

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

01-01

Case No. \_\_\_\_\_

_____	)
SECURITIES AND EXCHANGE COMMISSION,	)
	)
Plaintiff,	)
	)
v.	)
	)
WILLIAM J. TISHMAN,	)
JEFFREY M. GOLDBERG,	)
ROBERT E. DUKE, and	)
SAM SARA INVESTMENTS, INC.,	)
	)
Defendants.	)
_____	)

AS

RECEIVED  
U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
JUL 10 2001

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**COMPLAINT FOR INJUNCTIVE AND OTHER RELIEF**

Plaintiff, Securities and Exchange Commission ("Commission") alleges that:

**INTRODUCTION**

1. The Commission brings this action to (i) restrain and permanently enjoin Defendants William J. Tishman ("Tishman") and Jeffrey M. Goldberg ("Goldberg") from violating the securities registration and antifraud provisions of the federal securities laws, (ii) restrain and permanently enjoin Goldberg from violating the broker-dealer registration provisions of the federal securities laws, and (iii) restrain and permanently enjoin Defendants Robert E. Duke ("Duke") and Sam Sara Investments, Inc. ("Sam Sara") from violating the securities registration and broker-dealer registration provisions of the federal securities laws.

2. Tishman, former CEO of Medical Research Industries, Inc. ("MRI" or "the

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Company”), was responsible for material misrepresentations in offering materials used to raise \$52 million through sales of MRI stock to investors between 1996 and mid-1999. The offering materials falsely represented that the offering proceeds would be used primarily for product development, marketing and equipment purchases, and that no commissions, or limited commissions, would be charged in connection with the MRI stock sales. Tishman misappropriated approximately \$18 million of the offering proceeds, using the funds to pay his personal expenses and gambling debts. Additionally, the commissions paid in connection with the stock sales were in excess of the amounts disclosed in the offering materials. Goldberg, MRI’s former executive vice president of sales, hired and supervised the MRI sales agents, and was reckless in not knowing that the commissions paid to them were excessive. Sam Sara, a South Florida boiler room headed by Duke, participated in selling the MRI stock, and both Duke and Sam Sara also received excessive commissions.

#### **DEFENDANTS**

3. Defendant Tishman is 67 years old and resides in Hallandale, Florida. Tishman was MRI’s chief executive officer, secretary and treasurer from the Company’s inception in 1995 until his resignation in June 1999. During the relevant period, Tishman owned more than 50% of MRI’s stock.

4. Defendant Goldberg is 51 years old and resides in Ft. Lauderdale, Florida. Goldberg was MRI’s executive vice president of sales from 1995 until his termination in July 1999, and was responsible for overseeing the Company’s sales of its stock.

5. Defendant Sam Sara was incorporated in 1997 under Florida law. Sam Sara has its principal place of business in Miami, Florida. Sam Sara, purportedly in the business of sales force training and consulting, received in excess of \$3 million in commissions for selling approximately \$15 million of MRI stock during the period December 1997 through June 1999, when the Company instructed Sam Sara to cease all activities relating to MRI.

6. Defendant Duke is 61 years old and resides in Miami, Florida. Duke sold a significant portion of MRI's stock through his company Sam Sara. Duke was a 50% or majority owner of Sam Sara during the relevant period, as well as its sole officer and director.

#### **JURISDICTION AND VENUE**

7. This Court has jurisdiction over this action pursuant to Sections 20(b), 20(d) and 22(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §§ 77t(b), 77t(d) and 77v(a), and Sections 21(d), 21(e), and 27 of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. §§ 78u(d), 78u(e) and 78aa.

8. Certain of the acts and transactions constituting violations of the Securities Act and the Exchange Act have occurred within the Southern District of Florida. The principal offices of MRI were located within the Southern District of Florida. Defendants Tishman, Goldberg and Duke reside in the Southern District of Florida. The principal offices of Defendant Sam Sara are located within the Southern District of Florida. Defendants have engaged in many of the acts and practices complained of herein within the Southern District of Florida.

9. Defendants, directly and indirectly, have made use of the means and instrumentalities of interstate commerce, the means and instruments of transportation and

communication in interstate commerce, and the mails, in connection with the acts, practices, and courses of business complained of herein.

## **THE FRAUDULENT SCHEME**

### **Background**

10. MRI, incorporated in 1995 under Florida law, was headquartered in Ft. Lauderdale, Florida. Tishman formed MRI and its various wholly-owned subsidiaries allegedly to manufacture and market homeopathic products, in patch form, for a variety of health concerns, including weight loss, sex, and sleep disorders.

11. In 1996, Tishman hired Goldberg to oversee MRI's sales force in connection with offers and sales, by the MRI sales agents, of MRI common and preferred stock, stock options and warrants (collectively, the "MRI stock"). Tishman, on behalf of MRI, engaged Sam Sara to sell MRI stock from Sam Sara's offices.

12. MRI ceased operations in or around November 1999 and a court-appointed assignee is currently handling the distribution of available assets to MRI's investors and creditors.

### **MRI's Stock Offerings**

13. Beginning in August 1996 and continuing through mid-1999, MRI raised funds through four offerings of MRI stock. MRI facilitated its offerings (also known as "private placements") by disseminating to potential investors misleading private placement memoranda

("PPMs"). Through these four offerings, the Company raised approximately \$52 million from more than 2,500 investors nationwide, primarily physicians.

14. MRI had no operating history before the commencement, in August 1996, of its first stock offering. MRI's securities have never been listed on any exchange and MRI has never filed periodic reports with the Commission. No registration statement pursuant to the Securities Act was filed or in effect with respect to the MRI securities offerings, or any securities offered, purchased or sold in those offerings.

#### **MRI's False and Misleading PPMs**

15. The Company's PPMs falsely represented that the proceeds derived from the MRI offerings would be used primarily for product development, marketing and equipment purchases. In addition, the PPMs used in the first two offerings falsely represented that no commissions would be charged for the sale of MRI stock, and the PPMs used in the latter two offerings falsely represented that commissions would not exceed certain stated amounts.

16. In contrast to these representations, Tishman misappropriated approximately \$18 million of MRI offering proceeds and used the funds to pay his personal expenses and his gambling debts. Additionally, MRI paid commissions in connection with the purportedly commission-free offerings and paid commissions exceeding the disclosed amounts in connection with the last two offerings.

17. According to MRI's first two PPMs, it would not pay *any* commissions in connection with its first two offerings. According to the latter two PPMs, commissions would

not exceed 10 percent in connection with the latter two offerings.

18. In contrast to the PPM disclosures regarding commissions, MRI consistently paid commissions of *at least* 10 percent. MRI's telemarketers received commissions, in connection with all four offerings, ranging from 10 to 15 percent, depending upon the amount of investor funds raised. Additionally, MRI sales managers supervising the telemarketers received a supplemental two to five percent bonus on the funds raised by that particular manager's sales team.

#### **Role of Tishman**

19. Tishman, as chief executive officer, secretary and treasurer of MRI during the relevant period, managed the day-to-day affairs of the Company.

20. Tishman had signatory authority over all of MRI's bank accounts and controlled the movement of monies in those accounts. He also approved the Company's payroll, signed commission checks made out to the MRI telemarketers and Sam Sara and assisted the Company's accountant in the accountant's preparation of MRI's financial statements.

21. Of the \$52 million MRI raised in its stock offerings, Tishman misappropriated approximately \$18 million to pay his own personal expenses and debts. Tishman attempted to disguise his misappropriations as loans from the Company and signed promissory notes on behalf of both MRI as lender and himself as borrower. However, the loans were fictitious: Tishman never made a single interest payment, although the notes called for monthly interest payments, and MRI never took legal action against Tishman, notwithstanding his defaults on the alleged loans. MRI stock offering proceeds were used to make the purported "loans" to

Tishman.

**Role of Goldberg**

22. Goldberg hired and supervised MRI's on-site telemarketers and conducted MRI's daily sales meetings. Goldberg was aware, or was reckless in not being aware, of the commission structure and routinely explained it to the telemarketers he recruited and hired. Goldberg occasionally spoke directly to potential investors, when a telemarketer referred a call to him. Through affiliated corporations, Goldberg received at least \$800,000 in commissions in connection with the offer and sale of MRI stock. Goldberg was in the business of effecting transactions in MRI stock, or inducing or attempting to induce the purchase or sale of MRI stock, while not associated with a broker-dealer that was registered with the Commission in accordance with the provisions of Section 15(b) of the Exchange Act.

**Role of Sam Sara and Duke**

23. Sam Sara, under Duke's direction, acted as an off-site boiler room selling MRI stock. Of the total \$52 million raised in the four offerings, Sam Sara's telemarketers raised over \$15 million in an approximate 18-month period. For their sales efforts, Sam Sara and Duke received sales commission from MRI in excess of \$3 million, derived from the proceeds of the MRI offerings. Sam Sara and Duke were in the business of effecting transactions in MRI stock, or inducing or attempting to induce the purchase or sale of MRI stock, while not associated with a broker-dealer that was registered with the Commission in accordance with the provisions of Section 15(b) of the Exchange Act.

**COUNT I**

**SALE OF SECURITIES IN VIOLATION OF  
SECTIONS 5(a) AND 5(c) OF THE SECURITIES ACT**

(All Defendants)

24. The Commission repeats and realleges paragraphs 1 through 23 of this Complaint.

25. No registration statement was filed or in effect with the Commission pursuant to the Securities Act and no exemption from registration exists with respect to the securities and transactions described herein.

26. Since a date unknown, but from at least August 1996 through June 1999, Defendants Tishman, Goldberg, Duke and Sam Sara, directly and indirectly, have been: (a) making use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell securities as described herein, through the use or medium of a prospectus or otherwise; (b) carrying securities or causing such securities, as described herein, to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or delivery after sale; and/or (c) making use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise, as described herein, without a registration statement having been filed or being in effect with the Commission as to such securities.

27. By reason of the foregoing, Tishman, Goldberg, Duke and Sam Sara, directly and indirectly, have violated, and unless enjoined, will continue to violate Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c).



**COUNT II**

**SALE OF SECURITIES IN VIOLATION OF  
SECTION 15(a) OF THE EXCHANGE ACT**

(Defendants Goldberg, Duke and Sam Sara)

28. The Commission repeats and realleges paragraphs 1 through 23 of this Complaint.

29. Since a date unknown, but from at least August 1996 through June 1999, Defendants Goldberg, Duke and Sam Sara, directly and indirectly, by use of the means or instruments of transportation or communication in interstate commerce and by use of the mails, engaged in the business of effecting transactions in securities, or inducing or attempting to induce the purchase or sale of securities, while not associated with a broker-dealer that was registered with the SEC in accordance with the provisions of Section 15(b) of the Exchange Act.

30. By reason of the foregoing, Defendants Goldberg, Duke and Sam Sara, directly or indirectly, violated and, unless enjoined, will continue to violate Section 15(a) of the Exchange Act. 15 U.S.C. § 78j(a).

**COUNT III**

**FRAUD IN VIOLATION OF  
SECTION 17(a)(1) OF THE SECURITIES ACT**

(Defendants Tishman and Goldberg)

31. The Commission repeats and realleges paragraphs 1 through 23 of this Complaint.

32. Since a date unknown, but from at least August 1996 through June 1999, Defendants Tishman and Goldberg, directly and indirectly, by use of the means or instruments of transportation or communication in interstate commerce and by use of the mails, in the offer or sale of securities, as described herein, have been, knowingly, willfully or recklessly employing

devices, schemes or artifices to defraud.

33. By reason of the foregoing, Defendants Tishman and Goldberg, directly and indirectly, have violated and, unless enjoined, will continue to violate Section 17(a)(1) of the Securities Act, 15 U.S.C. § 77q(a)(1).

**COUNT IV**

**FRAUD IN VIOLATION OF  
SECTIONS 17(a)(2) AND 17(a)(3) OF THE SECURITIES ACT**

(Defendants Tishman and Goldberg)

34. The Commission repeats and realleges paragraphs 1 through 23 of this Complaint.

35. Since a date unknown, but from at least August 1996 through June 1999, Defendants Tishman and Goldberg, and each of them, singly and in concert, directly and indirectly, by use of the means or instruments of transportation or communication in interstate commerce and by use of the mails, in the offer and sale of the securities described herein, have been: (i) obtaining money or property by means of untrue statements of material facts or omissions to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and (ii) engaging in transactions, practices and courses of business which have operated as a fraud or deceit upon purchasers of such securities.

36. By reason of the foregoing, Defendants Tishman and Goldberg, directly and indirectly, have violated and, unless enjoined, will continue to violate Sections 17(a)(2) and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77q(a)(2) and 77q(a)(3).

**COUNT V**

**FRAUD IN VIOLATION OF  
SECTION 10(b) OF THE EXCHANGE ACT AND RULE 10b-5**  
(Defendants Tishman and Goldberg)

37. The Commission repeats and realleges paragraphs 1 through 23 of its Complaint.

38. Since a date unknown, but from at least August 1996 through June 1999, Defendants Tishman and Goldberg, directly and indirectly, by use of the means and instrumentality of interstate commerce, and of the mails, and of any facility of any national securities exchange, in connection with the purchase or sale of the securities, as described herein, have been, knowingly, willfully or recklessly: (a) employing devices, schemes or artifices to defraud; (b) making untrue statements of material facts and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and/or (c) engaging in acts, practices and courses of business which have operated as a fraud upon the purchasers of such securities.

39. By reason of the foregoing, Defendants Tishman and Goldberg, directly or indirectly, have violated and, unless enjoined, will continue to violate Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

**RELIEF REQUESTED**

**WHEREFORE**, the Commission respectfully requests that the Court:

**I.**

**Declaratory Relief**

Declare, determine and find that Defendants Tishman, Goldberg, Duke and Sam Sara committed the violations of the federal securities laws alleged herein.

**II.**

**Permanent Injunctive Relief**

Issue a Permanent Injunction enjoining Defendants Tishman and Goldberg, their officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and each of them, from violating the securities registration and antifraud provisions of the federal securities laws: Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77c(a) and 77e(c); Section 17(a)(1), 17(a)(2) and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77q(a)(1), 77q(a)(2) and 77q(a)(3); and Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder;

Issue a Permanent Injunction enjoining Defendant Goldberg, his officers, agents, servants, employees, attorneys, and all persons in active concert or participation with him, from violating the broker-dealer registration provisions of the federal securities laws: Section 15(a) of the Exchange Act, 15 U.S.C. § 78j(a).

Issue a Permanent Injunction enjoining Duke and Sam Sara, their officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and

each of them, from violating the securities registration and broker-dealer registration provisions of the federal securities laws: Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c) and Section 15(a) of the Exchange Act, 15 U.S.C. § 78j(a).

**III.**

**Disgorgement and Accounting**

Issue an Order requiring Defendants Tishman and Goldberg to disgorge all ill-gotten profits or proceeds that they have received as a result of the acts and/or courses of conduct complained of herein, with prejudgment interest, and an accounting by Defendants Tishman and Goldberg of all proceeds received, directly or indirectly, pursuant to the scheme described in this Complaint.

**IV.**

**Penalties**

Issue an Order directing Tishman, Goldberg, Duke and Sam Sara to pay civil money penalties pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d) of the Exchange Act, 15 U.S.C. § 78(d)(3).

**V.**

**Officer and Director Bar**

Pursuant to Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2), enter an Order barring Defendant Tishman from acting as an officer or director of an issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act or that is required to file reports pursuant to Section 15(d) of the Exchange Act, as a result of Tishman's violations of Section

10(b) of the Exchange Act and Rule 10b-5 thereunder.

**VI.**

**Further Relief**

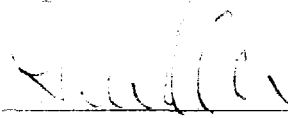
Grant such other and further relief as may be necessary and appropriate.

**VII.**

**Retention of Jurisdiction**

Further, the Commission respectfully requests that the Court retain jurisdiction over this action in order to implement and carry out the terms of all orders and decrees that may hereby be entered, or to entertain any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court.

Respectfully submitted,



June 5, 2001

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# CIVIL COVER SHEET

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

### I. (a) PLAINTIFFS

Securities and Exchange Commission

(b) COUNTY OF RESIDENCE OF FIRST LISTED PLAINTIFF  
(EXCEPT IN U.S. PLAINTIFF CASES)

(c) ATTORNEYS (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER)  
Glenn Harris, Esq. (305) 982-6341  
Yolanda Gonzalez, Esq. (305) 982-6390  
1401 Brickell Ave., Suite 200, Miami, FL 33131

### DEFENDANTS

William J. Tishman,  
Jeffrey M. Goldberg,  
Robert E. Duke, and Sam Sara Investments, Inc.

COUNTY OF RESIDENCE OF FIRST LISTED DEFENDANT Broward  
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

ATTORNEYS (IF KNOWN)  
See Attached

### II. BASIS OF JURISDICTION

(PLACE AN "X" IN ONE BOX ONLY)

- 1 U.S. Government Plaintiff
- 2 U.S. Government Defendant
- 3 Federal Question (U.S. Government Not a Party)
- 4 Diversity (Indicate Citizenship of Parties in Item III)

### III. CITIZENSHIP OF PRINCIPAL PARTIES

(For Diversity Cases Only)

- |   |                            |                            |   |                            |                            |
|---|----------------------------|----------------------------|---|----------------------------|----------------------------|
|   | PTF                        | DEF                        |   | PTF                        | DEF                        |
| Citizen of This State                   | <input type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business In This State     | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State                | <input type="checkbox"/> 2 | <input type="checkbox"/> 2 | Incorporated and Principal Place of Business In Another State | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign Nation  | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

### IV. ORIGIN

(PLACE AN "X" IN ONE BOX ONLY)

- 1 Original Proceeding
- 2 Removed from State Court
- 3 Remanded from Appellate Court
- 4 Reinstated or Reopened
- 5 Transferred from another district (specify)
- 6 Multidistrict Litigation
- 7 Appeal to District Judge from Magistrate Judgment

### V. NATURE OF SUIT

(PLACE AN "X" IN ONE BOX ONLY)

A CONTRACT	A TORTS	FORFEITURE/PENALTY	A BANKRUPTCY	A OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans Excl. Veterans. <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability	<b>PERSONAL INJURY</b> <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault Libel & Slander <input type="checkbox"/> 330 Federal Employers Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury  <b>PERSONAL INJURY</b> <input type="checkbox"/> 362 Personal Injury - Med. Malpractice <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability  <b>PERSONAL PROPERTY</b> <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> B 610 Agriculture <input type="checkbox"/> B 620 Other Food & Drug <input type="checkbox"/> B 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> B 630 Liquor Laws <input type="checkbox"/> B 640 R.R. & Truck <input type="checkbox"/> B 650 Airline Regs. <input type="checkbox"/> B 660 Occupational Safety/Health <input type="checkbox"/> B 690 Other	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157  <b>A PROPERTY RIGHTS</b> <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce/ICC Rates, etc. <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 460 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 810 Selective Service <input checked="" type="checkbox"/> 850 Securities, Commodities Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes <input type="checkbox"/> 890 Other Statutory Actions A OR B
A REAL PROPERTY	A CIVIL RIGHTS	PRISONER PETITIONS:	B SOCIAL SECURITY	FEDERAL TAX SUITS
<input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	<input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 440 Other Civil Rights	<input type="checkbox"/> B 510 Motions to vacate Sentence <input type="checkbox"/> B 530 General <input type="checkbox"/> A 535 Death Penalty <input type="checkbox"/> B 540 Mandamus & Other <input type="checkbox"/> B 550 Civil Rights <input type="checkbox"/> B 555 Prison Condition	<input type="checkbox"/> 861 HIA 1995F <input type="checkbox"/> 862 Black Lung 1923 <input type="checkbox"/> 863 DIWC, DIWW 1405(g) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI 1405(i)	<input type="checkbox"/> A 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> A 871 IRS - Third Party 26 USC 7609

### VI. CAUSE OF ACTION

(CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE BRIEF STATEMENT OF CAUSE DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY)

15 U.S.C. §§ 77e(a) and 77e(c); 15 U.S.C. § 78j(a); 15 U.S.C. §§ 77q(a)(1), 77q(a)(2) and 77q(a)(3); 15 U.S.C. § 78j(b), 17 C.F.R. § 240.10b-5. Violations of the anti-fraud and registration provisions of the federal securities laws.

### VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23  DEMAND \$ \_\_\_\_\_ CHECK YES only if demanded in complaint: JURY DEMAND:  YES  NO

### VIII. RELATED CASE(S) IF ANY

(See instructions): JUDGE \_\_\_\_\_ DOCKET NUMBER \_\_\_\_\_

DATE June 5, 2001 SIGNATURE OF ATTORNEY OF RECORD Glenn A. Harris, Attorney for SEC

FOR OFFICE USE ONLY

RECEIVED AMOUNT APPLYING FEE JUDGE MAG JUDGE

**DEFENDANTS ATTORNEYS**

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