

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO.

BY *[Signature]*
OCT 16 PM 3:13
U.S. DISTRICT COURT
S.D. OF FLA - MIA

SECURITIES AND EXCHANGE COMMISSION **GIV SEITZ**

Plaintiff,

MAGISTRATE JUDGE
GARBER

v.

VESTRON FINANCIAL CORP.,
SALMAN SHARIFF,
VESTRON INVESTMENT CLUB,
CRESCENT CAPITAL PARTNERS LP,
CRESCENT CAPITAL OFFSHORE FUND,

Defendants,

and

NORTH COAST HOLDINGS, LTD and
RAINBOW BRIDGE INVESTMENTS, LLC,

Relief Defendants.

COMPLAINT FOR INJUNCTIVE AND OTHER RELIEF

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

INTRODUCTION

1. The Commission brings this action to enjoin Defendants from committing future violations of the federal securities law by fraudulently offering and selling unregistered securities in the form of investment contracts. The Commission also brings this action to seek a temporary order freezing the assets of Defendants and Relief Defendants. Unless an asset freeze order is immediately issued, investor funds are at serious risk of diversion and theft. The Commission is also seeking an asset freeze pending the outcome of the case on the merits.

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DEFENDANTS

2. Defendant Vestron Financial Corporation ("Vestron Financial") is a North Carolina corporation incorporated in October 1998, with principal offices formerly located at 1001 Brickell Bay Drive Suite 2206, Miami, Florida 33131.

3. Defendant Salman Shariff ("Shariff") is twenty-nine years old and is the president of Vestron. His last known address is 2301 Collins Avenue 1012, Miami Beach, Florida 33139.

4. Defendant Vestron Investment Club ("Vestron Investment Club") is a North Carolina general partnership. Vestron Financial is the sole managing member of Vestron Investment Club.

5. Defendant Crescent Capital Partners LP ("Crescent Capital Partners") is purportedly a Florida limited partnership. The Florida Division of Corporations has no filings on record for Crescent Capital Partners. Vestron Financial is the general partner of Crescent Capital Partners. Crescent Capital Partners was managed by Vestron Financial as a U.S.-based hedge fund.

6. Defendant Crescent Capital Offshore Fund ("Crescent Capital Offshore") is a Bahamas limited partnership. Crescent Holding Corporation, a corporation solely controlled by Shariff, is the general partner of the fund. Crescent Capital Offshore was managed by Vestron Financial as an offshore-based fund.

RELIEF DEFENDANTS

7. Relief Defendant North Coast Holdings, Ltd ("North Coast") is a Bahamas corporation. The funds raised from investors through Crescent Capital Offshore were deposited into a Bahamian bank account under the name North Coast. Shariff is the president of North

Coast. North Coast received at least \$1.3 million in investor funds from Vestron Financial's offering.

8. Relief Defendant Rainbow Bridge is a Florida limited liability corporation. Rainbow Bridge is 50% owned by North Coast and 50% owned by a business acquaintance of Shariff. Rainbow Bridge received at least \$200,000 in investor funds from Vestron Financial's offering.

JURISDICTION AND VENUE

9. 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, Section 44 of the Investment Company Act 1940 ("Investment Company Act"), 15 U.S.C. § 80a-43 and Section 214 of the Investment Advisers Act of 1940 ("Advisers Act"), 15 U.S.C. § 80b-14.

10. 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 Defendants Vestron Financial, Vestron Investment Club, Crescent Capital Partners and Crescent Capital Offshore were located within the Southern District of Florida. Defendant Shariff was a resident of Florida who has become a non-resident or a Florida resident who is concealing his whereabouts. Defendants have engaged in many of the acts and practices complained of herein within the Southern District of Florida. The cause of action stated herein arose from Defendants' business activities conducted in the State of Florida.

11. 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

12. Vestron Financial was purportedly in the business of operating an investment club called Vestron Investment Club, and two hedge funds called Crescent Capital Partners and Crescent Capital Offshore. Vestron Financial raised money from investors throughout the country and overseas through the issuance of partnership interests in the investment club and the two hedge funds under the pretense that investor funds would be used to trade in stock and commodities in the equity markets.

13. In the offering materials sent to potential investors, Vestron Financial described its investment objectives by stating that the “fund seeks growth by investing in securities domestically with a small percentage placed into commodities,” and that “Vestron’s investment strategy is to profit from “short-term volatility.”

14. Vestron Financial pooled funds together for trading regardless of the fund chosen by the investor.

Vestron Financial’s Offering

15. From at least December 1996 and continuing through June 2001, Vestron Financial offered and sold securities to the general public in the form of limited partnership interests in Crescent Capital Partners and Crescent Capital Offshore and general partnership interests in Vestron Investment Club (collectively, the “partnership interests”).

16. Vestron Financial raised approximately \$11.6 million from more than 350 investors nationwide and internationally. Vestron Financial raised funds from approximately 190 investors for Vestron Investment Club and approximately 80 investors each for Crescent Capital Partners and Crescent Capital Offshore. Investors were lured into investing in Vestron's investment club and hedge funds through promises of high returns and a conservative investing philosophy.

17. Vestron Financial sold its partnership interests to the general public primarily through the efforts of Shariff and Vestron's other officers. The company also sought prospective investors through Shariff's personal contacts and investor referrals. Moreover, some prospects were introduced to the Vestron Financial investment opportunity through the company's Internet website.

18. Vestron Financial told potential investors that it operated an investment club and hedge funds and that it would use investor funds to trade in stocks, commodities, options and futures. The stated minimum investment was \$50,000 for Crescent Capital Partners, the U.S. hedge fund, and \$20,000 for Crescent Capital Offshore, the offshore fund. There was no minimum investment for Vestron Investment Club.

19. During sales pitches, Vestron Financial told investors about the company's purported successful trading history and high rates of returns. Vestron Financial told investors that it invested conservatively and that it sought to meet its historical average return of 5% *a month*. The company assured investors that Vestron Financial protected itself from significant losses by "setting up stop limits and safety margins on call options." After introducing prospects to the investment opportunity, Vestron Financial provided them with offering materials by mail

or facsimile.

20. Vestron Financial also encouraged potential investors to visit Vestron's website at www.vestronfinancial.com to learn more about the company. The company provided prospects with a password in order to view Vestron's purported historical returns on the website. The website showed Vestron Financial as having had annual returns for the years 1997 through 2000 of 86.1%, 81.8%, 84.4% and 58.8%, respectively. The gains were also broken out by month for those years and ranged from 1.7% to 10.1%. The returns were the same for all three funds.

21. After investing with Vestron Financial, investors received monthly account statements showing the purported status of their investment, including the gains received on their investment. Gains were paid monthly to investors or could be reinvested into their accounts. Some investors were paid a referral fee of 5% to 10% on the monthly gains of every investor they referred to Vestron Financial.

22. Investors did not have any role in the management or operation of Vestron Financial or in the selection of the stocks and commodities that were purportedly traded.

23. The partnership interests are investment contracts, and therefore, securities as defined by Section 2(1) of the Securities Act, 15 U.S.C. § 77b(1), and Section 3(a)(10) of the Exchange Act, 15 U.S.C. § 78c(10). No registration statement has been filed or is in effect with the Commission in connection with the offering of the partnership interests. In addition, Vestron Financial and Shariff have never been registered with the Commission as brokers. Moreover, Vestron Investment Club, Crescent Capital Partners and Crescent Capital Offshore have never been registered with the Commission as investment companies.

Vestron Financial's Offering Documents

24. Prospective investors received offering materials describing the Vestron Financial investment opportunity. The offering materials that were sent to prospects include, among other things, a tri-fold pamphlet, an application form and a partnership agreement for either Crescent Capital Partners, Crescent Capital Offshore or Vestron Investment Club.

25. The written materials indicated that Shariff founded Vestron Financial in 1996, and claimed that the company "has grown from a vision to a multi-million dollar portfolio with great returns month after month." In the pamphlet, Vestron Financial described its investment objectives by stating that the "fund seeks growth by investing in securities domestically with a small percentage placed into commodities," and that Vestron Financial's investment strategy is to profit from "short-term volatility."

26. The pamphlet included a chart of purported historical gains identical to the website. Like the website, the chart showed Vestron Financial as having achieved positive gains each and every month for the years 1997 through 2001. The pamphlet went on to provide prospects with an illustration of how an investment of \$20,000 and \$50,000 would grow over several years using Vestron Financial's historical gains.

27. The pamphlet also contained a brief description of Shariff's educational background and work experience. In the partnership agreements distributed by Vestron Financial, prospects were told that they would be charged a management fee of 1% of the value of their account annually and a performance fee of 20% on all the gains in their accounts each month. The partnership agreements also provided that Vestron Financial would conduct all of the affairs of the partnerships.

Role of Shariff

28. Shariff designed and implemented Vestron Financial's fraudulent offering and provided the company's other officers with false sales pitches. Shariff is listed both in Vestron Financial's offering materials and on its website as the company's president. Shariff managed the day-to-day operations of the company.

29. Shariff was responsible for all of Vestron Financial's trading activities. In most cases, Shariff personally handled the trading that was done for Vestron Financial through an on-line trading account. He also supervised the small percentage of the trading activity that was farmed out to a few outside brokers.

30. Shariff had sole signatory authority over the bank accounts and controlled the movement of funds in both the Vestron Financial bank accounts and brokerage accounts.

31. Shariff solicited funds from prospects and communicated with prospective investors and investors over the telephone and in person. On occasion, he gave prospects tours of Vestron Financial's offices. Shariff also communicated with investors in writing. For example, in a letter to investors in January 2001, Shariff boasted about how Vestron Financial was able to outperform many of the popular funds such as Janus and Vanguard in the year 2000. In the letter, he told investors that those funds "can't hedge their portfolio the way we can" and that "we can protect ourselves a little better with the use of futures and options trading." Shariff concluded the letter by telling investors that Vestron Financial is "very excited about the future because . . . [it] anticipate[s] surpassing [its] historical returns in the coming months."

**Material Misrepresentations and Omissions
in Connection with the Offer and Sale of Vestron's Investment Contracts**

32. Vestron Financial's offering materials contain material misrepresentations and omissions concerning, among other things, the use of investor proceeds and its historical gains.

Use of Investor Proceeds

33. Vestron Financial's offering materials misled prospects into believing that their funds would be used for the purpose of trading in stocks and commodities. Bank and trading records show that of the \$11.6 million raised from investors, only approximately \$1.625 million, or 14%, was actually traded in stocks and commodities. Moreover, Vestron Financial virtually ceased trading in late 2000, even though the company subsequently received monies from investors.

34. Further, Vestron Financial misled investors with regard to the performance fees that were charged to their accounts. Although Vestron Financial disclosed to investors in its offering materials that a performance fee, equal to 20% of the gains, was charged each month, this fee was not earned because Vestron Financial never had any gains. As such, unbeknownst to investors, the performance fee that Vestron Financial charged to investor accounts each month represented a fee charged against investor capital.

35. To make matters worse, Vestron Financial's bank records reveal that Shariff misappropriated significant amounts of investor funds in the form of check and cash disbursements totaling \$705,000. Records also show that significant amounts of investor funds were used by Shariff to purchase, among other things, automobiles, an expensive boat and other personal items. Further, Shariff used investors' proceeds for a down payment on a condominium and leases on apartments and houses for family members.

36. In total, Shariff has taken at least \$2.082 million in investor monies for his own personal use.

False Gains

37. The returns on the small amount of investor funds that Vestron Financial actually invested were greatly exaggerated. Vestron's pamphlet and website tout Vestron Financial as having achieved monthly gains ranging between 1.7% and 10.1% for the years 1997 through 2001. According to Vestron, the company has never had a negative return at month end.

38. The pamphlet and the website show cumulative gains for the years 1997 through 2000 of 86.1%, 81.8%, 84.4% and 58.8%, respectively. Vestron's trading records reveal, however, that Vestron Financial has suffered significant losses since inception of the business. Vestron's returns for the years 1997 through 2000 were -65.2%, 26.04%, -19.19% and -27.65%, respectively.

39. Moreover, the monthly gains that Vestron Financial reported were false. For example, during the months of October, November and December 2000, Vestron Financial reported monthly gains of 5.3%, 3.1% and 1.7%, respectively. Trading records reveal that during those months, Vestron Financial actually had losses of 5.1%, 23.6% and 10.1%. Trading records show that Vestron Financial repeatedly reported false gains to investors and prospective investors since the inception of Vestron Financial.

Evidence of a Ponzi Scheme

40. Vestron Financial's bank records reflect that the company was engaged in a Ponzi scheme. Records show that existing investors who chose to get their "gains" in cash were paid out of new investor funds, as the little trading that was done was far from profitable.

COUNT I

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

41. The Commission repeats and realleges paragraphs 1 through 40 of this Complaint.

42. 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.

43. From at least December 1996 through June 2001, Defendants Vestron Financial, Shariff, Vestron Investment Club, Crescent Capital Partners and Crescent Capital Offshore, directly and indirectly: (a) made 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 partnership interests, prospectus or otherwise; (b) carried securities or caused 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) made 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.

44. By reason of the foregoing, Defendants Vestron Financial, Shariff, Vestron Investment Club, Crescent Capital Partners and Crescent Capital Offshore, 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

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

45. The Commission repeats and realleges paragraphs 1 through 40 of the Complaint.

46. From at least December 1996 through June 2001, Defendants Vestron Financial and Shariff 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 knowingly, willfully or recklessly employed devices, schemes or artifices to defraud.

47. By reason of the foregoing, Defendants Vestron Financial and Shariff, 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 III

**FRAUD IN VIOLATION OF SECTION 10(b)
OF THE EXCHANGE ACT AND RULE 10b-5 PROMULGATED THEREUNDER**

48. The Commission repeats and realleges paragraphs 1 through 40 of its Complaint.

49. From at least December 1996 through June 2001, Defendants Vestron Financial and Shariff, 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 knowingly, willfully or recklessly: (a) employed devices, schemes or artifices to defraud; (b) made untrue statements of material facts and omitted 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) engaged

in acts, practices and courses of business which have operated as a fraud or deceit upon the purchasers and prospective purchasers of such securities.

50. By reason of the foregoing, Defendants Vestron Financial and Shariff, 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.

COUNT IV

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

51. The Commission repeats and realleges paragraphs 1 through 40 of its Complaint.

52. From at least December 1996 through June 2001, Defendants Vestron Financial and Shariff, directly and indirectly, by use of the means or instruments of transportation or communication in interstate commerce and by the use of the mails, in the offer or sale of securities, as described herein: (a) obtained money or property by means of untrue statements of material facts and omissions to state material facts necessary to make the statements made, in the light of the circumstances under which they were made, not misleading; and/or (b) engaged in transactions, practices and courses of business which have operated as a fraud or deceit upon the purchasers and prospective purchasers of such securities.

53. By reason of the foregoing, Defendants Vestron Financial and Shariff, 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. §§ 77(q)(a)(2) and 77(q)(a)(3).

COUNT V

FAILURE TO REGISTER AS BROKER-DEALERS IN VIOLATION OF SECTION 15(a)(1) OF THE EXCHANGE ACT

54. The Commission repeats and realleges paragraphs 1 through 40 of its Complaint.

55. From at least December 1996 through June 2001, Defendants Vestron Financial and Shariff, by use of the mails, and the means and instrumentality of interstate commerce, while acting as a broker or dealer engaged in the business of effecting transactions in securities for the accounts of others, have effected transactions in securities, or induced or attempted to induce the purchase or sale of securities, without registering as a broker-dealer in accordance with Section 15(b) of the Exchange Act, 15 U.S.C. § 78o(b).

56. By reason of the foregoing, Defendants Vestron Financial and Shariff have violated, and unless enjoined, will continue to violate Section 15(a)(1) of the Exchange Act, 15 U.S.C. § 78o(a)(1).

COUNT VI

FRAUD IN VIOLATION OF SECTIONS 206(1) AND 206(2) OF THE INVESTMENT ADVISERS ACT OF 1940

57. The Commission repeats and realleges paragraphs 1 through 40 of its Complaint.

58. From at least December 1996 through June 2001, Defendant Vestron Financial, and Defendant Shariff as an aider and abettor, by use of the mails, and the means and instrumentality of interstate commerce, directly or indirectly, have knowingly, willfully or recklessly: (i) employed devices, schemes or artifices to defraud their clients or prospective clients; and (ii) engaged in transactions, practices and courses of business which have operated as

a fraud or deceit upon their clients or prospective clients.

59. By reason of the foregoing, Defendant Vestron Financial, and Defendant Shariff as an aider and abettor, have violated, and unless enjoined, will continue to violate Sections 206(1) and 206(2) of the Advisers Act, 15 U.S.C. §§ 80b-6(1) and 80b-6(2).

COUNT VII

**SALE OF SECURITIES BY UNREGISTERED
INVESTMENT COMPANIES IN VIOLATION OF
SECTION 7(a) OF THE INVESTMENT COMPANY ACT OF 1940**

60. The Commission repeats and realleges paragraphs 1 through 40 of its Complaint.

61. From at least December 1996 through June 2001, Defendant Vestron Investment Club, and from at least early 2000 through June 2001, Defendant Crescent Capital Partners, by use of the mails, and the means and instrumentality of interstate commerce, directly or indirectly, have offered or sold, or delivered after sale, securities, without having been registered in accordance with Section 8 of the Investment Company Act, 15 U.S.C. § 80a-8.

62. By reason of the foregoing, Defendants Vestron Investment Club and Crescent Capital Partners have violated, and unless enjoined, will continue to violate Section 7(a) of the Investment Company Act, 15 U.S.C. §80a-7(a).

COUNT VIII

**SALE OF SECURITIES BY UNREGISTERED
FOREIGN INVESTMENT COMPANY IN VIOLATION OF
SECTION 7(d) OF THE INVESTMENT COMPANY ACT OF 1940**

63. The Commission repeats and realleges paragraphs 1 through 40 of its Complaint.

64. From at least early 2000 through June 2001, Defendant Crescent Capital Offshore, by use of the mails, and the means and instrumentality of interstate commerce, directly or

indirectly, have offered or sold, or delivered after sale, in connection with a public offering, securities of which it is the issuer.

65. No application for registration, or registration statement, was filed with the Commission by Crescent Capital Offshore, a foreign investment company, permitting it to make a public offering with respect to the securities described herein.

66. By reason of the foregoing, Defendant Crescent Capital Offshore has violated, and unless enjoined, will continue to violate Section 7(d) of the Investment Company Act, 15 U.S.C. §80a-7(d).

RELIEF REQUESTED

WHEREFORE, the Commission respectfully requests that the Court:

I.

Declaratory Relief

Declare, determine and find that Defendants Vestron Financial, Shariff, Vestron Investment Club, Crescent Capital Partners and Crescent Capital Offshore committed the violations of the federal securities laws alleged herein.

II.

Asset Freeze and Accounting

Issue an Order temporarily freezing the assets of Defendants Vestron Financial, Shariff, Vestron Investment Club, Crescent Capital Partners and Crescent Capital Offshore, and Relief Defendants North Coast and Rainbow Bridge, until further Order of the Court, and requiring accountings by Defendants and Relief Defendants. Issue an Order continuing the asset freeze against the Defendants and Relief Defendants after a Preliminary Injunction hearing.

III.

Permanent Injunctive Relief

Issue a permanent injunction, restraining and enjoining:

(1) Defendant Vestron, its officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and each of them, from violating: (a) Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c); (b) Section 17(a)(1)-(3) of the Securities Act, 15 U.S.C. §§ 77(q)(a)(1)-(3); (c) Sections 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder; (d) Section 15(a)(1) of the Exchange Act, 15 U.S.C. § 78o(a)(1); and (e) Sections 206(1) and 206(2) of the Investment Advisers Act of 1940, 15 U.S.C. §§ 80B-6(1) and 80(b)-6(2);

(2) Defendant Shariff, his officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and each of them, from violating: (a) Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c); (b) Section 17(a)(1)-(3) of the Securities Act, 15 U.S.C. §§ 77(q)(a)(1)-(3); (c) 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; and (d) Section 15(a)(1) of the Exchange Act, 15 U.S.C. § 78o(a)(1); and from aiding and abetting violations of Sections 206(1) and 206(2) of the Investment Advisers Act of 1940, 15 U.S.C. §§ 80B-6(1) and 80(b)-6(2);

(3) Defendants Vestron Investment Club and Crescent Capital Partners, their officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and each of them, from violating: (a) Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77(e)(a) and 77 e(c); and (b) Section 7(a) of the Investment Company Act of 1940, 15

U.S.C. §80a-7(a); and

(4) Defendant Crescent Capital Offshore, its officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and each of them, from violating: (a) Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§77(e)(a) and 77 e(c); and (b) Section 7(d) of the Investment Company Act of 1940, 15 U.S.C. §80a-7(d).

IV.

Disgorgement

Issue an Order requiring Defendants Vestron Financial, Shariff, Vestron Investment Club, Crescent Capital Partners and Crescent Capital Offshore, and Relief Defendants North Coast and Rainbow Bridge 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.

V.

Penalties

Issue an Order directing Defendants 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), Section 209(e) of the Investment Advisors Act, 15 U.S.C. § 80b-9(e) and Section 42(e) of the Investment Company Act, 15 U.S.C. § 80a-41(e).

VI.

Appointment of Receiver

Issue an Order, upon motion of the Commission, appointing a Receiver of the assets of Vestron Financial, Vestron Investment Club, Crescent Capital Partners and Crescent Capital Offshore to marshal and safeguard all of said assets, and any other duties the Court deems

appropriate, and to prepare a report to the Court and the Commission detailing the activities of Vestron Financial, Vestron Investment Club, Crescent Capital Partners, Crescent Capital Offshore and Shariff and the whereabouts of investor funds.

VII.

Records Preservation

Issue an Order requiring Defendants Vestron Financial, Shariff, Vestron Investment Club, Crescent Capital Partners and Crescent Capital Offshore to preserve any records related to the subject matter of this lawsuit that are in their custody, possession or subject to their control.

VIII.

Repatriation of Investor Proceeds

Issue an Order requiring Defendants Vestron Financial, Shariff, Vestron Investment Club, Crescent Capital Partners and Crescent Capital Offshore, and Relief Defendants North Coast and Rainbow Bridge to take such steps as are necessary to repatriate to the territory of the United States all funds and assets of investors described in the Commission's Complaint in this action which are held by them or are under their direct or indirect control, jointly or singly, and deposit such funds into the registry of the United States District Court for the Southern District of Florida, and provide the Commission and the Court a written description of the funds and assets so repatriated.

IX.

Further Relief

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

X.

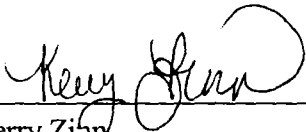
Retention of Jurisdiction

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,

October 16, 2001

By:


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JS 44 (Rev. 12/96)

CIVIL COVER SHEET

01-4269

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

MAGISTRATE JUDGE GARDNER

Defendants Vestron Financial Corp., Salman Sharoff, Vestron Investment Club, Crescent Capital Partners LP, Crescent Capital Offshore Fund, North Coast Holdings, Ltd. and Rainbow Bridge Investments, LLC, Relief Defendants Miami-Dade

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

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

Case 1:01-cv-4269/PAS/BLG

(c) ATTORNEYS (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER) SEC, Kerry Zinn (305) 982-6379 1401 Brickell Ave., Suite 200, Miami, FL 33131

ATTORNEYS (IF KNOWN)

(d) CIRCLE COUNTY WHERE ACTION AROSE: DADE, MONROE, BROWARD, PALM BEACH, MARTIN, ST. LUCIE, INDIAN RIVER, OKEECHOBEE HIGHLANDS

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 (PLACE AN "X" IN ONE BOX FOR PLAINTIFF AND ONE BOX FOR DEFENDANT)

Table with columns for Plaintiff and Defendant citizenship: Citizen of This State, Citizen of Another State, Citizen or Subject of a Foreign Country, Incorporated or Principal Place of Business in This State, Incorporated and Principal Place of Business in Another State, Foreign Nation.

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)

Large table with categories: A CONTRACT, A REAL PROPERTY, A TORTS, A CIVIL RIGHTS, PRISONER PETITIONS, FORFEITURE/PENALTY, A LABOR, A BANKRUPTCY, B SOCIAL SECURITY, FEDERAL TAX SUITS, A OTHER STATUTES.

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.)

Violations of the anti-fraud and registration provisions and the Investment Advisers Act of the federal securities laws. 15 USC §§ 77e(a) and 77e(c); 15 USC § 77q(a)(1); 15 USC § 78j(b), 17 CFR 240.10b-5; 15 USC §§ 77q(a)(2) and 77q(a)(3); via 2 days estimated (for both sides to try entire case) 15 USC § 78o(a)(1); 15 USC §§ 80b-6(1) and 80b-6(2); 15 USC § 80a-7(a)

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23 DEMAND \$ JURY DEMAND: YES NO

VIII. RELATED CASE(S) IF ANY

JUDGE DOCKET NUMBER

DATE SIGNATURE OF ATTORNEY OF RECORD

Oct. 16, 2001 Kerry A. Zinn

FOR OFFICE USE ONLY

RECEIPT # AMOUNT APPLYING FFP JUDGE MAG. JUDGE