 21, 2001, the company filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Central District of California, which was converted to Chapter 7, and is still pending.

7. UStel, Inc. (“UStel”) (CIK No. 919274) is an inactive Minnesota corporation located in Seattle, Washington with a class of equity securities and redeemable warrants registered with the Commission pursuant to Exchange Act Section 12(g). UStel is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended September 30, 1998, which reported a net loss of \$8,890,029 for the prior nine months. On March 10, 1999, the company filed a Chapter 11 petition in the U.S. Bankruptcy Court for the Western District of Washington, which was converted to Chapter 7, and the case was closed on August 17, 2006. As of August 20, 2007, the company’s common stock (symbol “USTL”) was quoted on the Pink Sheets, had five market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3).

8. Yarc Systems Corp. (“Yarc Systems”) (CIK No. 843650) is a suspended California corporation located in Thousand Oaks, California with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Yarc Systems is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-KSB for the period ended January 31, 2000, which reported a net loss of \$540,923. On April 17, 2001, the company filed a Chapter 7 bankruptcy proceeding in the U.S. Bankruptcy Court for the Central District of California, and the case was closed on December 26, 2003. As of August 20, 2007, the company’s common stock (symbol “YARCQ”) was quoted on the Pink Sheets, had three market makers, and was eligible for the piggyback exemption of Exchange Act Rule 15c2-11(f)(3).

B. DELINQUENT PERIODIC FILINGS

9. As discussed in more detail above, all of the respondents are delinquent in their periodic filings with the Commission (*see* Chart of Delinquent Filings, attached hereto as Appendix 1), have repeatedly failed to meet their obligations to file timely periodic reports, and failed to heed delinquency letters sent to them by the Division of Corporation Finance requesting compliance with their periodic filing obligations or, through their failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letters.

10. Exchange Act Section 13(a) and the rules promulgated thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual

reports (Forms 10-K or 10-KSB), and Rule 13a-13 requires issuers to file quarterly reports (Forms 10-Q or 10-QSB).

11. As a result of the foregoing, Respondents failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II are true and, in connection therewith, to afford the Respondents an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities of the Respondents identified in Section II registered pursuant to Section 12 of the Exchange Act.

IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondents personally or by certified or Express Mail, or by other means permitted by the Commission's Rules of Practice.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice.

Since this proceeding is not “rule making” within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Nancy M. Morris
Secretary

Attachment

Appendix 1
In the Matter of Environmental Safeguards, Inc., et al.

| <u>Company Name</u> | <u>Form Type</u> | <u>Period Ended</u> | <u>Due Date</u> | <u>Date Rec'd</u> | <u>Months Delinquent (rounded up)</u> |
|---------------------------------------|------------------|---------------------|-----------------|-------------------|---------------------------------------|
| Environmental Safeguards, Inc. | | | | | |
| | <i>10-QSB</i> | 09/30/04 | 11/15/04 | Not filed | 33 |
| | <i>10-KSB</i> | 12/31/04 | 03/31/05 | Not filed | 29 |
| | <i>10-QSB</i> | 03/31/05 | 05/16/05 | Not filed | 27 |
| | <i>10-QSB</i> | 06/30/05 | 08/15/05 | Not filed | 24 |
| | <i>10-QSB</i> | 09/30/05 | 11/14/05 | Not filed | 21 |
| | <i>10-KSB</i> | 12/31/05 | 03/31/06 | Not filed | 17 |
| | <i>10-QSB</i> | 03/31/06 | 05/15/06 | Not filed | 15 |
| | <i>10-QSB</i> | 06/30/06 | 08/14/06 | Not filed | 12 |
| | <i>10-QSB</i> | 09/30/06 | 11/14/06 | Not filed | 9 |
| | <i>10-KSB</i> | 12/31/06 | 04/02/07 | Not filed | 4 |
| | <i>10-QSB</i> | 03/31/07 | 05/15/07 | Not filed | 3 |
| | <i>10-QSB</i> | 06/30/07 | 08/14/07 | Not filed | 0 |
| Total Filings Delinquent | | 12 | | | |
| Garden Botanika, Inc. | | | | | |
| | <i>10-K</i> | 02/03/01 | 05/04/01 | Not filed | 75 |
| | <i>10-Q</i> | 05/05/01 | 06/19/01 | Not filed | 74 |
| | <i>10-Q</i> | 08/04/01 | 09/18/01 | Not filed | 71 |
| | <i>10-Q</i> | 11/03/01 | 12/18/01 | Not filed | 68 |
| | <i>10-K</i> | 02/02/02 | 05/03/02 | Not filed | 63 |
| | <i>10-Q</i> | 05/04/02 | 06/18/02 | Not filed | 62 |
| | <i>10-Q</i> | 08/03/02 | 09/17/02 | Not filed | 59 |
| | <i>10-Q</i> | 11/02/02 | 12/17/02 | Not filed | 56 |
| | <i>10-K</i> | 02/01/03 | 05/02/03 | Not filed | 51 |
| | <i>10-Q</i> | 05/03/03 | 06/17/03 | Not filed | 50 |
| | <i>10-Q</i> | 08/02/03 | 09/16/03 | Not filed | 47 |
| | <i>10-Q</i> | 11/01/03 | 12/16/03 | Not filed | 44 |
| | <i>10-K</i> | 01/31/04 | 04/30/04 | Not filed | 40 |
| | <i>10-Q</i> | 05/01/04 | 06/15/04 | Not filed | 38 |
| | <i>10-Q</i> | 07/31/04 | 09/14/04 | Not filed | 35 |
| | <i>10-Q</i> | 10/30/04 | 12/14/04 | Not filed | 32 |
| | <i>10-K</i> | 01/29/05 | 04/29/05 | Not filed | 28 |
| | <i>10-Q</i> | 04/30/05 | 06/14/05 | Not filed | 26 |
| | <i>10-Q</i> | 07/30/05 | 09/13/05 | Not filed | 23 |
| | <i>10-Q</i> | 10/29/05 | 12/13/05 | Not filed | 20 |
| | <i>10-K</i> | 01/28/06 | 04/28/06 | Not filed | 16 |
| | <i>10-Q</i> | 04/29/06 | 06/13/06 | Not filed | 14 |
| | <i>10-Q</i> | 07/29/06 | 09/12/06 | Not filed | 11 |

| <u>Company Name</u> | <u>Form Type</u> | <u>Period Ended</u> | <u>Due Date</u> | <u>Date Rec'd</u> | <u>Months Delinquent (rounded up)</u> |
|-------------------------------------|------------------|---------------------|-----------------|-------------------|---------------------------------------|
| <i>Garden Botanika, Inc.</i> | | | | | |
| | <i>10-Q</i> | 10/28/06 | 12/12/06 | Not filed | 8 |
| | <i>10-K</i> | 01/27/07 | 04/27/07 | Not filed | 4 |
| | <i>10-Q</i> | 04/28/07 | 06/12/07 | Not filed | 2 |
| Total Filings Delinquent | 26 | | | | |
| <i>Jay Jacobs, Inc.</i> | | | | | |
| | <i>10-K</i> | 01/30/99 | 04/30/99 | Not filed | 96 |
| | <i>10-Q</i> | 05/01/99 | 06/15/99 | Not filed | 98 |
| | <i>10-Q</i> | 07/31/99 | 09/14/99 | Not filed | 95 |
| | <i>10-Q</i> | 10/30/99 | 12/14/99 | Not filed | 92 |
| | <i>10-K</i> | 01/29/00 | 04/28/00 | Not filed | 88 |
| | <i>10-Q</i> | 04/29/00 | 06/13/00 | Not filed | 86 |
| | <i>10-Q</i> | 07/29/00 | 09/12/00 | Not filed | 83 |
| | <i>10-Q</i> | 10/28/00 | 12/12/00 | Not filed | 80 |
| | <i>10-K</i> | 02/03/01 | 05/04/01 | Not filed | 75 |
| | <i>10-Q</i> | 05/05/01 | 06/19/01 | Not filed | 74 |
| | <i>10-Q</i> | 08/04/01 | 09/18/01 | Not filed | 71 |
| | <i>10-Q</i> | 11/03/01 | 12/18/01 | Not filed | 68 |
| | <i>10-K</i> | 02/02/02 | 05/03/02 | Not filed | 63 |
| | <i>10-Q</i> | 05/04/02 | 06/18/02 | Not filed | 62 |
| | <i>10-Q</i> | 08/03/02 | 09/17/02 | Not filed | 59 |
| | <i>10-Q</i> | 11/02/02 | 12/17/02 | Not filed | 56 |
| | <i>10-K</i> | 02/01/03 | 05/02/03 | Not filed | 51 |
| | <i>10-Q</i> | 05/03/03 | 06/17/03 | Not filed | 50 |
| | <i>10-Q</i> | 08/02/03 | 09/16/03 | Not filed | 47 |
| | <i>10-Q</i> | 11/01/03 | 12/16/03 | Not filed | 44 |
| | <i>10-K</i> | 01/31/04 | 04/30/04 | Not filed | 40 |
| | <i>10-Q</i> | 05/01/04 | 06/15/04 | Not filed | 38 |
| | <i>10-Q</i> | 07/31/04 | 09/14/04 | Not filed | 35 |
| | <i>10-Q</i> | 10/30/04 | 12/14/04 | Not filed | 32 |
| | <i>10-K</i> | 01/29/05 | 04/29/05 | Not filed | 28 |
| | <i>10-Q</i> | 04/30/05 | 06/14/05 | Not filed | 26 |
| | <i>10-Q</i> | 07/30/05 | 09/13/05 | Not filed | 23 |
| | <i>10-Q</i> | 10/29/05 | 12/13/05 | Not filed | 20 |
| | <i>10-K</i> | 01/28/06 | 04/28/06 | Not filed | 16 |
| | <i>10-Q</i> | 04/29/06 | 06/13/06 | Not filed | 14 |
| | <i>10-Q</i> | 07/29/06 | 09/12/06 | Not filed | 11 |
| | <i>10-Q</i> | 10/28/06 | 12/12/06 | Not filed | 4 |
| | <i>10-K</i> | 01/27/07 | 04/27/07 | Not filed | 4 |
| | <i>10-Q</i> | 04/28/07 | 06/12/07 | Not filed | 2 |
| Total Filings Delinquent | 34 | | | | |

| <u>Company Name</u> | <u>Form Type</u> | <u>Period Ended</u> | <u>Due Date</u> | <u>Date Rec'd</u> | <u>Months Delinquent (rounded up)</u> |
|--|------------------|---------------------|-----------------|-------------------|---------------------------------------|
| Northwestern Steel & Wire Co. | | | | | |
| | 10-Q | 04/30/01 | 06/14/01 | Not filed | 74 |
| | 10-K | 07/31/01 | 10/29/01 | Not filed | 70 |
| | 10-Q | 10/31/01 | 12/17/01 | Not filed | 68 |
| | 10-Q | 01/31/02 | 03/18/02 | Not filed | 65 |
| | 10-Q | 04/30/02 | 06/14/02 | Not filed | 62 |
| | 10-K | 07/31/02 | 10/29/02 | Not filed | 58 |
| | 10-Q | 10/31/02 | 12/16/02 | Not filed | 56 |
| | 10-Q | 01/31/03 | 03/17/03 | Not filed | 53 |
| | 10-Q | 04/30/03 | 06/16/03 | Not filed | 50 |
| | 10-K | 07/31/03 | 10/31/03 | Not filed | 46 |
| | 10-Q | 10/31/03 | 12/15/03 | Not filed | 44 |
| | 10-Q | 01/31/04 | 03/16/04 | Not filed | 41 |
| | 10-Q | 04/30/04 | 06/14/04 | Not filed | 38 |
| | 10-K | 07/31/04 | 10/29/04 | Not filed | 34 |
| | 10-Q | 10/31/04 | 12/15/04 | Not filed | 32 |
| | 10-Q | 01/31/05 | 03/17/05 | Not filed | 29 |
| | 10-Q | 04/30/05 | 06/14/05 | Not filed | 26 |
| | 10-K | 07/31/05 | 10/31/05 | Not filed | 22 |
| | 10-Q | 10/31/05 | 12/15/05 | Not filed | 20 |
| | 10-Q | 01/31/06 | 03/17/06 | Not filed | 17 |
| | 10-Q | 04/30/06 | 06/14/06 | Not filed | 14 |
| | 10-K | 07/31/06 | 10/30/06 | Not filed | 10 |
| | 10-Q | 10/31/06 | 12/15/06 | Not filed | 8 |
| | 10-Q | 01/31/07 | 03/19/07 | Not filed | 2 |
| | 10-Q | 04/30/07 | 06/14/07 | Not filed | 1 |
| Total Filings Delinquent | 25 | | | | |
| Paul Harris Stores, Inc. | | | | | |
| | 10-K | 02/03/01 | 05/04/01 | Not filed | 75 |
| | 10-Q | 05/05/01 | 06/19/01 | Not filed | 74 |
| | 10-Q | 08/04/01 | 09/18/01 | Not filed | 71 |
| | 10-Q | 11/03/01 | 12/18/01 | Not filed | 68 |
| | 10-K | 02/02/02 | 05/03/02 | Not filed | 63 |
| | 10-Q | 05/04/02 | 06/18/02 | Not filed | 62 |
| | 10-Q | 08/03/02 | 09/17/02 | Not filed | 59 |
| | 10-Q | 11/02/02 | 12/17/02 | Not filed | 56 |
| | 10-K | 02/01/03 | 05/02/03 | Not filed | 51 |
| | 10-Q | 05/03/03 | 06/17/03 | Not filed | 50 |
| | 10-Q | 08/02/03 | 09/16/03 | Not filed | 47 |
| | 10-Q | 11/01/03 | 12/16/03 | Not filed | 44 |
| | 10-K | 01/31/04 | 04/30/04 | Not filed | 40 |
| | 10-Q | 05/01/04 | 06/15/04 | Not filed | 38 |
| | 10-Q | 07/31/04 | 09/14/04 | Not filed | 35 |

| <u>Company Name</u> | <u>Form Type</u> | <u>Period Ended</u> | <u>Due Date</u> | <u>Date Rec'd</u> | <u>Months Delinquent (rounded up)</u> |
|---------------------------------|------------------|---------------------|-----------------|-------------------|---------------------------------------|
| Paul Harris Stores, Inc. | | | | | |
| | 10-Q | 10/30/04 | 12/14/04 | Not filed | 32 |
| | 10-K | 01/29/05 | 04/29/05 | Not filed | 28 |
| | 10-Q | 04/30/05 | 06/14/05 | Not filed | 26 |
| | 10-Q | 07/30/05 | 09/13/05 | Not filed | 23 |
| | 10-Q | 10/29/05 | 12/13/05 | Not filed | 20 |
| | 10-K | 01/28/06 | 04/28/06 | Not filed | 16 |
| | 10-Q | 04/29/06 | 06/13/06 | Not filed | 14 |
| | 10-Q | 07/29/06 | 09/12/06 | Not filed | 11 |
| | 10-Q | 10/28/06 | 12/12/06 | Not filed | 8 |
| | 10-K | 01/27/07 | 04/27/07 | Not filed | 4 |
| | 10-Q | 04/28/07 | 06/12/07 | Not filed | 2 |

Total Filings Delinquent 26

Ultra Motorcycle Co.

| | | | | |
|--------|----------|----------|-----------|----|
| 10-QSB | 06/30/01 | 08/14/01 | Not filed | 72 |
| 10-QSB | 09/30/01 | 11/14/01 | Not filed | 69 |
| 10-KSB | 12/31/01 | 04/01/02 | Not filed | 64 |
| 10-QSB | 03/31/02 | 05/15/02 | Not filed | 63 |
| 10-QSB | 06/30/02 | 08/14/02 | Not filed | 60 |
| 10-QSB | 09/30/02 | 11/14/02 | Not filed | 57 |
| 10-KSB | 12/31/02 | 03/31/03 | Not filed | 53 |
| 10-QSB | 03/31/03 | 05/15/03 | Not filed | 51 |
| 10-QSB | 06/30/03 | 08/14/03 | Not filed | 48 |
| 10-QSB | 09/30/03 | 11/14/03 | Not filed | 45 |
| 10-KSB | 12/31/03 | 03/30/04 | Not filed | 41 |
| 10-QSB | 03/31/04 | 05/17/04 | Not filed | 39 |
| 10-QSB | 06/30/04 | 08/16/04 | Not filed | 36 |
| 10-QSB | 09/30/04 | 11/15/04 | Not filed | 33 |
| 10-KSB | 12/31/04 | 03/31/05 | Not filed | 29 |
| 10-QSB | 03/31/05 | 05/16/05 | Not filed | 27 |
| 10-QSB | 06/30/05 | 08/15/05 | Not filed | 24 |
| 10-QSB | 09/30/05 | 11/14/05 | Not filed | 21 |
| 10-KSB | 12/31/05 | 03/31/06 | Not filed | 17 |
| 10-QSB | 03/31/06 | 05/15/06 | Not filed | 15 |
| 10-QSB | 06/30/06 | 08/14/06 | Not filed | 12 |
| 10-QSB | 09/30/06 | 11/14/06 | Not filed | 9 |
| 10-KSB | 12/31/06 | 04/02/07 | Not filed | 4 |
| 10-QSB | 03/31/07 | 05/15/07 | Not filed | 3 |
| 10-QSB | 06/30/07 | 08/14/07 | Not filed | 0 |

Total Filings Delinquent 25

| <u>Company Name</u> | <u>Form Type</u> | <u>Period Ended</u> | <u>Due Date</u> | <u>Date Rec'd</u> | <u>Months Delinquent (rounded up)</u> |
|---------------------|------------------|---------------------|-----------------|-------------------|---------------------------------------|
| UStel, Inc. | <i>10-KSB</i> | 12/31/98 | 03/31/99 | Not filed | 101 |
| | <i>10-QSB</i> | 03/31/99 | 05/17/99 | Not filed | 99 |
| | <i>10-QSB</i> | 06/30/99 | 08/16/99 | Not filed | 96 |
| | <i>10-QSB</i> | 09/30/99 | 11/15/99 | Not filed | 93 |
| | <i>10-KSB</i> | 12/31/99 | 03/30/00 | Not filed | 89 |
| | <i>10-QSB</i> | 03/31/00 | 05/15/00 | Not filed | 87 |
| | <i>10-QSB</i> | 06/30/00 | 08/14/00 | Not filed | 84 |
| | <i>10-QSB</i> | 09/30/00 | 11/14/00 | Not filed | 81 |
| | <i>10-KSB</i> | 12/31/00 | 04/02/01 | Not filed | 76 |
| | <i>10-QSB</i> | 03/31/01 | 05/15/01 | Not filed | 75 |
| | <i>10-QSB</i> | 06/30/01 | 08/14/01 | Not filed | 72 |
| | <i>10-QSB</i> | 09/30/01 | 11/14/01 | Not filed | 69 |
| | <i>10-KSB</i> | 12/31/01 | 04/01/02 | Not filed | 64 |
| | <i>10-QSB</i> | 03/31/02 | 05/15/02 | Not filed | 63 |
| | <i>10-QSB</i> | 06/30/02 | 08/14/02 | Not filed | 60 |
| | <i>10-QSB</i> | 09/30/02 | 11/14/02 | Not filed | 57 |
| | <i>10-KSB</i> | 12/31/02 | 03/31/03 | Not filed | 53 |
| | <i>10-QSB</i> | 03/31/03 | 05/15/03 | Not filed | 51 |
| | <i>10-QSB</i> | 06/30/03 | 08/14/03 | Not filed | 48 |
| | <i>10-QSB</i> | 09/30/03 | 11/14/03 | Not filed | 45 |
| | <i>10-KSB</i> | 12/31/03 | 03/30/04 | Not filed | 41 |
| | <i>10-QSB</i> | 03/31/04 | 05/17/04 | Not filed | 39 |
| | <i>10-QSB</i> | 06/30/04 | 08/16/04 | Not filed | 36 |
| | <i>10-QSB</i> | 09/30/04 | 11/15/04 | Not filed | 33 |
| | <i>10-KSB</i> | 12/31/04 | 03/31/05 | Not filed | 29 |
| | <i>10-QSB</i> | 03/31/05 | 05/16/05 | Not filed | 27 |
| | <i>10-QSB</i> | 06/30/05 | 08/15/05 | Not filed | 24 |
| | <i>10-QSB</i> | 09/30/05 | 11/14/05 | Not filed | 21 |
| | <i>10-KSB</i> | 12/31/05 | 03/31/06 | Not filed | 17 |
| | <i>10-QSB</i> | 03/31/06 | 05/15/06 | Not filed | 15 |
| | <i>10-QSB</i> | 06/30/06 | 08/14/06 | Not filed | 12 |
| | <i>10-QSB</i> | 09/30/06 | 11/14/06 | Not filed | 9 |
| | <i>10-KSB</i> | 12/31/06 | 04/02/07 | Not filed | 4 |
| | <i>10-QSB</i> | 03/31/07 | 05/15/07 | Not filed | 3 |
| | <i>10-QSB</i> | 06/30/07 | 08/14/07 | Not filed | 0 |

Total Filings Delinquent 35

Yarc Systems Corp.

| | | | | |
|---------------|----------|----------|-----------|----|
| <i>10-QSB</i> | 04/30/00 | 06/14/00 | Not filed | 86 |
| <i>10-QSB</i> | 07/31/00 | 09/14/00 | Not filed | 83 |
| <i>10-QSB</i> | 10/31/00 | 12/15/00 | Not filed | 80 |
| <i>10-KSB</i> | 01/31/01 | 05/01/01 | Not filed | 75 |
| <i>10-QSB</i> | 04/30/01 | 06/14/01 | Not filed | 74 |
| <i>10-QSB</i> | 07/31/01 | 09/14/01 | Not filed | 71 |

| <u>Company Name</u> | <u>Form Type</u> | <u>Period Ended</u> | <u>Due Date</u> | <u>Date Rec'd</u> | <u>Months Delinquent (rounded up)</u> |
|---------------------------|------------------|---------------------|-----------------|-------------------|---------------------------------------|
| Yarc Systems Corp. | <i>10-QSB</i> | 10/31/01 | 12/17/01 | Not filed | 68 |
| | <i>10-KSB</i> | 01/31/02 | 05/01/02 | Not filed | 63 |
| | <i>10-QSB</i> | 04/30/02 | 06/14/02 | Not filed | 62 |
| | <i>10-QSB</i> | 07/31/02 | 09/16/02 | Not filed | 59 |
| | <i>10-QSB</i> | 10/31/02 | 12/16/02 | Not filed | 56 |
| | <i>10-KSB</i> | 01/31/03 | 05/01/03 | Not filed | 51 |
| | <i>10-QSB</i> | 04/30/03 | 06/16/03 | Not filed | 50 |
| | <i>10-QSB</i> | 07/31/03 | 09/15/03 | Not filed | 47 |
| | <i>10-QSB</i> | 10/31/03 | 12/15/03 | Not filed | 44 |
| | <i>10-KSB</i> | 01/31/04 | 04/30/04 | Not filed | 40 |
| | <i>10-QSB</i> | 04/30/04 | 06/14/04 | Not filed | 38 |
| | <i>10-QSB</i> | 07/31/04 | 09/14/04 | Not filed | 35 |
| | <i>10-QSB</i> | 10/31/04 | 12/15/04 | Not filed | 32 |
| | <i>10-KSB</i> | 01/31/05 | 05/02/05 | Not filed | 27 |
| | <i>10-QSB</i> | 04/30/05 | 06/14/05 | Not filed | 26 |
| | <i>10-QSB</i> | 07/31/05 | 09/14/05 | Not filed | 23 |
| | <i>10-QSB</i> | 10/31/05 | 12/15/05 | Not filed | 20 |
| | <i>10-KSB</i> | 01/31/06 | 05/01/06 | Not filed | 15 |
| | <i>10-QSB</i> | 04/30/06 | 06/14/06 | Not filed | 14 |
| | <i>10-QSB</i> | 07/31/06 | 09/14/06 | Not filed | 11 |
| | <i>10-QSB</i> | 10/31/06 | 12/15/06 | Not filed | 8 |
| | <i>10-KSB</i> | 01/31/07 | 05/01/07 | Not filed | 3 |
| | <i>10-QSB</i> | 04/30/07 | 06/14/07 | Not filed | 2 |
| Total Filings Delinquent | | 29 | | | |