

DOCKETED

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UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

STANLEY AWDISHO,
MICHAEL KUNDRAT and
KRISTOPHER SMOLINSKI,

Defendants.

JUDGE JOHN W DARRAH

04C 61

Case No:

MAGISTRATE JUDGE SCHENKIER

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U.S. DISTRICT COURT
EASTERN DIVISION

COMPLAINT

Plaintiff, the United States Securities and Exchange Commission ("Commission"), for its Complaint against Stanley Awdisho, Michael Kundrat and Kristopher Smolinski, alleges as follows:

INTRODUCTION

1. The Commission brings this action to enjoin manipulative trading activity by defendants Awdisho, Kundrat and Smolinski (collectively, "Defendants"). Approximately 75 times between September and December of 1999, the Defendants manipulated the price of stock options by engaging in a scheme commonly referred to as "small lot baiting." Small lot baiting or "spoofing" involves an order placed by a market participant with the intention of briefly triggering a market movement from which the participant or others may benefit by trading the opposite side of the original manipulative order. To carry out the scheme, the Defendants placed limit orders for a small number of options contracts on one options exchange to artificially raise or lower that exchange's quoted bid or offer (the "bait"). The Defendants then purchased or sold

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much larger opposite positions on other exchanges that matched the artificially raised or depressed price displayed at the first exchange. After their larger orders were executed, the Defendants immediately sent an order to cancel the initial bait order. As a result of the scheme, Defendants unjustly profited by obtaining execution of their larger orders at more favorable prices than otherwise available.

2. Awdisho, Kundrat and Smolinski directly and indirectly engaged in and, unless enjoined, will continue to engage in transactions, acts, practices and courses of business which violate Sections 9(a)(2) and 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") (15 U.S.C. §§ 78i(a)(2), 78j(b)) and Rule 10b-5 promulgated thereunder (17 C.F.R. 240.10b-5).

3. The Commission brings this action to enjoin such transactions, acts, practices and courses of business and for other relief, pursuant to Sections 21(d) and 21(e) of the Exchange Act (15 U.S.C. § 78u(d)-(e)).

JURISDICTION

4. This court has jurisdiction pursuant to Section 27 of the Exchange Act (15 U.S.C. § 78aa).

THE DEFENDANTS

5. Kristopher Smolinski, a resident of Winnetka, Illinois, has day traded stock options since at least May 1999. Smolinski recruited Awdisho and Kundrat to day trade with him and provided the capital to open trading accounts in exchange for a share of the trading profits. This arrangement lasted until approximately March 2001.

6. Stanley Awdisho, a resident of Chicago, Illinois, day traded stock options with Smolinski from June 1999 to March 2001. Prior to trading with Smolinski, Awdisho worked as

a registered representative at the Chicago branch office of PreferredTrade (formerly Preferred Capital Markets, Inc.). Awdisho is currently day trading stock options for his own account.

7. Michael Kundrat, a resident of Plainfield, Illinois, day traded stock options with Smolinski from August 1999 to March 2001. Prior to trading with Smolinski, Kundrat sold life insurance and mutual funds as a registered representative for Franklin Financial Services Corp. in Chicago. Kundrat is currently day trading stock options for his own account.

FACTUAL BACKGROUND

The Options Markets

8. The American Stock Exchange LLC ("AMEX"), the Chicago Board Options Exchange, Inc. ("CBOE"), the Pacific Exchange, Inc. ("PCX") and the Philadelphia Stock Exchange, Inc. ("PHLX") operate exchanges where options are bought and sold on numerous stocks and indexes.

9. Options are typically bought or sold through the activities of "trading crowds" on the floor. Each trading crowd consists of a group of "market makers" who trade for their own accounts and put their own capital at risk. Market makers provide liquidity by offering to buy or sell options traded in their crowds at publicly displayed bids (the price at which a market maker will buy an option from a customer) and offers (the price at which a market maker will sell an option to a customer). Market makers continuously update their bids and offers based on, among other things, movement in the price of the underlying stock. Bids and offers can also be established by customer limit orders that are priced better than the market makers' bids or offers for the same options.

10. Options may also be bought and sold through certain electronic trading facilities operated by the various exchanges. During the relevant time, CBOE's electronic trading system,

called Retail Automated Execution System (“RAES”), automatically executed certain RAES eligible orders against the account of one or more market makers who were logged onto RAES, and then sent an electronic confirmation of the trade to the customer through the customer’s broker-dealer.

11. CBOE’s rules specified which orders were eligible for automatic execution through RAES. The order, among other things, had to be a market order or marketable limit order from a retail customer that did not exceed the maximum number of contracts established for the class of option at issue (at that time, typically 50 contracts or less). The other exchanges, utilized similar electronic trading systems.

12. CBOE, for many options classes, also required its market makers participating in RAES to automatically match a better bid or offer on another exchange (an “away market”) provided that, among other things, the other exchange’s better bid or offer was not more than a certain increment better than CBOE’s current best bid or offer (typically 1/8 of a dollar). Market makers participating in PCX’s electronic trading system also matched away markets for many options classes under certain circumstances.

13. Unlike stock markets such as NASDAQ, there was no official consolidated NBBO for stock options at the time. Each exchange set its own bids and offers on multiply-listed options.

The Manipulative Trading Scheme

14. In the Fall of 1999, Smolinski, Awdisho and Kundrat day traded stock options using an electronic trading platform developed by PreferredTrade, a registered broker-dealer. The electronic trading platform enabled Defendants to view quotes from all of the exchanges for a selected option class and series on one screen. It also gave Defendants the ability to route

orders directly to any exchange almost instantaneously. If the order was eligible for automatic execution under one of the exchange's electronic trading systems, execution of the order was almost instantaneous as well.

15. The Defendants traded from Smolinski's master bedroom. Smolinski provided Awdisho with the necessary computer equipment and shared 25% of Awdisho's profits. Smolinski provided Kundrat with money to open a trading account as well as the necessary computer equipment, but did not share Kundrat's profits in 1999. The majority of Defendants' trading activity consisted of legitimate arbitrage and momentum trading strategies.

16. However, from September 1999 to December 1999, Smolinski, Awdisho and Kundrat also took advantage of the various exchanges' electronic trading systems to manipulate the bid or offer of stock options for profit.

17. Each defendant typically manipulated the price of the bid or offer by placing a limit order for 10 contracts with one of the exchanges. Because the limit order price was slightly higher than the quoted bid or slightly lower than the quoted offer on the specified exchange, the order was not immediately executed. Instead, the order became the best bid or offer on that exchange.

18. Within seconds, the defendant placed a larger order, typically 20 to 50 contracts, on the opposite side of the market at another exchange, typically CBOE or PCX, and obtained execution of the larger order.

19. After artificially moving the bid or offer to the desired price, and obtaining an execution of the larger, opposite order, the defendant immediately cancelled his initial market moving order. The above conduct, known in the industry as small lot baiting, is illustrated by the following examples:

20. Awdisho: October 12, 1999 trading in AT&T November 45 Calls:

9:25:36¹ – The market was “locked,” meaning that the best bid was the same as the best offer:

PCX	\$4.250 bid	\$4.375 offer
CBOE	\$4.375 bid	\$4.625 offer
PHLX	\$4.375 bid	\$4.625 offer
AMEX	\$4.375 bid	\$4.625 offer

9:28:10 – Awdisho set a bait to facilitate the sale of calls at a more favorable price than otherwise available. Awdisho set the bait by routing a limit order to AMEX to buy 10 contracts at \$4.500. The limit order was not executed immediately because AMEX’s displayed offer was \$4.625. Instead, the order became the best bid and was displayed by AMEX 39 seconds later. Awdisho set the bait to raise AMEX’s displayed bid from \$4.375 to \$4.500. Had Awdisho actually intended to buy 10 contracts he could have routed his limit order to PCX. PCX had been offering the calls at \$4.375 for more than nine minutes.

9:28:49 – AMEX updated its quote, \$4.500 bid, \$4.625 offer.

9:28:58 – Nine seconds later, Awdisho sent an order to CBOE to sell 50 contracts at \$4.500, the bid he just established at AMEX. CBOE matched AMEX’s displayed bid and automatically executed the order two seconds later.

9:29:09 – Nine seconds later, Awdisho sent an order to AMEX to cancel the initial bait order to buy 10 contracts at \$4.500. AMEX honored the cancel request 20 seconds later.

9:29:25 – AMEX’s displayed quote returned to its pre-bait price, \$4.375 bid, \$4.625 offered.

9:29:47 – Twenty-two seconds later, Awdisho sent a limit order to PCX to buy 50 contracts at \$4.375. PCX automatically executed the order four seconds later.

21. Awdisho sold 50 contracts at CBOE at the manipulated price of \$4.500, instead of \$4.375. As a result, Awdisho unfairly profited \$625, less commissions and fees of approximately \$200.

¹ The times in the examples are Pacific Coast Time.

22. Smolinski / Awdisho November 9, 1999 trading in SUQ December 95 Calls:

8:47:22 – The market was ¼ wide:

CBOE	\$19.125 bid	\$19.375 offer
PCX	\$19.000 bid	\$19.375 offer
PHLX	\$18.750 bid	\$19.500 offer
AMEX	\$19.125 bid	\$19.500 offer

8:50:23 – Smolinski set a bait to facilitate his purchase of calls at a more favorable price than otherwise available. Smolinski set the bait by routing a limit order to PHLX to sell 10 contracts at \$19.125. The limit order was not immediately executed because PHLX's displayed bid was \$18.750. Instead, the order became the best offer and was displayed by PHLX 11 seconds later. Smolinski set the bait to lower PHLX's displayed offer from \$19.500 to \$19.125. Had Smolinski actually intended to sell 10 contracts he could have routed his limit order to CBOE or AMEX, who were both bidding \$19.125.

8:50:34 – PHLX updated its quote, \$18.750 bid, \$19.125 offer. Seconds after PHLX updated its quote, Smolinski and Awdisho each sent larger limit orders to buy contracts at PCX at the offer just established by Smolinski at PHLX.

8:50:43 – Nine seconds later, Smolinski sent an order to PCX to buy 50 contracts at \$19.125, the offer he just established at PHLX. PCX matched PHLX's away market displayed offer and automatically executed the order two seconds later.

8:50:44 – One second later, Awdisho sent an order to PCX to buy 50 contracts at \$19.125. PCX matched PHLX's displayed offer and automatically executed the order three seconds later.

8:50:51 – Smolinski sent another order to PCX to buy 50 contracts at \$19.250. Although Smolinski entered a price of \$19.250, PCX matched PHLX's displayed offer and automatically executed the order at \$19.125, two seconds after receiving the order.

8:50:58 – Awdisho sent another order to PCX to buy 50 contracts for \$19.250. Although Awdisho entered a price of \$19.250, PCX matched PHLX's displayed offer and automatically began executing the order at \$19.125, two seconds after receiving the order at 8:51:05.

8:51:08 – Smolinski and Awdisho have each purchased 100 contracts at \$19.125.

8:51:09 – One second later, Smolinski sent an order to PHLX to cancel the initial bait order to sell 10 contracts at \$19.125. One second later, PHLX honored the cancel request.

8:51:17 – PHLX's displayed quote returned to its pre-bait price, \$18.750 bid, \$19.500 offer.

8:51:34 – Awdisho set a bait to facilitate the sale of his long positions at a more favorable price than otherwise available. Awdisho set the second bait by sending a limit order to PHLX to buy 10 contracts at \$19.250. The limit order was not immediately executed because PHLX's displayed offer was \$19.500. Instead, the order became the best bid and was displayed by PHLX 23 seconds later. Awdisho sent the order to raise PHLX's bid from 18.750 to \$19.250. It made little, if any, economic sense to send an order to PHLX to buy 10 contracts at \$19.250 when Awdisho just bought 100 contracts at \$19.125 from PCX.

8:51:57 – PHLX updated its quote, \$19.250 bid, \$19.500 offer. Seconds after PHLX updated its quote, Awdisho and Smolinski routed larger limit orders to sell contracts at CBOE at the bid just established by Awdisho at PHLX.

8:52:01 – Four seconds later, Smolinski and Awdisho sent separate market orders to CBOE to sell 50 contracts at \$19.250, the bid just established by Awdisho at PHLX. CBOE matched PHLX's bid and automatically executed the orders seconds later.

8:52:11 – Smolinski sent another order to PCX to sell 50 contracts at \$19.250. PCX, like CBOE, matched PHLX's bid and automatically executed the order two seconds later.

8:52:16 – Awdisho sent another order to PCX to sell 50 contracts at \$19.250. PCX matched PHLX's bid and automatically executed the order three seconds later.

8:52:20 – Awdisho and Smolinski have sold 250 contracts at \$19.250, closing their respective long positions at a profit, less commissions and fees.

8:52:22 – Two seconds later, Awdisho sent an order to PHLX to cancel the second bait order to buy 10 contracts at \$19.250. PHLX honored the cancel request one second later.

8:52:28 – PHLX's displayed quote returned to its pre-bait price, \$18.750 bid, \$19.500 offer.

23. Smolinski bought 100 contracts from PCX at the manipulated price of \$19.125, instead of \$19.375. As a result, he unfairly profited \$2,500, less commissions and fees of approximately \$400. Awdisho sold 50 contracts to CBOE and 50 contracts to PCX at the

manipulated price of \$19.250, instead of \$19.125. As a result, he unfairly profited \$1,250, less commissions and fees of approximately \$400.

24. Kundrat November 12, 1999 trading in BAC May 60 Calls:

10:22:57 – The market was inverted, meaning that the best bid was higher than the best offer:

PHLX	\$4.00 bid	\$4.250 offer
AMEX	\$4.00 bid	\$4.375 offer
CBOE	\$3.750 bid	\$4.00 offer
PCX	\$4.125 bid	\$4.3750 offer

10:23:07 – Kundrat sent an order to CBOE buy 50 contracts at \$4.00. CBOE automatically executed the order seven seconds later.

10:23:28 – PCX's updated quote eliminated the inversion:

PHLX	\$4.00 bid	\$4.250 offer
AMEX	\$4.00 bid	\$4.375 offer
CBOE	\$3.875 bid	\$4.125 offer
PCX	\$4.00 bid	\$4.250 offer

10:24:15 – Kundrat sent a bait order to facilitate the sale of his long position at a more favorable price than otherwise available. Kundrat sent a limit order to AMEX to buy 10 contracts at 4.125. The limit order was not executed immediately because AMEX's displayed offer was \$4.375. Instead, the order became the best bid and was displayed by AMEX 15 seconds later. Kundrat sent the order to raise AMEX's bid from \$4.00 to \$4.125. Had Kundrat actually intended to buy 10 contracts he could have routed his order to CBOE. CBOE had just executed his 50 contract order was offering the calls at \$4.125.

10:24:30 – AMEX updated its quote, \$4.125 bid, \$4.375 offer.

10:24:42 – Twelve seconds later, Kundrat sent a limit order to PCX to sell 50 contracts at \$4.125, the bid he just established at AMEX. PCX matched AMEX's away market displayed bid and automatically executed the order two seconds later. Kundrat immediately sent an order to AMEX to cancel his 10 contract limit order. AMEX honored the cancel request 15 seconds later.

10:24:59 – AMEX updated its quote, \$4.00 bid, \$4.375 offer.

25. Kundrat sold 50 contracts to PCX at the manipulated price of \$4.125, instead of \$4.00. As a result, he unfairly profited \$625, less commissions and fees of approximately \$200.

26. As a result of their conduct, Defendants unjustly profited at least \$25,000 by obtaining execution of their larger orders at more favorable prices than otherwise available.

COUNT I

Violations of Section 9(a)(2) of the Exchange Act

27. Paragraphs 1 through 26 are realleged and incorporated by reference as though fully set forth herein.

28. By engaging in the conduct described above, Awdisho, Kundrat and Smolinski each effected a series of transactions in securities registered on national securities exchanges that created actual or apparent active trading in such securities or raised or depressed the price of such securities, for the purpose of inducing the purchase or sale of such security by others.

29. By reason of the foregoing, Defendants violated and, unless enjoined, will continue to violate Section 9(a)(2) of the Exchange Act (15 U.S.C. § 78i(a)(2)).

COUNT II

Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Thereunder

30. Paragraphs 1 through 26 are realleged and incorporated by reference as though fully set forth herein.

31. By engaging in the conduct described above, Awdisho, Kundrat and Smolinski, in connection with the purchase and sale of securities, by the use of means or instrumentalities of interstate commerce and of the mails, directly or indirectly, have:

- a. employed devices, schemes, and 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
- c. engaged in acts, practices or courses of business which would and did operate as a fraud or deceit upon the purchasers and sellers of such securities.

32. Awdisho, Kundrat and Smolinski intentionally engaged in the devices, schemes, artifices, transactions, acts, practices and courses of business described above.

33. By reason of the foregoing, Defendants 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 thereunder (17 C.F.R. 240.10b-5).

RELIEF REQUESTED

WHEREFORE, the Commission requests that the Court:

I.

Find that Defendants Awdisho, Kundrat and Smolinski committed the violations charged and alleged herein.

II.

Enter an order of permanent injunction, in a form consistent with Rule 65(d) of the Federal Rules of Civil Procedure, restraining and enjoining Defendants Awdisho, Kundrat and Smolinski and their officers, agents, servants, employees and attorneys, and those persons in active concert or participation with any of the foregoing who receive actual notice of such order, by personal service or otherwise, and each of them, from directly or indirectly, engaging in the transactions, acts, practices or courses of business described above, or in conduct of similar

purport and object, in violation of Sections 9(a)(2) and 10(b) of the Exchange Act (15 U.S.C. §§ 78i(a)(2); 78j(b)) and Rule 10b-5 promulgated thereunder (17 C.F.R. 240.10b-5).

III.

Enter an order imposing upon Defendants Awdisho, Kundrat and Smolinski appropriate civil penalties pursuant to Section 21(d)(3) of the Exchange Act (15 U.S.C. § 78u(d)(3)).

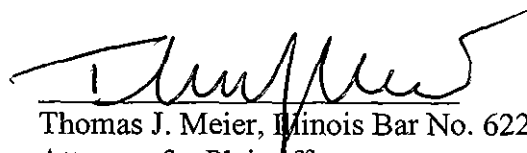
IV.

Retain jurisdiction of this action in accordance with the principals of equity and the Federal Rules of Civil Procedure in order to implement and carry out the terms of all orders and decrees that may be entered or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

V.

Grant such other and further relief as the Court deems appropriate.

Respectfully submitted,



Thomas J. Meier, Illinois Bar No. 6225621
Attorney for Plaintiff
Securities and Exchange Commission
175 W. Jackson Boulevard
Suite 900
Chicago, Illinois 60604-2615
(312) 353-7426

Dated: September 21, 2004

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS

DOCKETED

SEP 22 2004

Civil Cover Sheet

This automated JS-44 conforms generally to the manual JS-44 approved by the Judicial Conference of the United States in September 1974. The data is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. The information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is authorized for use only in the Northern District of Illinois.

Plaintiff(s): **Securities and Exchange Commission**

Defendant(s): **Awdisho, Stanley Kundrat, Michael Smolinski, Kristopher**

County of Residence:

County of Residence: **Cook**

Plaintiff's Atty: **Thomas J. Meier
Securities and Exchange Commission
175 W. Jackson Blvd., Suite
900, Chicago, IL 60604-2615
(312) 353-7426**

Defendant's Atty:

(see attachment)

II. Basis of Jurisdiction:

1. U.S. Gov't Plaintiff

JUDGE JOHN W DARRAH

III. Citizenship of Principal Parties (Diversity Cases Only)

Plaintiff: - N/A
Defendant: - N/A

04C 6125

MAGISTRATE JUDGE SCHENKIER

IV. Origin :

1. Original Proceeding

V. Nature of Suit:

850 Securities / Commodities / Exchange

VI. Cause of Action:

Defendants engaged in a manipulative trading scheme involving stock options in violation of Sections 9(a)(2) and 10(b) of the Securities Exchange Act of 1934 [15 U.S.C. sec. 78i(a)(2), 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. 240.10b-5].

VII. Requested in Complaint

Class Action: **No**
Dollar Demand:
Jury Demand: **No**

VIII. This case **IS NOT** a refile of a previously dismissed case.

Signature: _____

[Handwritten Signature]

Date: _____

9/21/04

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U.S. DISTRICT COURT

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Attachment to Civil Cover Sheet

Defendants' Attorneys:

Attorney for Defendant
Stanley Awdisho:
John J. Muldoon, Esq.
Muldoon & Muldoon
10 South LaSalle Street
Suite 2900
Chicago, IL 60603
(312) 739-3550

Attorney for Defendant
Michael Kundrat:
Elliot M. Samuels, Esq.
30 South Wacker Drive
Suite 2300
Chicago, IL 60606
(312) 357-0590

Attorney for Defendant
Kristopher Smolinski:
Michael H. Saken, Esq.
Saken and Atlas
300 East Industrial Lane
Wheeling, IL 60090
(847) 541-4684

DOCKETED

SEP 22 2004

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS**

In the Matter of

EASTERN DIVISION

JUDGE JOHN W DARRAH

Securities and Exchange Commission v. Stanley Awdisho,
Michael Kundrat and Kristopher Smolinski

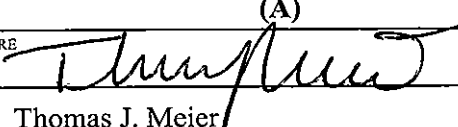
Case Number

04C 6125

APPEARANCES ARE HEREBY FILED BY THE UNDERSIGNED AS ATTORNEY(S) FOR:

Securities and Exchange Commission, Plaintiff

MAGISTRATE JUDGE SCHENZLER

(A)		(B)	
SIGNATURE 		SIGNATURE	
NAME Thomas J. Meier		NAME	
FIRM Securities and Exchange Commission		FIRM	
STREET ADDRESS 175 W. Jackson Blvd., Suite 900		STREET ADDRESS	
CITY/STATE/ZIP Chicago, Illinois 60604-2615		CITY/STATE/ZIP	
TELEPHONE NUMBER (312) 353-7426	FAX NUMBER (312) 353-7398	TELEPHONE NUMBER	FAX NUMBER
E-MAIL ADDRESS meiert@sec.gov		E-MAIL ADDRESS	
IDENTIFICATION NUMBER (SEE ITEM 4 ON REVERSE) 6225621		IDENTIFICATION NUMBER (SEE ITEM 4 ON REVERSE)	
MEMBER OF TRIAL BAR? YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>		MEMBER OF TRIAL BAR? YES <input type="checkbox"/> NO <input type="checkbox"/>	
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		DESIGNATED AS LOCAL COUNSEL? YES <input type="checkbox"/> NO <input type="checkbox"/>	
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CITY/STATE/ZIP		CITY/STATE/ZIP	
TELEPHONE NUMBER	FAX NUMBER	TELEPHONE NUMBER	FAX NUMBER
E-MAIL ADDRESS		E-MAIL ADDRESS	
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DESIGNATED AS LOCAL COUNSEL? YES <input type="checkbox"/> NO <input type="checkbox"/>		DESIGNATED AS LOCAL COUNSEL? YES <input type="checkbox"/> NO <input type="checkbox"/>	

U.S. DISTRICT COURT
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