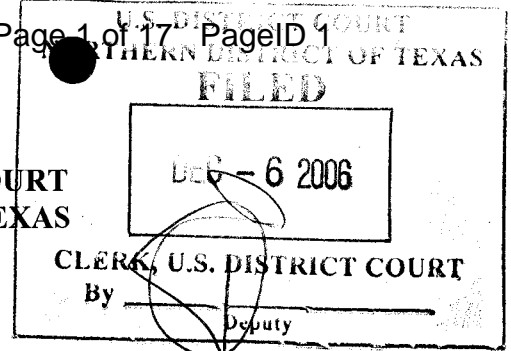


ORIGINAL

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

LINDSEY P. VINSON and CLYDE R. PARKS,

Defendants.

Case No.:

3-06 CV 2240-D

COMPLAINT

The United States Securities and Exchange Commission ("Commission") files this Complaint against Defendants Lindsey P. Vinson and Clyde R. Parks (collectively, "defendants") and would respectfully show the Court as follows:

SUMMARY

1. From late 2003 through late 2005, the Defendants orchestrated a fraudulent scheme to inflate the value of the stock of Moliris, Inc., a publicly traded company that they controlled. In furtherance of their scheme, the defendants, among other things, publicly released false information about Moliris' business operations and prospects, filed false and misleading reports with the Commission and concealed Vinson's control of the company because of his disciplinary record and credit history. Vinson and Parks profited from the sale of Moliris stock following the publication of the false information. Further, Vinson used Moliris bank accounts to pay a variety of personal expenses.

2. By reason of these activities: Defendant Vinson violated Sections 10(b) and 13(b)(5) of the Securities Exchange Act of 1934 ("Exchange Act"), and Rules 10b-5, 13b2-1

and 13b2-2 thereunder and aided and abetted violations by Moliris of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder; Defendant Parks violated Sections 10(b) and 13(b)(5) of the Exchange Act and Rules 10b-5, 13a-14, 13b2-1 and 13b2-2 thereunder, and aided and abetted violations by Moliris of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder.

JURISDICTION AND VENUE

3. The Commission brings this action pursuant to the authority conferred upon it by Section 21(d) of the Exchange Act [15 U.S.C. §78u(d)].

4. This Court has jurisdiction over this action pursuant to Section 27 of the Securities Exchange Act [15 U.S.C. §78aa] and Title 28 U.S.C. §1331.

5. Venue is proper because many of the transactions, acts, practices and courses of business described below occurred within the jurisdiction of the Northern District of Texas.

DEFENDANTS

6. **Vinson**, age 48, of Fort Worth, Texas, is an attorney licensed in Texas. From October 2003 through January 29, 2004, Vinson was Moliris's president and chairman of its board of directors. From January 29, 2004 through August 2005, Vinson functioned as the *de facto* principal executive and financial officer of Moliris. Vinson has a significant disciplinary history; he has been permanently enjoined from violating the antifraud provisions of the federal securities laws, and he has been twice suspended for one-year periods from practicing law in the State of Texas. He has also filed multiple personal and business bankruptcy petitions.

7. **Parks**, age 57, of Dallas, Texas, is an attorney licensed in Texas. Moliris's filings identified Parks as Moliris's chief executive officer and a director from January 29, 2004 until he

resigned both positions on October 18, 2005. Parks signed or authorized all of the company's Commission filings during that time period, and signed related Sarbanes-Oxley certifications as Moliris's putative principal executive and principal financial officer.

RELATED ENTITY

8. **Moliris, now known as Digifonica International Corp.**, is a Florida corporation with its corporate offices, at relevant times, in Fort Worth, Texas. Moliris's common stock is registered with the Commission under Section 12(g) of the Exchange Act and currently trades in the "grey market" (a trading forum for securities that are not listed on any stock exchange or quoted on the Pink Sheets or the OTC-BB) after it was delisted from the OTC-BB in June 2005. Between October 2003 and September 2005, Moliris was controlled by Vinson. Except for a brief period between November 2003 and July 2004 in which Moliris manufactured corrugated boxes, it was essentially a public shell company with little or no operations. In September 2005, Digifonica (International) Ltd. obtained a controlling interest in the Moliris public shell through a reverse merger transaction.

FACTS

A. Vinson Acquires Control of the Moliris "Public Shell"

9. In October 2003, Vinson gained control of Moliris, then a dormant public shell, by acquiring five million shares, or 61.5%, of its outstanding common stock. At the same time he acquired a controlling interest in Moliris, Vinson instructed the transfer agent to issue to Parks half of these shares, purportedly in satisfaction of a pre-existing debt. Thereafter, Vinson became the president and chairman of Moliris and Parks became a director.

B. The Deceptive Scheme to Initiate Public Trading of Moliris Stock

10. To conceal his control of Moliris, Vinson caused an *unsigned* Form 8-K to be filed with the Commission in February 2004 that disclosed, *effective January 29, 2004*, that Vinson had resigned as president and chairman and that Parks had been appointed to succeed him. Additionally, the Form 8-K disclosed that Vinson had divested himself of his remaining beneficial ownership of 2.5 million shares of Moliris common stock by transferring the shares to Parks. Contemporaneous Commission filings falsely disclosed that Parks had forgiven a \$450,000 note payable by Vinson and Moliris to an entity owned and controlled by Parks in exchange for the 2.5 million shares of Moliris stock.

11. Immediately after his purported resignation, Vinson contacted a Commission-registered broker-dealer located in Salt Lake City, Utah (“Utah broker-dealer”), and requested that it file a Form 211 with the NASD for quotation of Moliris’s stock on the OTC-BB. The Utah broker-dealer agreed to submit the Form 211, and Vinson provided the necessary information for completion of the form.

12. Unbeknownst to the Utah broker-dealer and the NASD, the Moliris Form 211 and related correspondence contained many materially misleading statements. In particular, it neither disclosed Vinson’s continuing control of Moliris, nor his securities-related disciplinary record. The NASD accepted Moliris’s Form 211, and its stock began trading on July 15, 2004.

C. Vinson Falsified Moliris’s Books and Records

13. In addition to forging Parks’s signature on documents to facilitate the public trading of Moliris’s stock, Vinson also signed documents, including stock certificates and stock transfer correspondence, in his own name as Moliris’s “President” even after his purported

resignation. Moreover, he directed other employees to forge shareholders' signatures on stock certificates evidencing purported stock transfers.

D. Defendants Responsible for Material Misstatements and Omissions in Moliris's Commission Filings

14. Vinson and Parks also caused the company to report financial statements that were not in conformity with Generally Accepted Accounting Principles ("GAAP") and to make materially false and misleading statements and omissions in Moliris's 2003 Form 10-KSB and March 31, 2004 Form 10-QSB filed with the Commission in June 2004. Vinson was the primary source of much of the information underlying management's discussions and analysis or plan of operations and other qualitative disclosures. Further, he reviewed and approved the filings. Parks did not perform a detailed review of any of them before they were filed, despite the fact that he signed them as Moliris's principal executive and financial officer.

1. Executive Officer's Identity and Background Concealed

15. The Defendants misled investors about the identity and background of the company's corporate officers and directors by falsely identifying Parks as its principal executive and financial officer in the company's Commission filings, specifically its 2003 Form 10-KSB and 2004 Forms 10-QSB. In reality, it was Vinson, not Parks, who exercised complete control over Moliris's day-to-day operations and acted as its *de facto* executive and financial officer through at least mid-2005. Parks had no significant role in operating Moliris; his sole duty was to sign SEC filings. Parks had no significant role in managing Moliris's finances or day-to-day business. Rather, Vinson negotiated agreements, authorized numerous stock issuances, hired and fired employees, oversaw payroll, coordinated public relations activities, oversaw general business matters and made strategic decisions. Vinson also exercised sole control over Moliris's finances,

including signing authority over Moliris's bank accounts. Parks was not a signatory on Moliris's bank accounts.

16. By failing to disclose his continuing role as Moliris's principal executive and financial officer after his purported resignation, Vinson managed to control Moliris without revealing either the fact of his control or his significant disciplinary background and various bankruptcies. Vinson's intention was to conceal those facts from the NASD, the SEC and the investing public.

17. Parks clearly knew that he was not directing the operations of Moliris. Further, he knew or had reason to know why Vinson had installed him as a figurehead. For example, he knew about Vinson's personal and business bankruptcy filings, having served as Vinson's bankruptcy counsel. Parks was also aware of a settled SEC enforcement action against Vinson.

2. Failure to Disclose Moliris's Precarious Financial Position

18. Vinson and Parks also misled investors about the extent of the company's financial difficulties. On June 1, 2004, Moliris delinquently filed its 2003 Form 10-KSB. Despite disclosure of doubts concerning the company's ability to continue as a going concern, the filing contained positive and unfounded, statements about the company's liquidity that were materially misleading, including the statement that, "the Company believes that sufficient operating, management and financial resources have been made available to the Company in order to turnaround [sic] the financial performance of the Company." Vinson, who was the source of this statement, had no basis for making it, especially given his awareness of the impending collapse of Moliris's specialty corrugated box manufacturing operations. Moliris's manufacturing operations ceased in July 2004 because Vinson failed to pay lease and other corporate obligations. Similarly, although Moliris's first and second quarter Forms 10-QSB disclosed that the company had failed to

make required payments on certain promissory notes, they concealed nonpayment of certain lease, payroll tax, withholding, and other obligations.

19. Vinson was well aware of Moliris's tenuous financial condition – he controlled the company's bank accounts and its operations. Therefore, Vinson knew that the statements in the company's filings were false. Parks, who signed the filings, had no basis to certify their accuracy; he had no knowledge of Moliris's actual operations or financial condition.

20. By the time Moliris filed its second quarter 2004 Form 10-QSB on August 23, 2004, the company had been evicted from its leased facilities and its corrugated box manufacturing operations had ceased. Vinson was aware of these events, but did not cause Moliris to disclose them until the company filed its third quarter 2004 Form 10-QSB on November 22, 2004.

21. Until Moliris filed its delinquent 2004 Form 10-KSB on August 17, 2005, the Defendants also concealed from the public material information involving the IRS. Specifically, they did not disclose the company's failure to remit to the IRS payroll taxes of approximately \$110,000, or its failure to accrue interest and penalties of approximately \$35,000. Additionally, the Defendants concealed from the public the March 2005 seizure of Moliris' books and records pursuant to a federal search warrant.

3. Falsely Representations Concerning Asset Acquisition

22. In mid-2004, Vinson began searching for a buyer for Moliris and entered into discussions with Mycobis, a private biotechnology company based in Seattle. Moliris issued two million shares of its common stock purportedly to acquire Mycobis assets. On October 26, 2004, Moliris filed a Form 8-K disclosing that on October 22, 2004, it had entered into an asset purchase agreement with Mycobis. In its third quarter 2004 Form 10-QSB filed November 22, 2004, Moliris disclosed that it had acquired from Mycobis certain "bacteriophage" assets in

exchange for two million Moliris common shares. Parks, without having conducted a thorough review, signed and certified the Form 10-QSB filing as Moliris's principal executive and financial officer. In fact, at the time of the Commission filing, the acquisition had not been completed. Accordingly, Vinson and Parks knew, or were severely reckless in not knowing, that the disclosures were false and misleading.

23. From October 2004 through January 2005, Vinson engaged in a press release campaign, mirrored on Moliris's website, touting the Mycobis transaction. On November 30, 2004, Moliris announced in a press release that it had acquired, "certain bacterial viruses, known as bacteriophages . . . plus the associated skill-in-the-art and know how." In this same press release, Moliris announced that Dr. Richard Honour, the president of Mycobis, had been appointed as the new president and CEO of Moliris. In fact, the Mycobis transaction was never consummated, and that Moliris had not acquired the viruses. Dr. Honour was never Moliris's CEO or president, never signed any Commission filings, and never approved statements attributed to him in the press releases. Vinson lacked any reasonable basis for the statements in the Moliris press releases, SEC filings and on its website. The campaign resulted in an increase in the stock price and trading volume of Moliris's stock. Significantly, the failure to consummate the acquisition left Moliris with no viable business operations. Shortly thereafter, Vinson and Parks' focus turned to completing a transaction with Digifonica, which, in essence, was a sale of the Moliris corporate shell.

24. In spite of the failure to consummate the Mycobis acquisition, Vinson caused Moliris to report the acquisition in its 2004 Form 10-KSB as if it had transpired. Vinson misled Moliris's auditor about the status of the acquisition by providing a purchase agreement purportedly signed by Parks and by representing that the Moliris shares issued to complete the acquisition had

been delivered to Mycobis. As a result, the auditor reasonably concluded that the acquisition had, in fact, been consummated. Vinson, however, could not provide the auditor with evidence that the acquired assets had any current value. Consequently, the auditor concluded that the entire acquisition had been impaired. As a result, in the same quarter in which the transaction was purportedly closed, the company expensed the entire \$730,000 value assigned to the Moliris shares issued to consummate the transaction. The Moliris shares were never delivered to Mycobis, and were cancelled in November 2005 – shortly after Digifonica gained control of the company.

E. False Certifications

25. As described above, Moliris's 2003 Form 10-KSB and 2004 Forms 10-QSB included a number of false statements and omitted other material facts. Nonetheless, Parks signed the filings as the company's principal executive and financial officer. He also signed the related Sarbanes-Oxley certifications for each of these filings as both the principal executive officer and principal financial officer. Parks either authorized or consented to the filing of each of the company's Forms 10-KSB and 10-QSB, knowing that the filings included the certifications.

26. Parks did virtually nothing to verify the facts to which he attested. Nearly every fact to which he attested in his certifications was either false, without support, or both, including: 1) that he had reviewed the filings; 2) that the reports did not contain any untrue statements or omit to state material facts; 3) that the financial statements, and other financial information included in the reports, fairly presented in all material respects the financial condition of Moliris for the periods presented in the reports; and 4) that Parks was responsible for establishing and maintaining disclosure controls and procedures for Moliris and that he had evaluated their effectiveness.

F. False Statements to Moliris's Auditor

27. Vinson and Parks concealed their scheme during the audit process by making false and misleading statements to Moliris's auditor concerning, among other things, their roles with the company. Additionally, Vinson, during the audit of Moliris's 2003 financial statements, falsely advised the company's auditor that he had no knowledge of fraudulent practices at the company.

G. Delinquent Filings

28. Vinson, as Moliris's control person, was responsible for Moliris's repeated failure to timely file its annual and periodic reports, including its 2004 and 2005 Forms 10-QSB and its 2003 and 2004 Forms 10-KSB. Vinson was also responsible for the company's failure to file a Form 8-K to disclose the March 31, 2005 seizure of all of its business records by the IRS.

H. Unjust Enrichment

29. Neither Vinson nor Parks disclosed, in Moliris's SEC filings for any of the periods ended December 31, 2003 through December 31, 2004, that they received a salary or other cash compensation from Moliris. Vinson, however, as sole signatory, had unfettered access to Moliris's bank accounts throughout 2004 and into 2005 and frequently withdrew funds from these accounts. He used the funds he withdrew for personal expenses, such as school tuition for his children, country club dues, vacation expenses and personal transportation and entertainment expenses, at times leaving insufficient funds to cover employees' payroll checks. The company had no effective controls to prevent his misuse of corporate funds. Moliris's corporate controller recorded Vinson's withdrawals as advances to Vinson and disclosed them in its 2004 Forms 10-QSB and Form 10-KSB as "funds [advanced] to the former President, who resigned on January 29, 2004." According to these disclosures, Vinson spent corporate funds on personal expenses totaling at least \$175,913 in 2004 and an additional \$12,416 during the six months ended June 30, 2005.

30. Parks, during the period he was identified as Moliris's CEO, did not authorize Vinson to pay personal expenses with funds from Moliris corporate accounts. Parks signed the company's filings without having read or performed a detailed review of its expenses. Ultimately, Parks, after consultation with Moliris's auditor, concluded that the advances to Vinson were uncollectible, and fully reserved them in Moliris's December 31, 2004 financial statements.

31. In addition to the funds Vinson withdrew from the company's bank account, Parks and Vinson also sold shares of Moliris stock while false information about Moliris was in the marketplace. The false information resulted in a material increase in the price and trading volume of Moliris' stock. Between November 30, 2004 and December 20, 2004 (e.g., during the timeframe Vinson touted the Mycobis transaction in press releases), Vinson sold Moliris stock for \$12,268 through an account held in the name of a private company he owned. Vinson obtained control of these shares by providing the transfer agent with forged stock powers and transfer instructions. Between August 23, 2004 and October 26, 2004, Parks sold Moliris stock for \$8,789 through an account he held in the name of a private company he controlled.

CLAIMS

FIRST CLAIM

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

32. Paragraphs 1 through 31 are realleged and incorporated by reference.

33. Defendants Vinson and Parks, in connection with the purchase or sale of securities, have: (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 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 or deceit upon purchasers, prospective purchasers, and other persons.

34. Defendants Vinson and Parks engaged in the conduct described in this claim knowingly or with severe recklessness.

35. By reason of the foregoing, Vinson and Parks violated Section 10(b) of the Exchange Act. [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5].

SECOND CLAIM
Violations of Exchange Act
Section 13(b)(5) and Rules 13b2-1 and 13b2-2

36. Paragraphs 1 through 31 are realleged and incorporated by reference.

37. Section 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)] provides that no person shall knowingly falsify any such book, record, or account or knowingly circumvent the registrant's system of internal accounting controls. Exchange Act Rule 13b2-1 [17 C.F.R. § 240.13b2-1] prohibits the falsification of any book, record, or account subject to Section 13(b)(2)(A). Exchange Act Rule 13b2-2 [C.F.R. § 240.13b2-2] prohibits an officer or director of an issuer from (a) making or causing to be made a materially false or misleading statement or (b) omitting or causing to be omitted a statement of a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading to an accountant in connection with a required audit or the preparation or filing of a required document or report.

38. The Defendants knowingly or recklessly engaged in the conduct described in this claim.

39. By reason of the foregoing, the Defendants violated, and unless enjoined, will continue to violate Section 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)] and Rules 13b2-1 and 13b2-2 thereunder [17 C.F.R. §§ 240.13b2-1 and 13b2-2].

THIRD CLAIM
Violation of Exchange Act Rule 13a-14

40. Paragraphs 1 through 31 are realleged and incorporated by reference.

41. Rule 13a-14 under the Exchange Act [C.F.R. § 240.13a-14] requires each principal executive and principal financial officer of an issuer, or persons performing similar functions, to sign a certificate to accompany each periodic annual or quarterly report (including reports on Forms 10-K or 10-Q). The officer must certify, among other things, that: (i) he has reviewed the company's Form 10-K or Form 10-Q report; (ii) based on his knowledge, the report does not omit or misstate a material fact; (iii) based on his knowledge, the financial information contained in the report fairly presents in all material respects the financial condition and results of operations of the company; (iv) he is responsible for maintaining internal controls that comply with Exchange Act rules requiring an issuer to establish and maintain a system of disclosure controls and procedures; and (v) he has disclosed to the issuer's auditors and the Audit Committee of the board of directors any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal controls.

42. Parks certified Moliris's quarterly reports on Forms 10-Q for 2004, and Moliris's 2003 annual report on Form 10-K, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and Rule 13a-14. Specifically, Parks certified that he had reviewed the reports and that, based on his knowledge, they did not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading; and based on his knowledge, the financial statements and other

financial information included in the quarterly reports, fairly presented in all material respects the financial condition, results of operations and cash flows of Moliris of, and for, the periods presented in the quarterly reports.

43. Parks knew or was severely reckless in not knowing that the reports he certified contained untrue statements of material fact and omitted to state material facts necessary to make the statements made therein, in light of the circumstances under which they were made, not misleading.

44. By reason of the foregoing, Parks violated Rule 13a-14 [17 C.F.R. § 240.13a-14] promulgated under Section 302 of the Sarbanes-Oxley Act of 2002.

FOURTH CLAIM
Aiding and Abetting Violations of Exchange Act
Section 13(a) and Rules 12b-20, 13a-1 and 13a-13

45. Paragraphs 1 through 31 are realleged and incorporated by reference.

46. Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rule 13a-1 thereunder [17 C.F.R. § 240.13a-1] require Moliris to file annual reports with the Commission that are true and correct, and to keep this information current. Exchange Act Rule 12b-20 [17 C.F.R. § 240.12b-20] further requires inclusion of any additional material information that is necessary to make required statements, in light of the circumstances under which they were made, not misleading.

47. Based on the conduct alleged herein, Moliris violated Section 13(a) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder.

48. Defendants Vinson and Parks in the manner set forth above, knowingly provided substantial assistance to Moliris in its violations of, and thereby aided and abetted Moliris in its

violations of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)], and Rules 12b-20 and 13a-1 thereunder [17 C.F.R. §§ 240.12b-20 and 13a-1].

FIFTH CLAIM

**Aiding and Abetting Violations of Exchange Act
Sections 13(b)(2)(A) and 13(b)(2)(B)**

49. Paragraphs 1 through 31 are realleged and incorporated by reference.

50. Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] requires Section 12 registrants to make and keep books, records, and accounts that accurately and fairly reflect the transactions and dispositions of their assets. Section 13(b)(2)(B) of the Exchange Act [15 U.S.C. § 78m(b)(2)(B)] requires issuers to devise and maintain an adequate system of internal accounting controls.

51. Based on the conduct alleged herein, Moliris violated Section 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act.

52. Defendants Vinson and Parks, in the manner set forth above, knowingly or with severe recklessness provided substantial assistance to Moliris in connection with its failure to make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflected Moliris's transactions and dispositions of its assets.

53. Defendants Vinson and Parks, in the manner set forth above, knowingly provided substantial assistance to Moliris in its violations of, and thereby aided and abetted Moliris in its violations of Sections 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act [15 U.S.C. §§ 78m(b)(2)(A) and (b)(2)(B)].

REQUEST FOR RELIEF

Plaintiff respectfully requests that the Court enter a judgment:

(a) permanently enjoining Vinson from violating Sections 10(b), and 13(b)(5) of the Exchange Act and Rules 10b-5, 13b2-1 and 13b2-2 thereunder, and from aiding and abetting violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder;

(b) permanently enjoining Parks from violating Sections 10(b), and 13(b)(5) of the Exchange Act and Rules 10b-5, 13a-14 13b2-1 and 13b2-2 thereunder, and from aiding and abetting violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder;

(c) ordering Vinson and Parks to pay disgorgement of ill-gotten gains, plus prejudgment interest;

(d) ordering Vinson and Parks to pay civil penalties under Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Sections 21(d)(3) and 21A of the Exchange Act [15 U.S.C. §§ 78u(d)(3) and 78uA;

(e) prohibiting Vinson and Parks, under Section 20(e) of the Securities Act [15 U.S.C. § 77t(d)(4)] and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78l], from acting as an officer or director of any issuer that has a class of securities registered under Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports under Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)];


(f) prohibiting Vinson and Parks from participating in an offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock. A penny stock is

any equity security that has a price of less than five dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R. 240.3a51-1]; and

(g) granting such other relief as this Court may deem just or appropriate.

Dated: December 6, 2006

Respectfully submitted,



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