

promoter, in compensation for a promotional campaign intended to increase the price and volume of MegaMania's stock.

2. Over a six-week period in the summer of 2003, Bogle and Emmanuel, through Mia Venture Capital, LLC ("Mia Venture"), a private company Emmanuel controlled, flooded the market with false and misleading information touting the attributes of MegaMania and its stock. Emmanuel and Mia Venture distributed hundreds of thousands of unsolicited faxes and millions of spam emails that promoted MegaMania and directed recipients to a "research report" about the company on Emmanuel's website. These materials, which often repeated statements contained in contemporaneous MegaMania press releases created under Bogle's direction, made false and misleading claims concerning MegaMania's current financial condition and the future prospects of the company and its stock.

3. During the fraudulent promotional campaign, MegaMania's stock price increased by over 120 percent, and its trading volume also increased dramatically. With the price of MegaMania stock inflated by their barrage of falsehoods, Bogle and Emmanuel sold MegaMania shares, realizing significant gains.

4. The Commission, in the interest of protecting the public from further fraudulent activities, brings this action seeking an order permanently enjoining the Defendants from further violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77e(a), 77e(c) and 77q(a)] and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and of Rule 10b-5 [17 C.F.R. § 240.10b-5], promulgated thereunder. The Commission also seeks orders requiring Defendants to pay civil monetary penalties, requiring them to disgorge

their ill-gotten gains, plus prejudgment interest, and, as to George W. Bogle and Peter Emmanuel, imposing a penny-stock bar pursuant to Section 21(d)(6) of the Exchange Act [15 U.S.C. § 78u(d)(6)].

JURISDICTION AND VENUE

5. The common stock of MegaMania, a Nevada corporation, offered and sold by the Defendants, is a "security" under Section 2(1) of the Securities Act [15 U.S.C. § 77b] and Section 3(a)(10) of the Exchange Act [15 U.S.C. § 78c].

6. The Commission brings this action pursuant to the authority conferred upon it by Section 20(b) of the Securities Act [15 U.S.C. § 77t(b)], and Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)], to permanently enjoin Defendants from future violations of the federal securities laws.

7. This Court has jurisdiction over this action, and venue is proper, pursuant to Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)], and Section 27 of the Exchange Act [15 U.S.C. § 78aa].

8. Defendants, directly or indirectly, made use of the means or instruments of transportation and communication, and the means or instrumentalities of interstate commerce, or of the mails, in connection with the transactions, acts, practices and courses of business alleged herein. Certain of the transactions, acts, practices and courses of business alleged herein took place in the Southern District of Texas.

DEFENDANTS

9. **MegaMania** is a non-reporting Nevada corporation located in Houston, Texas, whose shares are quoted on the Pink Sheets, a publication compiled by the National Quotation Bureau containing price quotations for over-the-counter stocks.

Unlike a stock exchange, companies quoted on the Pink Sheets system are not required to meet minimum financial standards or file reports with the Commission. Since 1996, MegaMania has provided Internet-based business services to small and medium-sized businesses. The company has never been profitable and has sustained significant losses over the past several years. It currently trades at pennies a share on minimal volume.

10. **Bogle** is a resident of Houston, Texas, and MegaMania's founder, President, and CEO. Prior to forming MegaMania, Bogle was an insurance and vacuum-cleaner salesman.

11. **Emmanuel** is a resident of Tampa, Florida. He has been a stock promoter for small public companies since 2000. He was the subject of a lawsuit by the State of Missouri for sending unsolicited faxes. Prior to 1999, Emmanuel was a stockbroker and held Series 7 and 63 licenses.

12. **Mia Venture** is a Nevada limited liability company owned by Emmanuel through which he engaged in several stock promotions, including MegaMania. The firm posted many of its promotional materials on its website.

THE FRAUDULENT SCHEME

The Company

13. MegaMania was founded by Bogle in 1996 as a private company. In 1996, however, the company engaged in a reverse merger with Transfer Holdings, Inc., a non-reporting, public shell.

14. According to MegaMania's business plan, the company aspired to provide Internet-based services to other businesses throughout the United States, by

developing a large sales force and selling its services on a subscription basis for a fee of approximately \$99 per month. MegaMania's business plan concluded that the company required approximately \$5 million in capital, including \$500,000 for computer and telecom equipment, and \$900,000 for advertising and promotion.

15. As of the summer of 2003, there were no indicia that MegaMania had a promising future in "e-Business." MegaMania had raised limited funds, had no paying subscribers, employed fewer than ten independent contractors, and had never earned a profit. From 1999 through 2002, the company received annual revenues ranging from \$110,000 to \$233,000, but sustained overall losses each year ranging from \$123,000 to \$680,000. MegaMania's balance statement reflected that as of March 31, 2003, the company had assets of approximately \$18,000 and current liabilities of approximately \$450,000.

MegaMania's Sham Rule 504 Offering

16. In June 2003, MegaMania entered into a funding agreement with a third party individual, who agreed to raise \$300,000 on behalf of MegaMania. In connection with this funding agreement, MegaMania issued to the individual, who was an accredited investor, three million unrestricted shares of MegaMania, purportedly relying on Rule 504 of Regulation D. These shares represented approximately 25 percent of MegaMania's outstanding shares. After approximately five weeks, however, the individual repudiated the funding agreement in its entirety.

17. In reality, Bogle at all times retained control of the three million shares. Within about one month of their issuance, MegaMania and Bogle agreed to transfer a significant portion of these shares to Emmanuel to promote MegaMania's stock.

Bogle Hires Emmanuel to Promote MegaMania's Stock

18. In July 2003, Bogle entered into an oral agreement with Emmanuel in which Emmanuel agreed to promote MegaMania's stock. Bogle, in turn, agreed to pay Emmanuel's company, Mia Venture, 1.5 million "free-trading" shares, with 750,000 shares paid upfront and the remaining 750,000 shares to be paid in 250,000 share increments during the course of the promotional campaign.

19. At first, the initial 750,000 shares were transferred to Mia Venture directly from a brokerage account in the name of the third party individual who had received the shares in connection with the abortive funding agreement. Emmanuel returned these shares, however, when he discovered that this individual purportedly controlled more than ten percent of MegaMania's shares and was, therefore, considered an affiliate of MegaMania.

20. Bogle and Emmanuel, however, circumvented the affiliate problem by having the same 750,000 shares transferred to Emmanuel's Mia Venture brokerage account through a brokerage account of GLM Technologies, L.L.C. ("GLM"), a privately held entity controlled by Bogle's brother. Emmanuel was informed that the 750,000 shares transferred through GLM were also originally part of the shares provided to the individual who had entered into the funding agreement with MegaMania.

The Fraudulent Promotional Campaign

21. On August 12, 2003, MegaMania issued a press release announcing the purported funding agreement and stating that the company had been awarded a \$300,000 funding commitment. Bogle prepared the press release and arranged to have it posted on MegaMania's website and distributed publicly through a wire service. The

release also contained a quote from Bogle, claiming that he would personally invest another \$300,000 in MegaMania if the \$300,000 funding commitment succeeded. In fact, at the time of the August 12th release, the third party individual had already repudiated the funding agreement and transferred the three million shares to GLM's account at Bogle's direction.

22. On August 26, 2003, MegaMania issued another press release prepared by Bogel, announcing that it had "finalized an agreement with GLM Technologies, LLC to invest \$100,000 in the company's expansion." The release further claimed that MegaMania had already received the first of two \$50,000 installments under the agreement. In fact, GLM, the company controlled by Bogle's brother, had never made a commitment to provide funding to MegaMania. Rather, Bogle instructed his brother to sell \$50,000 of the MegaMania stock in the GLM account and transfer the proceeds to MegaMania. MegaMania failed to disclose that the \$50,000 provided by GLM was merely proceeds from the sale of MegaMania shares issued as consideration for the abortive \$300,000 funding agreement and subsequently transferred to GLM without consideration.

23. On August 12, 2003, the same day MegaMania issued its first press release, Emmanuel, acting through Mia Venture, posted a five-page report on his website in which he described MegaMania as "Our Most Aggressive Stock Buy Recommendation." Among other claims, the report stated the following:

- a. MegaMania has a "proven success record";
- b. MegaMania has "revolutionized the industry";

- c. MegaMania “achieves profitability with Less than 1000 Managed Service Clients”;
- d. MegaMania “clients pay an average . . . subscription fee of \$99 per month,” which “is what allows [MegaMania] to steadily grow to \$225[million] in revenue within 5 years”;
- e. The company’s “stock price should be trading in the \$5.00 per share price range.”

24. Each of these claims was materially misleading. At the time Mia Venture posted this report, MegaMania had never achieved profitability and had no paying subscribers for its purported eBusiness services; its revenue derived generally from one-time software sales to customers. The company therefore had no recurring revenue. Contrary to having a “proven success record,” the company had sustained a substantial loss each year from at least 1999 through 2002 and was on the brink of financial collapse on the eve of the promotional campaign. Indeed, MegaMania had never actually entered the subscriber-based e-Business services industry, much less revolutionized it. Moreover, the report failed to disclose that the company’s survival was dependant on the non-registered sale of three million shares of its stock.

25. Similarly, the share price and revenue projections contained in the report had no reasonable basis and were therefore misleading. The report stated that a projected share-price of \$5 was based upon the “ridiculously conservative” estimate that MegaMania would gain 2,700 customers, which equaled “1/100th of 1% of the [small and mid-sized business market.” It further claimed that the five year revenue projection

of \$225 million was based on the assumption that the company would obtain at least “1% of market penetration in that period.”

26. MegaMania’s past track record of *de minimis* revenues, negative earnings and zero paying subscribers belied these expectations. The company had no market penetration and no sales force. Moreover, it had no source of capital to implement a business plan directed toward the projected growth. Emmanuel and Mia Venture’s failure to disclose these additional facts rendered the reports, faxes and emails they created and disseminated materially misleading.

27. Bogle, who reviewed and approved the report before Emmanuel posted it on the website, knew that the representations made in the report were unreasonable and inconsistent with MegaMania’s financial condition. At the very least, Emmanuel created the report and disseminated it to investors without undertaking any due diligence.

28. From August 12 through at least September 3, 2003, Emmanuel, through Mia Venture, engaged in a massive nationwide campaign to hype MegaMania stock through unsolicited faxes and email spams. During this period, Mia Venture published multiple emails profiling MegaMania, spamming these materials to approximately 31 million email addresses. The emails contained various headers, including references to MegaMania as “our strongest buy recommendation to date,” “a great risk reward opportunity,” and “a strong undervalued company.”

29. The faxes contained a one-page version of the website report and were sent to hundreds of thousands of fax machines throughout the country. At least four of the faxed reports falsely claimed that MegaMania had recently received \$300,000 in

new funding. In fact, the only funds the company had received were \$50,000 derived from the public sale of MegaMania stock transferred to Bogle's brother, which was not registered and failed to comply with any exemption. The faxes and emails also contained a link directing the recipient to the misleading website report.

Market Impact and Stock Sales

30. The fraudulent promotional campaign caused a dramatic rise in MegaMania's stock price and volume. During the 30 trading days prior to the promotional campaign, the stock traded at prices between \$0.09 and \$0.55 on an average daily volume of approximately 14,377 shares. During the 16 trading days of the promotional campaign, the stock traded as high as \$1.23, a price increase of over 120 percent. The average daily volume during the campaign rose to approximately 188,000 shares. On August 18 alone, trading volume exceeded 765,000 shares.

31. During the campaign, Bogle arranged the sale of approximately 118,000 shares of MegaMania stock from the GLM account to the public for about \$92,000, directing the proceeds to MegaMania. Emmanuel sold approximately 452,000 shares of MegaMania stock for a gain of \$364,950.

FIRST CLAIM

Violations of Section 5(a) and 5(c) of the Securities Act

32. Paragraphs 1 through 31 of this Complaint are realleged and incorporated herein by reference as if set forth *verbatim*.

33. The Defendants, directly or indirectly, singly or in concert with others, have been offering to sell, selling and delivering after sale, certain securities and have been, directly and indirectly: (a) making use of the means and instruments of transportation

and communication in interstate commerce and of the mails to sell securities, through the use of written contracts, offering documents and otherwise, (b) carrying and causing to be carried through the mails and in interstate commerce by the means and instruments of transportation such securities for the purpose of sale and for delivery after sale, and (c) making use of the means or instruments of transportation and communication in interstate commerce and of the mails to offer to sell such securities.

34. The Defendants offered and sold MegaMania stock when no valid registration statements were on file with the Commission or were otherwise in effect with respect to these securities. Defendants' sales of shares issued by MegaMania, and subsequently offered and sold by them to the public, were not exempt from registration pursuant to Regulation D, Rule 504, or any other exemption.

35. By reason of the foregoing, Defendants 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 (c)].

SECOND CLAIM

Violations of Section 17(a) of the Securities Act

36. Paragraphs 1 through 31 are hereby realleged and incorporated by reference as if set forth *verbatim*.

37. Defendants, in connection with the offer and sale of securities, by use of the means and instrumentalities of interstate commerce and by use of the mails 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 light of the circumstances under which they were made, not

misleading; and (c) engaged in acts, practices and courses of business which operate as a fraud and deceit upon purchasers, prospective purchasers and other persons.

38. As a part of and in furtherance of their scheme to defraud, Defendants, directly and indirectly, prepared, disseminated or used press releases, "analyst reports," and other documents which contained untrue statements of material facts and misrepresentations of material facts and which omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to, those set forth above.

39. Defendants made these misrepresentations and omissions knowingly or with grossly reckless disregard for the truth. With respect to violations of Sections 17(a)(2) and (3) of the Securities Act, the Defendants were at least negligent in their actions regarding the representations and omissions alleged herein.

40. By reason of the foregoing, Defendants have violated and, unless enjoined, will continue to violate the provisions of Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)].

THIRD CLAIM

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

41. Paragraphs 1 through 31 are hereby realleged and incorporated by reference as if set forth *verbatim*.

42. Defendants, directly or indirectly, in connection with the purchase and sale of securities, by use of the means and instrumentalities of interstate commerce and by use of the mails 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 light of the circumstances under which they were made, not misleading; and (c) engaged in acts, practices and courses of business which operate as a fraud and deceit upon purchasers, prospective purchasers, sellers, prospective sellers and other persons.

43. As a part of and in furtherance of their scheme, Defendants, directly and indirectly, prepared, disseminated or used press releases, "analyst reports," and other documents which contained untrue statements of material facts, and which omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to, those set forth above.

44. Defendants made the above-referenced misrepresentations and omissions knowingly or with grossly reckless disregard for the truth.

45. By reason of the foregoing, Defendants violated and, unless enjoined, will continue to violate the provisions of 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]

PRAYER FOR RELIEF

WHEREFORE, Plaintiff Securities and Exchange Commission respectfully requests that this Court enter a judgment:

I.

Permanently enjoining MegaMania Interactive, Inc. from violating 5(a), 5(c) and 17(a) of the Securities Act [15 U.S.C. §§ 77e(a) and (c) and 77q(a)], and Section 10(b) Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], ordering disgorgement with prejudgment interest and a civil penalty 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. § 78u(d)].

II.

Permanently enjoining George W. Bogle, Jr. from violating Sections 5(a), 5(c) and 17(a) of the Securities Act [15 U.S.C. §§ 77e(a) and (c) and 77q(a)], and 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], ordering disgorgement with prejudgment interest and a civil penalty 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. § 78u(d)], and ordering that Bogle be barred permanently from participating in an offering of penny stock.

III.

Permanently enjoining Peter Emmanuel from violating Sections 5(a), 5(c), and 17(a) of the Securities Act [15 U.S.C. §§ 77e(a) and (c), and 77q(a)], and 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], ordering disgorgement with prejudgment interest and a civil penalty 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. § 78u(d)], and ordering that Emmanuel be barred permanently from participating in an offering of penny stock.

IV.

Permanently enjoining Mia Venture Capital, LLC from violating Sections 5(a), 5(c) and 17(a) of the Securities Act [15 U.S.C. §§ 77e(a) and (c) and 77q(a)], and 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], and ordering disgorgement with prejudgment interest and a civil

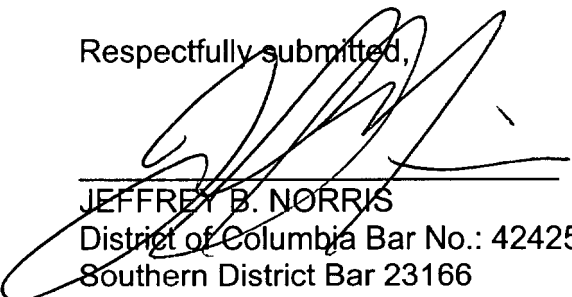
penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)].

V.

Enter an Order for such further relief as this Court may deem just and proper.

Dated: September 6, 2005.

Respectfully submitted,



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ORIGINAL

CIVIL COVER SHEET

JS 44 (Rev. 11/04)

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 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.)

<p>I. (a) PLAINTIFFS</p> <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p>	<p>Defendants-</p> <p>MegaMania Interactive, Inc.; George W. Bogle, Jr.; Peter Emmanuel; and Mia Venture Capital, LLC</p>
<p>(b) COUNTY OF RESIDENCE OF FIRST LISTED PLAINTIFF (EXCEPT IN U.S. PLAINTIFF CASES)</p>	<p>County of Residence of First Listed Defendant: Rusk (IN U.S. PLAINTIFF CASES ONLY)</p> <p>NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED</p>
<p>(c) ATTORNEY (FIRM NAME, ADDRESS, AND TELEPHONE NUMBER)</p> <p>Jeffrey Norris U.S. Securities & Exchange Commission 801 Cherry Street, Suite 1900 Fort Worth, TX 76102 (817) 978-6452</p>	<p>ATTORNEYS (IF KNOWN)</p> <p style="text-align: right;">FILED SEP 07 2005 Michael N. Milby, Clerk</p> <p style="font-size: 2em; text-align: center;">H-05 3134</p>

<p>II. BASIS OF JURISDICTION (PLACE AN "X" IN ONE BOX ONLY)</p> <p><input checked="" type="checkbox"/> 1 U.S. Government Plaintiff</p> <p><input type="checkbox"/> 2 U.S. Government Defendant</p> <p><input type="checkbox"/> 3 Federal Question (U.S. Government Not a Party)</p> <p><input type="checkbox"/> 4 Diversity (Indicate Citizenship of Parties in Item III)</p>	<p>III. CITIZENSHIP OF PRINCIPAL PARTIES (For Diversity Cases Only) (PLACE AN "X" IN ONE BOX FOR PLAINT AND ONE BOX FOR DEFENDANT)</p> <table style="width:100%;"> <tr> <td style="width:33%;">Citizen of This State</td> <td style="width:33%;">PTF <input type="checkbox"/> 1</td> <td style="width:33%;">PTF <input type="checkbox"/> 1</td> </tr> <tr> <td>Citizen of Another State</td> <td>PTF <input type="checkbox"/> 2</td> <td>PTF <input type="checkbox"/> 2</td> </tr> <tr> <td>Citizen or Subject of a Foreign Country</td> <td>PTF <input type="checkbox"/> 3</td> <td>PTF <input type="checkbox"/> 3</td> </tr> <tr> <td>Incorporated or Principal Place of Business in This State</td> <td>PTF <input type="checkbox"/> 4</td> <td>PTF <input type="checkbox"/> 4</td> </tr> <tr> <td>Incorporated and Principal Place of Business in Another State</td> <td>PTF <input type="checkbox"/> 5</td> <td>PTF <input type="checkbox"/> 5</td> </tr> <tr> <td>Foreign Nation</td> <td>PTF <input type="checkbox"/> 6</td> <td>PTF <input type="checkbox"/> 6</td> </tr> </table>	Citizen of This State	PTF <input type="checkbox"/> 1	PTF <input type="checkbox"/> 1	Citizen of Another State	PTF <input type="checkbox"/> 2	PTF <input type="checkbox"/> 2	Citizen or Subject of a Foreign Country	PTF <input type="checkbox"/> 3	PTF <input type="checkbox"/> 3	Incorporated or Principal Place of Business in This State	PTF <input type="checkbox"/> 4	PTF <input type="checkbox"/> 4	Incorporated and Principal Place of Business in Another State	PTF <input type="checkbox"/> 5	PTF <input type="checkbox"/> 5	Foreign Nation	PTF <input type="checkbox"/> 6	PTF <input type="checkbox"/> 6
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IV. NATURE OF SUIT (PLACE AN "X" IN ONE BOX ONLY)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	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 <input type="checkbox"/> 196 Franchise	<p>PERSONAL INJURY</p> <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	<p>PERSONAL INJURY</p> <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 <p>PERSONAL PROPERTY</p> <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"/> 422 Appeal 28 USC 156 <input type="checkbox"/> 423 Withdrawal 28 USC 157	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organization <input type="checkbox"/> 480 Consumer Credit <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"/> 890 Other Statutory Actions <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
<p>REAL PROPERTY</p> <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	<p>CIVIL RIGHTS</p> <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	<p>PRISONER PETITIONS</p> <input type="checkbox"/> 510 Motions to Vacate Sentence <p>Habeas Corpus:</p> <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights	<p>PROPERTY RIGHTS</p> <input type="checkbox"/> 820 Copy rights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark	
		<p>LABOR</p> <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret Inc. Security Act	<p>SOCIAL SECURITY</p> <input type="checkbox"/> 861 HIA (1395FF) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g))	
			<p>FEDERAL TAX SUITS</p> <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS - Third Party 26 USC 7609	

V. 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 Judge

VI. CAUSE OF ACTION CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING (DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY):

Brief Description of cause:
 Section 5(a) & (c) of the Securities Act of 1933 [15 U.S.C. § 77e(a) & (c)]; Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)]; Section 10(b) of the Securities Exchange Act of 1934 [15 U.S.C. § 78j(b)], and Rule 10b-5 [17 C.F.R. § 240.10b-5]; and Section 21(d) of the Securities Exchange Act of 1934 [15 U.S.C. § 78u(d)]

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) (See Instructions):

IF ANY JUDGE _____ DOCKET NUMBER _____

DATE Sept 6, 2005 SIGNATURE OF ATTORNEY OF RECORD _____

FOR OFFICE USE ONLY

Receipt # _____ AMOUNT _____ APPLYING IFP _____ JUDGE _____ MAG. JUDGE _____