UNITED STATES OF AMERICA

Before

THE SECURITIES AND EXCHANGE COMMISSION

3-15432

In the Matter of the Application of

ATLANTIS INTERNET GROUP CORPORATION

For review of action taken by the

DEPOSITORY TRUST CORPORATION

PETITION FOR REVIEW

The petition of ATLANTIS INTERNET GROUP CORPORATION shows as follows:

1. At all relevant times, petitioner had a class of securities trading on the OTC Markets pink Sheets.

2. At all relevant times, the Depository Trust Corporation was a clearing agency duly registered with the Securities and Exchange Commission pursuant to Section 17A of the securities exchange Act of 1934.

3. At all relevant times, petitioner's common stock was traded on the OTC markets Pink Sheets under the symbol ATIG.

6. Upon information and belief, on or about July 8,2011, despite the fact that nothing in Section 17A of the Exchange Act or the regulations promulgated thereunder gave

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6. Upon information and belief, on or about July 8,2011, despite the fact that nothing in Section 17A of the Exchange Act or the regulations promulgated thereunder gave

it the authority to do so, DTC unlawfully imposed a "custody" chill sometime i without ever having informed the issuer or its agent.

7. On or about May 9, 2012, almost a year after imposing the chill, DTC notified Petitioner that a chill had been imposed. A copy of this "Chill" Notice is annexed hereto as Exhibit A.

8. In May, 2012, Petitioner timely requested a hearing pursuant to DTCC Rule 22.A cfopy of the request is annexed here to as Exhibit B.

9. On or about, June 20, 2012, Petitioner submitted a timely response to the chill notice. A Copy of petitioner's response is annexed hereto as Exhibit C

10. On or about August 14, 2012, The Securities and Exchange Commission commenced a civil action in which Petitioner was mentioned as the issuer of securities in improper Rule 504 transactions. The Commission did not name Petitioner as a defendant in the civil action. A copy of the complaint in this civil action civil action is annexed hereto as Exhibit D.

11. On or about July 3, 2012, Walter van Dorn, one of the outside counsel representing DTCC, wrote to petitioner's counsel asking for additional information but never formally commented on or rejected petitioner's June 20, 2012 submission. A copy of Mr. Van Dorn's letter is annexed hereto as Exhibit E.

12. Instead, on or about August 24, 2012,without providing any advance notice or providing petitioner with an opportunity to be heard, illegally imposed a global lock

on petitioner's common stock and suspended all book entry services for petitioner's common stock.

13. On or about September 14, 2012, three weeks after illegally imposing the Global Lock, DTCC finally notified petitioner about the imposition of the Global Lock. A copy of DTCC's letter is annexed hereto as exhibit F.

14. On or about October 15, 2012, petitioner's new counsel submitted a draft opinion letter to DTCC for review. A copy of this draft is annexed hereto as Exhibit G.

15. On or about October 26, 2012, Mr. Van Dorn responded to the draft opinion letter, continuing to suggest rule 504 did not permit the issuance of the share as free-trading. A copy of Mr. Van Dorn's response is annexed hereto as Exhibit H.

16. On or about November 5, 2012, Petition through the undersigned counsel submitted a response that made it clear that the shares were properly issued as free-trading under Rule 504. A copy of this letter is annexed hereto as exhibit I.

17. As of the date of this petition, neither DTCC nor Mr. Van Dorn has responded to the November 5, 2012 submission.

18. As of the date of this Petition, DTCC has not afforded petitioner a hearing and has rebuffed all attempt by petitioner to resolve the issues that caused the lock to be imposed.

19. Prior to July 8, 2011, the Depository Trust Company listed petitioner's Common Stock as an eligible security so that DTC participants could deposit shares into DTCC for clearance and settlement of transactions in petitioner's common stock.

20. As a result of the deposit chill, petitioner's shareholders found it very difficult to trade their shares.

21. The unlawfully imposed deposit chill also limited liquidity in the Petitioner's Common Stock and significantly impaired Petitioner's ability to raise operating capital to implement its business plans.

22. The illegally imposed Global Lock also destroyed the market for Petitioner's common Stock and caused, collateral, irreparable damage to the Company's good will.

23. At no time prior to July 9. 2012 did DTCC provide petitioner with any notice that it had imposed a deposit chill on petitioner's common stock.

24. DTCC has refused to provide petitioner with even the most basic due process protection. They unlawfully imposed a deposit chill without providing any notice to the petitioner and deprived petitioner of the opportunity to request a hearing to challenge the imposition of the chill.

25. Just weeks after notifying Petitioner of the deposit chill and without affording Petitioner with any additional notice or opportunity to be heard, DTCC unilaterally imposed as "Global Lock" on on Petitioner's common Stock.

26. The Global Lock suspends all DTCC services except for custodial services. As a result of the Global Lock, trades in Petitioner's Common Stock cannot be settled electronically. Since the lock suspends all DTCC services except for custodial services, the Lock effectively prevents a robust trading market to develop.

27. As a result of the illegally imposed Lock, shareholders are unable to efficiently trade their securities.

28. Since these innocent shareholders are not DTCC participants, the Lock exceeds the authority granted to DTC under Section 17A of the Securities Exchange Act of 1934 and the rules promulgated thereunder.

29. Petitioner submits that the chill and the Lock must be vacated.

WHEREFORE, petitioner asks that the Commission reverse DTCC's imposition of a deposit restriction and Global Lock on petitioner's common stock.

Dated: Staten Island, New York
August 15, 2013

s/Simon Kogan
Counsel for Petitioner
171 Wellington Court, Suite 1J
Staten Island, New York 10314
Tel:(718)984-3789
Facsimile:718-228-6494
[redacted]

EXHIBIT

A

DTCC

55 WATER STREET
NEW YORK, NY 10041-0099

TEL: 212-855-3298
[redacted]

May 9, 2012

By Federal Express
Atlantis Internet Group Corporation
c/o William B. Barnett, Esq.
Barnett & Linn
23945 Calabasas Road, Suite 115
Calabasas, CA 91302

Dear Mr. Barnett:

This letter is in response to your recent inquiries regarding the deposit transaction restriction (the "Deposit Chill") on CUSIP 04914U100 (the "Issue"). By virtue of the Deposit Chill, The Depository Trust Company ("DTC") determined, as of July 8 2011, to stop accepting additional deposits of the Issue for depository and book-entry transfer services.

The Deposit Chill was imposed consistent with Rule 5 of DTC's Rules; Section 1 of DTC's Operational Arrangements;[1] and applicable law, including without limitation, Section 17A of the Securities Exchange Act of 1934, 15 U.S.C. § 78q-1; and the Bank Secrecy Act, 31 U.S.C. §§ 5311 *et seq.*

DTC detected that one or more participants made unusually large deposits of the issue during the period of September 9, 2010 to the date of the Deposit Chill. More particularly, 725,605,267 shares of the Issue, representing a substantial percentage of the outstanding float, were deposited at DTC during this period. (A list of the deposits is attached hereto as Exhibit A.)

The volume and timing of the deposits raise substantial questions as to whether these shares are freely-tradeable, a prerequisite for shares being deposited into the DTC system for book-entry services.

In order for DTC to release the Deposit Chill, it is necessary that you demonstrate that the sale and transfer of the shares comprising each of the deposits listed on Exhibit A was made pursuant to an effective registration statement or entitled to an exemption from registration and did not otherwise violate transfer or ownership restrictions or resale requirements pursuant to Rule 144A or Regulation S under the Securities Act of 1933, and thus the shares were freely tradeable. Your submission should be based upon a legal opinion that (i) contains a narrative explanation of each of the deposits listed on Exhibit A, clearly cross-referenced to the material documents underlying each transaction; and (ii)

[1] DTC's Rules may be found at http://www.dtcc.com/legal/rules_proc/dtc_rules.pdf. DTC's Operational Arrangements may be found at http://www.dtcc.com/downloads/legal/rules_proc/eligibility/operational.arrangements.memo.pdf.

opining that the shares subject to the deposits were freely tradeable, in accordance with the standards noted above. All documents referred to in the opinion must be included with your submission.

The legal opinion must be issued by an independent attorney who is in good standing in each jurisdiction in which he is admitted to practice and with the Securities and Exchange Commission and who certifies that he is (i) not an employee or officer of the Issuer: (ii) does not own shares nor options or warrants to buy shares of the Issuer; (iii) is not a holder of any debt securities issued by the Issuer; and (iv) has not entered into any loan or financing transactions with the Issuer.

In addition to the materials set forth above, you may also submit any other materials you deem relevant to DTC's determination regarding the Deposit Chill.

DTC will review your submission within 10 business days after receipt and respond to you in writing as to its determination. If the requested materials are not received within 30 days, the Deposit Chill decision will be deemed final, subject to DTC's right to reevaluate the eligibility status of the Issue in DTC's system.

Sincerely,

Donald Maj

EXHIBIT

B

HEARING REQUEST

TO: Corporate Secretary
c/o Donald Maj
The Depository Trust Company
55 Water Street
New York, NY 10041

FR: Name of Issuer ("Issuer") ATLANTIS INTERNET GROUP, INC.

RE: Request for a Hearing re CUSIP No. 04914U100

The undersigned on behalf of the Issuer hereby requests that The Depository Trust Company ("DTC") provide the Issuer with a hearing with respect to DTC's imposition of a Global Lock with respect to shares of the Issue.

Sincerely,

William B. Barnett
for Barnett & Linn
Counsel to Atlantis
Internet Group, Inc.

EXHIBIT

C

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

Securities and Exchange Commission, Plaintiff, v. Yossef Kahlon, a/k/a Jossef Kahlon, and TJ Management Group, LLC, Defendants.	Civil Action No.: 4:12-cv-517 ECF

COMPLAINT

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

SUMMARY

1. Since at least June 2008, Jossef Kahlon, a/k/a Yossef Kahlon, ("Kahlon") through his corporate entity, TJ Management Group, LLC ("TJM"), (together, the "Defendants") have abused and misused both a federal securities registration exemption and a Texas securities registration exemption to illegally dump billions of shares of penny stock into the public market without registration. TJM's business model was predicated on acquiring large blocks of stock from small companies in multiple successive transactions at a price of at least 40% less than the prevailing market price and quickly reselling the stock into the public market without registration. TJM and Kahlon have reaped at least $7.7 million in profits from this illicit penny stock distribution model.

2. Kahlon, through TJM, employed this model to distribute the stock of at least eleven companies in the public market without registration: My Vintage Baby, Inc., Lecere, Corporation, Landstar, Inc., Hard to Treat Disease, Inc., Good Life China Corporation, VIPR

Industries, Inc., ChromoCure, Inc., Atlantis Internet Group Corp, Biocentric Energy Holdings, Inc., Skybridge Technology Group, Inc., and RMD Entertainment Group, Inc. (collectively, the "Issuers").

3. Between June 2008 and July 2010, Kahlon, through TJM, served as a conduit of shares from the Issuers to the investing public.

4. Federal securities law requires that a registration statement be filed with the Commission before a security can be offered for sale, unless the sale of the security qualifies for a statutory exemption from registration. If no registration statement is in effect for a security and no valid statutory exemption applies, the sale of the security violates Sections 5(a) and (c) of the Securities Act of 1933 [15 U.S.C. §§ 77e(a) and 77e(c)] ("Section 5").

5. The purpose of Section 5 is to protect investors by promoting full disclosure of information thought necessary for informed investment decisions. A registration statement includes disclosures of financial and business information about the company issuing the securities. The registration requirement ensures that investors have access to important information about the issuer before purchasing the security.

6. Because no registration statements were filed in conjunction with TJM's distributions of the Issuers' shares, prospective investors did not receive important information to which they were legally entitled before deciding whether to buy stock – such as audited financial statements, information about the management's business history, the dilution impact a distribution would have on existing shareholders, and a description of principal risks that could arise and affect the value of the shares.

7. The Commission seeks a final judgment (a) permanently restraining and enjoining Defendants from violating Section 5; (b) ordering Defendants to disgorge their ill-gotten gains

with prejudgment interest thereon; (c) ordering Defendants to pay civil money penalties, pursuant to Section 20(d) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77t(d)]; and (d) permanently prohibiting Defendants from participating in an offering of penny stock, pursuant to Section 20(g) of the Securities Act of 1933 [15 U.S.C. § 77t(g)].

JURISDICTION AND VENUE

8. The Commission brings this action pursuant to the authority conferred upon it by Section 20 of the Securities Act [15 U.S.C. § 77t].

9. This Court has jurisdiction over this action pursuant to Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)]. Defendants, directly or indirectly, singly or in concert, have made use of the means or instruments of transportation or communication in interstate commerce, or of the mails, in connection with the sale of securities and the transactions, acts, practices and courses of businesses alleged herein.

10. Venue lies in the Eastern District of Texas pursuant to Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)]. As described herein, TJM bought and sold securities in unregistered offerings occurring across the United States. Twenty-five such offerings took place, in whole or in part, in McKinney, Texas, where My Vintage Baby, Inc. is based. At Kahlon's direction, agents of TJM contacted officers of My Vintage Baby, Inc. in McKinney, Texas by phone and email to facilitate the sale of shares from My Vintage Baby, Inc. to TJM.

11. For offerings that occurred outside of Texas, Kahlon and TJM improperly sought to avail themselves of a securities registration exemption of the Texas Securities Act [Tex. Admin. Code, tit. 7 § 109.4(a)].

FACTS

Defendants

12. **Kahlon**, age 46, resides in New York, New York. Kahlon is the sole owner and managing member of TJM.

13. **TJ Management Group, LLC** is a New York limited liability company with its principal place of business in New York, New York.

14. Between 2005 and 2010, TJM has conducted business through a bank account maintained in the state of New York.

15. TJM has never maintained a bank account in the state of Texas.

16. TJM has never had any employees in the state of Texas.

17. In August 2005, TJM registered with the state of Texas as a foreign limited liability company. Thereafter, TJM focused its business and operations on buying and selling penny stocks in unregistered offerings.

18. Prior to September 10, 2007, TJM had no physical presence or operations in the state of Texas.

19. A special warranty deed dated September 10, 2007, provides that Flowerdale LLC, a company owned by Capital TT, LLC, transferred to TJM a parcel of land in Texas for consideration of the sum of ten dollars. The land that is the subject of the September 10, 2007, special warranty deed is vacant.

20. Between 2005 and 2010, TJM retained Theodore Flomenhaft ("Flomenhaft") as an independent contractor. During that time, Flomenhaft resided in the state of New York. Flomenhaft has never been an owner or officer of TJM.

21. Between 2005 and 2010, TJM retained Edward Gurin ("Gurin") as an independent contractor. During that time, Gurin resided in the state of New York. Gurin has never been an owner or officer of TJM.

22. TJM has never registered with the Commission in any capacity.

The Illegal Penny Stock Distribution Scheme

23. From at least June 2008 through July 2010, TJM generated income by purchasing penny stock in unregistered offerings and reselling that stock into the public market without registration. 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 Securities Exchange Act of 1934 [17 C.F.R. 240.3a51-1].

24. Kahlon, through TJM, attempted to disguise many of his transactions as limited seed capital offerings under Texas securities law and Rule 504 of Regulation D of the Securities Act [17 C.F.R. §230.501 et seq. (1999)]. But, instead of legitimate offerings to accredited investors pursuant to Regulation D and Texas law, Kahlon engaged in a large scale effort to funnel his shares to the public without registration.

25. Between June 2008 and July 2010, TJM bought and sold the stock of companies whose share price was quoted on OTC-Link ("Pink Sheets"), a private electronic inter-dealer quotation and trading system used in the over-the-counter market. Penny stocks may be quoted on the Pink Sheets without having a periodic reporting statement filed with the Commission.

26. Between June 2008 and July 2010, Kahlon, or those acting at his direction, searched the internet to identify Pink Sheets-listed companies with trading volume sufficient to enable TJM to potentially purchase stock directly from the companies and to flip that stock into the public market within thirty days while at least recovering TJM's initial investment.

27. At Kahlon's direction, independent contractors to TJM located outside of Texas phoned the companies that were identified.

28. A subset of the identified companies expressed interest in raising capital and scheduled a phone call with Gurin.

29. At Kahlon's direction, Gurin explained to these companies that TJM could invest up to $1 million in a company in exchange for stock.

30. If a company was willing to move forward with a transaction, Kahlon or someone acting at his direction prepared a term sheet, subscription agreement and other documents necessary to effectuate an unregistered sale of stock from the company to TJM. Among other things, the subscription agreements provided for the dollar amount to be paid to the issuer and the number of shares of the issuer's common stock to be provided to TJM.

31. For each purchase of shares from an issuer, Kahlon signed a subscription agreement and term sheet on behalf of TJM.

32. For each purchase of shares from an issuer, Gurin emailed the subscription agreements and term sheets to the company selling stock to TJM.

33. TJM's business model was predicated on acquiring blocks of stock from issuers in multiple successive transactions at a price of at least 40% less than the prevailing market price and reselling the stock into the public market without registration as quickly as possible at a profit.

34. Generally, within one month of acquiring shares in the Issuers' stock, TJM resold the shares into the public market at the prevailing market price, generating large returns. Typically, Kahlon or someone acting at his direction then prepared additional term sheets and

subscription agreements and purchased additional shares from the issuers which were promptly resold into the public market.

35. Between 2005 and 2010, Kahlon and TJM have effectively acted as conduits for the unregistered transfer of stock from penny stock issuers to the public, including but not limited to the following offerings:

Issuers	Date of First Offering Analyzed	Date of First Resale to Public	# of Offerings to TJM	Number of shares bought and sold	Profits	% Gain
My Vintage Baby, Inc.	6/4/08	6/5/08	25	482,064,823	$550,772	99%
Lecere Corporation	7/23/09	7/28/09	18	4,208,550,124	$802,739	131%
Landstar, Inc.	3/27/09	4/14/09	10	781,194,191	$714,370	77%
Hard to Treat Diseases, Inc.	5/6/09	5/8/09	14	1,403,918,020	$1,508,818	157%
Good Life China Corporation	5/15/08	5/19/08	7	1,059,346,317	$253,229	79%
VIPR Industries, Inc.	5/20/09	5/22/09	31	2,054,236,427	$1,162,189	109%
ChromoCure, Inc.	8/25/09	8/26/09	22	5,061,180,974	$753,912	96%
Atlantis Internet Group Corp	9/29/09	10/2/09	11	33,901,341	$358,088	82%
Biocentric Energy Holdings, Inc.	12/4/09	12/8/09	8	134,564,690	$518,530	64%
Skybridge Technology Group, Inc.	1/15/10	1/19/10	4	435,559,439	$404,623	48%
RMD Entertainment Group, Inc.	1/21/10	1/25/10	6	2,963,115,728	$730,908	112%
Total			**156**	**18,617,632,074**	**$7,758,178**	

The Texas Issuer

36. My Vintage Baby, Inc. ("My Vintage Baby") – which made children's clothes – never earned a profit and lost hundreds of thousands of dollars per year in 2008 and 2009.

37. On December 24, 2010, My Vintage Baby announced that its assets had been foreclosed upon by its senior secured lender.

38. Between June 4, 2008 and September 26, 2009, over the course of twenty-five transactions, TJM purchased 482 million shares of stock from My Vintage Baby for a total price of $555,022.

39. Within the same time period, TJM resold all 482 million shares of My Vintage Baby into the public market for $1.1 million in sales proceeds, representing a gain of 99%.

40. TJM's purchases of My Vintage Baby, Inc. stock occurred in the state of Texas.

41. With regard to the sale of stock from My Vintage Baby, Inc. to TJM in 2008 and 2009, TJM failed to comply with any Texas state law exemption that would allow resale of the shares without an exemption from registration under the Securities Act.

42. TJM did not purchase the 482 million shares of My Vintage Baby stock solely for its own account.

43. Between June 4, 2008, and September 26, 2009, TJM bought shares of My Vintage Baby for the account of at least one natural person.

44. Between June 4, 2008, and September 26, 2009, TJM purchased stock from My Vintage Baby for the benefit of Flomenhaft.

45. Between June 4, 2008, and September 26, 2009, Flomenhaft transferred money to TJM to purchase shares of My Vintage Baby.

46. Between June 4, 2008, and September 26, 2009, Kahlon transferred money from TJM to Flomenhaft to distribute to Flomenhaft some of the proceeds of TJM's resale of My Vintage Baby shares into the public market.

47. No registration statement was in effect and no valid exemption from registration applied to TJM's purchase of stock from My Vintage Baby. No registration statement was in effect and no valid exemption from registration applied to TJM's resale transactions.

48. Between June 4, 2008, and September 26, 2009, TJM participated in the distribution of MVB shares into the public market.

49. Kahlon and TJM sold shares of My Vintage Baby to the general public using interstate commerce. New York-based Kahlon and TJM used interstate phone, email, phone and fax to review and execute subscription agreements with My Vintage Baby in Texas; and used interstate faxes and email to communicate with My Vintage Baby's transfer agent in Nevada.

Foreign Issuers

50. Since 2005, Kahlon, through TJM, has attempted to invoke Texas securities law and a federal securities registration exemption to purchase hundreds of millions of shares of stock from small issuers in unregistered transactions.

51. TJM participated in the distribution of the Issuers' shares into the public market.

A. Lecere Corporation

52. Between July 2009 and June 2010, TJM bought shares of Lecere Corporation ("Lecere") and resold the shares into the public market when no registration statement was filed or in effect.

53. TJM's purchase of stock from Lecere between July 2009 and June 2010 did not occur in Texas.

54. Lecere is a Minnesota corporation formerly based in Naples, Florida. Lecere is currently based in Portland, Oregon. From July 22, 2009 to the present, Lecere has maintained a bank account in Rochester, MN, has conducted business through that account, and has had no substantial offices or operations in the state of Texas.

55. In July 2009, Flomenhaft phoned Lecere to pitch an opportunity for Lecere to raise $1 million in capital through the sale of Lecere stock.

56. That month, Flomenhaft scheduled a phone call between Gurin and an officer of Lecere.

57. At Kahlon's direction, Gurin explained to a Lecere officer the process for selling stock to TJM.

58. At Kahlon's direction, Gurin referred Lecere to David Kahn, an attorney in California to facilitate the sale of stock by Lecere to TJM.

59. On at least eighteen occasions, Kahlon or someone acting at his direction prepared a term sheet, subscription agreement and other documents necessary to effectuate an unregistered sale of stock from Lecere to TJM. Kahlon signed these documents on behalf of TJM.

60. At Kahlon's direction, on at least eighteen occasions, Ed Gurin sent a term sheet and subscription agreement to Lecere for signature by a Lecere officer.

61. Between July 2009 and June 2010, over the course of eighteen transactions, TJM purchased 4.2 billion shares of stock from Lecere for a total price of $613,159.

62. Within the same time period, TJM resold all 4.2 billion shares of Lecere into the public market for $1.4 million in sales proceeds, a 131% gain over its initial investment.

63. TJM did not purchase the 4.2 million shares of Lecere solely for its own account.

64. TJM bought shares of Lecere for the account of at least one natural person, contrary to the Texas exemption upon which TJM relied.

65. Between July 2009, and June 2010, TJM purchased shares of Lecere stock on behalf of Flomenhaft.

66. Between July 22, 2009, and June 8, 2010, Flomenhaft transferred money to TJM to purchase shares of Lecere.

67. Between July 22, 2009, and June 8, 2010, Kahlon transferred money from TJM to Flomenhaft to distribute to Flomenhaft some of the proceeds of TJM's resale of Lecere shares into the public market.

68. No registration statement was in effect and no valid exemption from registration applied to TJM's purchase of stock from Lecere. No registration statement was in effect and no valid exemption from registration applied to TJM's resale of Lecere stock into the public market.

69. Kahlon and TJM sold shares of Lecere to the general public using interstate commerce. New York-based Kahlon and TJM used interstate phone, email and fax to review and execute subscription agreements with Lecere in Oregon and Florida; and used interstate faxes and email to communicate with David Kahn in California and Lecere's transfer agent in Denver, Colorado.

B. Good Life China Corporation

70. Good Life China Corporation is incorporated in Nevada and based in Dongguan City, China.

71. From May 2008 through October 2009, on at least seven occasions, Kahlon or someone acting at his direction prepared a term sheet, subscription agreement and other

documents necessary to effectuate an unregistered sale of stock from Good Life China Corporation to TJM. Kahlon signed these documents on behalf of TJM.

72. On at least seven occasions, at Kahlon's direction, Gurin emailed a term sheet and a subscription agreement to a consultant to Good Life China Corporation in Canada for signature by an officer or Good Life China Corporation.

73. From May 2008 through October 2009, TJM bought 1.1 million shares of Good Life China Corporation in seven unregistered offerings for $320,000 and resold all 1.1 million shares of Good Life China Corporation into the public market without registration for proceeds of $573,229, representing a gain of 79% on TJM's initial investment.

74. TJM's purchase of stock from Good Life China Corporation did not occur in Texas.

75. No registration statement was in effect and no valid exemption from registration applied to TJM's purchase of stock from Good Life China Corporation.

76. No registration statement was in effect and no valid exemption from registration applied to TJM's resale of Good Life China Corporation stock into the public market.

77. Between May 2008 and October 2009, Kahlon, through TJM, purchased Good Life China Corporation shares with a view to distribution.

78. Between May 2008 and October 2009, Kahlon, through TJM, engaged in a distribution of Good Life China Corporation shares to the public.

C. VIPR Industries, Inc.

79. VIPR Industries, Inc. is incorporated in Nevada and conducted business in Nevada.

80. From May 2009 through June 2010, on at least thirty-one occasions, Kahlon or someone acting at his direction prepared a term sheet, subscription agreement and other documents necessary to effectuate an unregistered sale of stock from VIPR Industries, Inc. to TJM. Kahlon signed these documents on behalf of TJM.

81. At Kahlon's direction, on at least thirty-one occasions, Ed Gurin emailed a term sheet and a subscription agreement to VIPR Industries, Inc. in Las Vegas, Nevada for signature by a VIPR Industries, Inc. officer.

82. From May 2009 through June 2010, TJM bought 2.1 million shares of VIPR Industries, Inc. in thirty-one unregistered offerings for $1.07 million and resold all 2.1 million shares of VIPR Industries Inc. into the public market without registration for $2.23 million, representing a gain of 109% on TJM's initial investment.

83. TJM's purchase of stock from VIPR Industries, Inc. did not occur in Texas.

84. No registration statement was in effect and no valid exemption from registration applied to TJM's purchase of stock from VIPR Industries, Inc.

85. No registration statement was in effect and no valid exemption from registration applied to TJM's resale of VIPR Industries, Inc. stock into the public market.

86. Between May 2009 and June 2010, Kahlon, through TJM, purchased VIPR Industries, Inc. shares with a view to distribution.

87. Between May 2009 and June 2010, Kahlon, through TJM, engaged in a distribution of VIPR Industries, Inc. shares to the public.

D. Hard to Treat Diseases, Inc.

88. Hard to Treat Diseases, Inc. is incorporated in Nevada and based in Shenzhen, China.

89. From May 2009 through July 2010, on at least fourteen occasions, Kahlon or someone acting at his direction prepared a term sheet, subscription agreement and other documents necessary to effectuate an unregistered sale of stock from Hard to Treat Diseases, Inc. to TJM. Kahlon signed these documents on behalf of TJM.

90. At Kahlon's direction, on at least thirty-one occasions, Ed Gurin sent a term sheet and a subscription agreement to a Hard to Treat Diseases, Inc. consultant in Canada for signature by a Hard to Treat Diseases, Inc. officer.

91. From May 2009 through July 2010, TJM bought 1.4 million shares of Hard to Treat Diseases, Inc. in thirty-one unregistered offerings for $1.0 million and resold all 1.4 million shares of Hard to Treat Diseases, Inc. into the public market without registration for $2.5 million, representing a gain of 157% on TJM's initial investment.

92. Between May 2009 and July 2010, TJM's purchases of stock from Hard to Treat Diseases, Inc. did not occur in Texas.

93. No registration statement was in effect and no valid exemption from registration applied to TJM's purchases of stock from Hard to Treat Diseases, Inc.

94. No registration statement was in effect and no valid exemption from registration applied to TJM's resale of Hard to Treat Diseases, Inc. stock into the public market.

95. Between May 2009 and July 2010, Kahlon, through TJM, purchased Hard to Treat Diseases, Inc. shares with a view to distribution.

96. Between May 2009 and July 2010, Kahlon, through TJM, engaged in a distribution of Hard to Treat Diseases, Inc. shares to the public.

E. Landstar, Inc.

97. Landstar, Inc. is incorporated in Nevada and based in Beijing, China.

98. From March 2009 through July 2010, on at least ten occasions, Kahlon or someone acting at his direction prepared a term sheet, subscription agreement and other documents necessary to effectuate an unregistered sale of stock from Landstar, Inc. to TJM. Kahlon signed these documents on behalf of TJM.

99. At Kahlon's direction, on at least ten occasions, Ed Gurin emailed a term sheet and a subscription agreement to a Landstar, Inc. consultant in Canada for signature by a Landstar, Inc. officer.

100. From March 2009 through July 2010, TJM bought 781 million shares of Landstar, Inc. in multiple unregistered offerings for $925,000 and resold all 781 million shares of Landstar, Inc. into the public market without registration for $1.6 million, representing a gain of 77%.

101. TJM's purchase of stock from Landstar, Inc. did not occur in Texas.

102. No registration statement was in effect and no valid exemption from registration applied to TJM's purchase of stock from Landstar, Inc.

103. No registration statement was in effect and no valid exemption from registration applied to TJM's resale of Landstar, Inc. stock into the public market.

104. Between March 2009 and July 2010, Kahlon, through TJM, purchased Landstar, Inc. shares with a view to distribution.

105. Between March 2009 and July 2010, Kahlon, through TJM, engaged in a distribution of Landstar, Inc. shares to the public.

F. ChromoCure, Inc.

106. ChromoCure, Inc. was incorporated in Nevada and operated in Nevada.

107. From August 2009 through March 2010, on at least twenty-two occasions, Kahlon or someone acting at his direction prepared a term sheet, subscription agreement and other

documents necessary to effectuate an unregistered sale of stock from ChromoCure, Inc. to TJM. Kahlon signed these documents on behalf of TJM.

108. At Kahlon's direction, on at least twenty-two occasions, Ed Gurin emailed a term sheet and a subscription agreement to ChromoCure, Inc. for signature by a ChromoCure, Inc. officer.

109. From August 2009 through March 2010, TJM bought 5.1 million shares of ChromoCure, Inc. stock in multiple unregistered offerings for $785,000 and resold all 5.1 million shares into the public market without registration for $1.5 million representing gains of 96%.

110. TJM's purchase of stock from ChromoCure, Inc. did not occur in Texas.

111. No registration statement was in effect and no valid exemption from registration applied to TJM's purchase of stock from ChromoCure, Inc.

112. No registration statement was in effect and no valid exemption from registration applied to TJM's resale of ChromoCure, Inc. stock into the public market.

113. Between August 2009 and March 2010, Kahlon, through TJM, purchased ChromoCure, Inc. shares with a view to distribution.

114. Between August 2009 and March 2010, Kahlon, through TJM, engaged in a distribution of ChromoCure, Inc. shares to the public.

G. Atlantis Internet Group Corp

115. Atlantis Internet Group Corp is incorporated and based in Nevada.

116. From September 2009 through February 2010, on at least eleven occasions, Kahlon or someone acting at his direction prepared a term sheet, subscription agreement and other documents necessary to effectuate an unregistered sale of stock from Atlantis Internet Group Corp to TJM. Kahlon signed these documents on behalf of TJM.

117. At Kahlon's direction, on at least eleven occasions, Ed Gurin emailed a term sheet and a subscription agreement to Atlantis Internet Group Corp. for signature by an officer of Atlantis Internet Group Corp.

118. From September 2009 through February 2010, TJM bought 33.9 million shares of Atlantis Internet Group Corp in eleven unregistered offerings for $435,791 and resold all 33.9 million shares into the public market without registration for $793,879, representing gains of 82%.

119. TJM's purchase of stock from Atlantis Internet Group Corp did not occur in Texas.

120. No registration statement was in effect and no valid exemption from registration applied to TJM's purchase of stock from Atlantis Internet Group Corp.

121. No registration statement was in effect and no valid exemption from registration applied to TJM's resale of Atlantis Internet Group Corp stock into the public market.

122. Between September 2009 and August 2010, Kahlon, through TJM, purchased Atlantis Internet Group Corp. shares with a view to distribution.

123. Between September 2009 and August 2010, Kahlon, through TJM, engaged in a distribution of Atlantis Internet Group Corp. shares to the public.

H. Biocentric Energy Holdings, Inc.

124. Biocentric Energy Holdings, Inc. is incorporated in Florida and conducted business in California.

125. From December 2009 through April 2010, on at least eight occasions, Kahlon or someone acting at his direction prepared a term sheet, subscription agreement and other

documents necessary to effectuate an unregistered sale of stock from Biocentric Energy Holdings, Inc. to TJM. Kahlon signed these documents on behalf of TJM.

126. At Kahlon's direction, on at least eight occasions, Ed Gurin emailed a term sheet and a subscription agreement to Biocentric Energy Holdings, Inc. for signature by an officer of Biocentric Energy Holdings, Inc.

127. From December 2009 through April 2010, TJM bought 134.6 million shares of Biocentric Energy Holdings, Inc. in eight unregistered offerings for $810,000 and resold all 134.6 million shares into the public market without registration for $1.3 million, representing gains of 64%.

128. TJM's purchase of stock from Biocentric Energy Holdings, Inc. did not occur in Texas.

129. No registration statement was in effect and no valid exemption from registration applied to TJM's purchase of stock from Biocentric Energy Holdings, Inc.

130. No registration statement was in effect and no valid exemption from registration applied to TJM's resale of Biocentric Energy Holdings, Inc. stock into the public market.

131. Between December 2009 and April 2010, Kahlon, through TJM, purchased Biocentric Energy Holdings, Inc. shares with a view to distribution.

132. Between December 2009 and April 2010, Kahlon, through TJM, engaged in a distribution of Biocentric Energy Holdings, Inc. shares to the public.

I. RMD Entertainment Group, Inc.

133. RMD Entertainment Group, Inc. is incorporated in Nevada and is based in Beijing, China.

134. From January 2010 through March 2010, on at least six occasions, Kahlon or someone acting at his direction prepared a term sheet, subscription agreement and other documents necessary to effectuate an unregistered sale of stock from RMD Entertainment Group, Inc. to TJM. Kahlon signed these documents on behalf of TJM.

135. At Kahlon's direction, on at least six occasions, Ed Gurin emailed a term sheet and a subscription agreement to RMD Entertainment Group, Inc. for signature by an officer of RMD Entertainment Group, Inc.

136. From January 2010 through March 2010, TJM bought 3.0 million shares of RMD Entertainment Group, Inc. in six unregistered offerings for $650,000 and resold all 3.0 million shares into the public market without registration for proceeds of $1.4 million, representing gains of 112%.

137. TJM's purchase of stock from RMD Entertainment Group, Inc. did not occur in Texas.

138. No registration statement was in effect and no valid exemption from registration applied to TJM's purchase of stock from RMD Entertainment Group, Inc.

139. No registration statement was in effect and no valid exemption from registration applied to TJM's resale of RMD Entertainment Group, Inc. stock into the public market.

140. Between January 2010 and March 2010, Kahlon, through TJM, purchased RMD Entertainment Group, Inc. shares with a view to distribution.

141. Between January 2010 and March 2010, Kahlon, through TJM, engaged in a distribution of RMD Entertainment Group, Inc. shares to the public.

J. Skybridge Technology Group, Inc.

142. Skybridge Technology Group, Inc. is incorporated and based in Nevada.

143. From January 2010, through February 2010, on at least four occasions, Kahlon or someone acting at his direction prepared a term sheet, subscription agreement and other documents necessary to effectuate an unregistered sale of stock from Skybridge Technology Group, Inc.to TJM. Kahlon signed these documents on behalf of TJM.

144. At Kahlon's direction, on at least four occasions, Ed Gurin emailed a term sheet and a subscription agreement to a consultant to Skybridge Technology Group, Inc. in Canada for signature by an officer of Skybridge Technology Group, Inc.

145. From January 2010, through February 2010, TJM bought 435.6 million shares of Skybridge Technology Group, Inc. in four unregistered offerings for $850,000 and resold all 435.6 million shares of Skybridge Technology Group, Inc. into the public market for $1.3 million, representing gains of 47%.

146. TJM's purchase of stock from Skybridge Technology Group, Inc. did not occur in Texas.

147. No registration statement was in effect and no valid exemption from registration applied to TJM's purchase of stock from Skybridge Technology Group, Inc.

148. No registration statement was in effect and no valid exemption from registration applied to TJM's resale of Skybridge Technology Group, Inc. stock into the public market.

149. Between January 2010 and February 2010, Kahlon, through TJM, purchased Skybridge Technology Group, Inc. shares with a view to distribution.

150. Between January 2010 and February 2010, Kahlon, through TJM, engaged in a distribution Skybridge Technology Group, Inc. shares to the public.

151. Texas securities law did not apply to initial offerings by the Issuers to TJM because those offerings did not occur in Texas.

CLAIM FOR RELIEF
Violations of Sections 5(a) and 5(c) of the Securities Act

152. Paragraphs 1 through 151 are re-alleged and incorporated by reference as if fully set forth herein.

153. Defendants directly or indirectly, made use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer and sell securities through the use or medium of a prospectus or otherwise when no registration statement had been filed or was in effect as to such securities and no exemption from registration was available.

154. By reason of the activities described herein, Defendants, singly or in concert, directly or indirectly, have violated Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)].

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that the Court grant the following relief:

I.

Permanently enjoin and restrain Defendants from, directly or indirectly, engaging in conduct in violation of Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)].

II.

Order Defendants to disgorge their ill-gotten gains, on a joint and several basis, plus prejudgment interest thereon.

III.

Order Defendants to pay civil penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)].

IV.

Impose a bar on Defendants from participating in an offering of penny stock pursuant to Securities Act Section 20(g) [15 U.S.C. § 77t(g)].

V.

Grant such other and further relief as this Court may deem just, equitable and necessary.

JURY DEMAND

The Commission hereby requests a trial by jury.

Dated: August 14, 2012

Respectfully submitted,

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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EXHIBIT

D

SNR DENTON

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July 3, 2012

Mr. Wiiliam B. Barnett
Barnett & Linn
23945 Calabasas Road, Suite 115
Calabasas, CA 91302

Re: Atlantis Internet Group Corporation- DTC Deposit Chill

Dear Mr. Barnett:

We are counsel to The Depository Trust Company ("DTC"). We understand that as of July 8, 2011, DTC placed a deposit transfer restriction (the "Deposit Chill") on the shares of common stock (the "Shares") CUSIP 04914U100 (the "Chilled Issue") of Atlantis Internet Group Corporation (the "Company"). We further understand that, on behalf of your client, you are requesting that DTC lift the Deposit Chill on the Chilled Issue. In furtherance of the letter to the Company dated May 9, 2012 from Mr. Donald Maj of DTC and your subsequent letter in response dated June 7, 2012, we are writing to you to request additional information and documentation. [1] In order to facilitate DTC's review process, we ask that you please provide us with copies of the following additional documents:

- A legal opinion addressed to DTC from an independent counsel opining that the Shares in the Chilled Issue are freely tradable without restriction under the securities laws. The legal opinion must cover all of the Chilled Issue. A form of the legal opinion that we require is enclosed herewith as Exhibit A. We ask that the opining counsel please follow this form as closely as possible.

- The foregoing legal opinion must be accompanied by an affidavit by the attorney issuing such legal opinion that such attorney (i) is not an employee or officer of the Company, (ii) does not own Shares or options or warrants to buy Shares; (iii) is not a holder of any debt securities issued by the Company; and (iv) has not entered into any loan or financing transactions with the Issuer.

- Copies of duly executed securities purchase agreements and/or private placement memorandum used in connection with the relevant private placements in the Chilled Issue or promissory notes convertible into the Chilled Issue.

- Accredited Investor certifications for each Accredited Investor who invested in such private placements.

- Copy of the officer's certificate for each such private placements.

[1] We note that you have provided a copy of your opinion dated June 20, 2012 relating to the transferability of the Shares comprising the Chilled Issue. We respectfully request that you provide us with a legal opinion addressed to DTC substantially in the form set forth in Exhibit A hereto.

- Copy of the secretary's certificate for each such private placement conducted.
- A copy of a recent Certificate of Good Standing from the Company's state of incorporation.
- A copy of Form D, and evidence of filing with the Securities and Exchange Commission, with respect to each such private placement.
- Any additional documentation or materials you deem relevant to DTC's determination regarding the Deposit Chill.

Please send a us copy of the requested materials at your earliest convenience at the address above, and do not hesitate to contact me should you have any further questions about the ongoing legal analysis.

Please be advised that DTC's receipt of the legal opinion and related documents will not automatically result in the removal of the Deposit Chill, that further information may be required and that DTC may, in response to your submission, nevertheless determine not to lift the Deposit Chill.

Thank you for your continued cooperation.

Sincerely,

Walter G. Van Dorn, Jr.

CC: Donald Maj, The Depository Trust & Clearing Corporation

Enclosure

[Letterhead of Company Counsel]

[Date]

The Depository Trust Company
55 Water Street
New York, New York 10041
[USA]
Attn: Underwriting Department

RE: **[Company Name], [Description of Security]**, CUSIP Number: •

Ladies and Gentlemen:

We are counsel to **[Company Name]** (the "Company"). The Company has registered in the name of Cede & Co., a nominee of The Depository Trust Company ("DTC"), **[[•] shares of the [common stock], par value $[•] per share]** of the Company, CUSIP Number: [•] (the "Subject Securities"). We are providing this opinion at the request of the Company to confirm that the Subject Securities are eligible for DTC book-entry delivery, settlement and depository services.

In connection with this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of the following documents:

- the orders and instructions of the Company for the issuance and delivery of the Subject Securities,
- copies of duly executed securities purchase agreements and private placement memoranda used for each private placement of the Subject Securities,
- accredited investor certifications for each accredited investor who invested in each private placement of the Subject Securities,
- copy of the officer's certificate for each private placement of the Subject Securities,
- copy of the secretary's certificate for each private placement of the Subject Securities,
- a copy of a Certificate of Good Standing of the Company dated as of [recent date],

- a copy of Form D, and evidence of filing with the Securities and Exchange Commission, with respect to each private placement of the Subject Securities and

- [any additional documentation or materials deemed relevant to DTC's determination regarding the Subject Securities.]

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others and such other statements, documents, certificates and corporate or other records as we have deemed necessary or appropriate as a basis for the opinion set forth herein.

Alternative #1, originally restricted securities

Based upon the foregoing, we are of the following opinions:

1. The Subject Securities were duly authorized, validly issued and fully paid and are nonassessable.

2. The Subject Securities were originally issued and sold in transactions which were not required to be registered with the Securities and Exchange Commission under the Securities Act of 1933 ("Securities Act"), and the Company received full consideration for the Subject Securities, more than **[one year] [six months]** prior to the date hereof.

3. The Subject Securities are transferable without registration under the Securities Act by any holder which (a) is not an "affiliate" of the Company as defined in Rule 144(a)(1) under the Securities Act, (b) has not been an "affiliate" within three months of such transfer and (c) has not acquired the Subject Securities from such an affiliate within **[six months] [one year]** of the date hereof.

- OR -

Alternative #2, originally not restricted securities

Based upon the foregoing, we are of the following opinions:

1. The Subject Securities were duly authorized, validly issued and fully paid and are nonassessable.

2. The Subject Securities were originally issued and sold in transactions registered with the Securities and Exchange Commission under the Securities Act of 1933 ("Securities Act").

3. The Subject Securities are not "restricted securities" as defined in Rule 144(a)(3) under the Securities Act and are transferable without registration under the Securities Act by any holder which (a) is not an "affiliate" of the Company as defined in Rule 144(a)(1) under the Securities Act and (b) has not been an "affiliate" within 90 days of such transfer.

* * *

This opinion is rendered to you and is solely for your benefit to be used only in connection with the matters stated herein, except that you may deliver copies of this opinion to your professional advisors, to any governmental agency or regulatory authority or if otherwise required by law.

Very truly yours,

_____

[Company Counsel]

SNR DENTON

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July 3, 2012

Mr. Wiiliam B. Barnett
Barnett & Linn
23945 Calabasas Road, Suite 115
Calabasas, CA 91302

Re: Atlantis Internet Group Corporation- DTC Deposit Chill

Dear Mr. Barnett:

We are counsel to The Depository Trust Company ("DTC"). We understand that as of July 8, 2011, DTC placed a deposit transfer restriction (the "Deposit Chill") on the shares of common stock (the "Shares") CUSIP 04914U100 (the "Chilled Issue") of Atlantis Internet Group Corporation (the "Company"). We further understand that, on behalf of your client, you are requesting that DTC lift the Deposit Chill on the Chilled Issue. In furtherance of the letter to the Company dated May 9, 2012 from Mr. Donald Maj of DTC and your subsequent letter in response dated June 7, 2012, we are writing to you to request additional information and documentation. [1] In order to facilitate DTC's review process, we ask that you please provide us with copies of the following additional documents:

- A legal opinion addressed to DTC from an independent counsel opining that the Shares in the Chilled Issue are freely tradable without restriction under the securities laws. The legal opinion must cover all of the Chilled Issue. A form of the legal opinion that we require is enclosed herewith as Exhibit A. We ask that the opining counsel please follow this form as closely as possible.

- The foregoing legal opinion must be accompanied by an affidavit by the attorney issuing such legal opinion that such attorney (i) is not an employee or officer of the Company, (ii) does not own Shares or options or warrants to buy Shares; (iii) is not a holder of any debt securities issued by the Company; and (iv) has not entered into any loan or financing transactions with the Issuer.

- Copies of duly executed securities purchase agreements and/or private placement memorandum used in connection with the relevant private placements in the Chilled Issue or promissory notes convertible into the Chilled Issue.

- Accredited Investor certifications for each Accredited Investor who invested in such private placements.

- Copy of the officer's certificate for each such private placements.

[1] We note that you have provided a copy of your opinion dated June 20, 2012 relating to the transferability of the Shares comprising the Chilled Issue. We respectfully request that you provide us with a legal opinion addressed to DTC substantially in the form set forth in Exhibit A hereto.

- Copy of the secretary's certificate for each such private placement conducted.
- A copy of a recent Certificate of Good Standing from the Company's state of incorporation.
- A copy of Form D, and evidence of filing with the Securities and Exchange Commission, with respect to each such private placement.
- Any additional documentation or materials you deem relevant to DTC's determination regarding the Deposit Chill.

Please send a us copy of the requested materials at your earliest convenience at the address above, and do not hesitate to contact me should you have any further questions about the ongoing legal analysis.

Please be advised that DTC's receipt of the legal opinion and related documents will not automatically result in the removal of the Deposit Chill, that further information may be required and that DTC may, in response to your submission, nevertheless determine not to lift the Deposit Chill.

Thank you for your continued cooperation.

Sincerely,

Walter G. Van Dorn, Jr.

CC: Donald Maj, The Depository Trust & Clearing Corporation

Enclosure

[Letterhead of Company Counsel]

[Date]

The Depository Trust Company
55 Water Street
New York, New York 10041
[USA]
Attn: Underwriting Department

RE: **[Company Name], [Description of Security]**, CUSIP Number: ●

Ladies and Gentlemen:

We are counsel to **[Company Name]** (the "Company"). The Company has registered in the name of Cede & Co., a nominee of The Depository Trust Company ("DTC"), **[[●] shares of the [common stock], par value $[●] per share]** of the Company, CUSIP Number: **[●]** (the "Subject Securities"). We are providing this opinion at the request of the Company to confirm that the Subject Securities are eligible for DTC book-entry delivery, settlement and depository services.

In connection with this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of the following documents:

- the orders and instructions of the Company for the issuance and delivery of the Subject Securities,
- copies of duly executed securities purchase agreements and private placement memoranda used for each private placement of the Subject Securities,
- accredited investor certifications for each accredited investor who invested in each private placement of the Subject Securities,
- copy of the officer's certificate for each private placement of the Subject Securities,
- copy of the secretary's certificate for each private placement of the Subject Securities,
- a copy of a Certificate of Good Standing of the Company dated as of [recent date],

- a copy of Form D, and evidence of filing with the Securities and Exchange Commission, with respect to each private placement of the Subject Securities and

- [any additional documentation or materials deemed relevant to DTC's determination regarding the Subject Securities.]

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others and such other statements, documents, certificates and corporate or other records as we have deemed necessary or appropriate as a basis for the opinion set forth herein.

Alternative #1, originally restricted securities

Based upon the foregoing, we are of the following opinions:

1. The Subject Securities were duly authorized, validly issued and fully paid and are nonassessable.

2. The Subject Securities were originally issued and sold in transactions which were not required to be registered with the Securities and Exchange Commission under the Securities Act of 1933 ("Securities Act"), and the Company received full consideration for the Subject Securities, more than **[one year] [six months]** prior to the date hereof.

3. The Subject Securities are transferable without registration under the Securities Act by any holder which (a) is not an "affiliate" of the Company as defined in Rule 144(a)(1) under the Securities Act, (b) has not been an "affiliate" within three months of such transfer and (c) has not acquired the Subject Securities from such an affiliate within **[six months] [one year]** of the date hereof.

- OR -

Alternative #2, originally not restricted securities

Based upon the foregoing, we are of the following opinions:

1. The Subject Securities were duly authorized, validly issued and fully paid and are nonassessable.

2. The Subject Securities were originally issued and sold in transactions registered with the Securities and Exchange Commission under the Securities Act of 1933 ("Securities Act").

3. The Subject Securities are not "restricted securities" as defined in Rule 144(a)(3) under the Securities Act and are transferable without registration under the Securities Act by any holder which (a) is not an "affiliate" of the Company as defined in Rule 144(a)(1) under the Securities Act and (b) has not been an "affiliate" within 90 days of such transfer.

* * *

This opinion is rendered to you and is solely for your benefit to be used only in connection with the matters stated herein, except that you may deliver copies of this opinion to your professional advisors, to any governmental agency or regulatory authority or if otherwise required by law.

Very truly yours,

_____

[Company Counsel]

EXHIBIT

F

SIMON S.KOGAN
ATTORNEY AT LAW
171 Wellington Court, Apt 1J
Staten Island, New York 10314
Telephone: (718)984-3789
[redacted]

October 8, 2012

The Depository Trust Company
55 Water Street
New York, New York 10041

Attn: Underwriting Department
Re: Atlantis Internet Group, Inc., Inc., Common Stock,
CUSIP Number: 04914U100

Ladies and Gentlemen:

I have been retained as special counsel to Atlantis Internet Group, Inc. (the "Company"). This letter addresses issues raised by The Depository Trust Company ("DTC") as outlined in the Important Notice's dated August 24, 2012.. The Company has issued and outstanding, as of the date hereof 3,320,378,213 shares of common stock, CUSIP #04914U100, par value $.001 per share, of which the records of the Company or its transfer agent provide that 964,218,089 shares (the "Subject Securities") are registered in the name of Cede & Co., a nominee of DTC. I am providing this opinion at the request of the Company in connection with the Company's request that DTC lift the Global Lock deposit chill it placed on shares of common stock of the Company and, in support thereof, to confirm that the Subject Shares are eligible for DTC book-entry delivery, settlement and depository services.

Based upon information contained in the Important Notice, the Company was able to identify the 504 subscriptions it received from entities identified in the SEC actions referenced in the Important Notice. In each case, the subscription was supported by a subscription agreement that contained representations about the investor's accredited investor status and state of organization or residence. In each case, the state law exemption that the investor relied upon allowed the issuer to reasonably rely on the investor's representations. In each case, the investor represented that they were organized in the state in which they claimed accredited or institutional status. Additionally, each of the relevant state law exemptions did not prohibit general solicitations.

In connection with this opinion, I have examined and relied upon originals or copies, certified or otherwise identified to my satisfaction, of the following documents:

- The orders and instructions of the Company for the issuance of the Subject Securities and for the registration thereof on the books and records of the transfer agent of the Company and in the name of the nominee of DTC.
- The subscription documents for each of the investors referenced in the SEC complaints. Copies of these Subscription documents are attached to this opinion letter as cumulative Exhibit A.
- A copy of the certificate of good standing issued by the state of Nevada. is annexed hereto as exhibit B.

I also examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others and such other statements, documents, certificates and corporate or other records as I deemed necessary or appropriate as a basis for the opinions set forth herein.

Based upon the foregoing, I am of the following opinions:

1. The Subject Securities were issued in transactions conducted in accordance with rule 504 of Regulation D and were not required to be registered with the Securities and Exchange Commission under the Securities Act of 1933, as amended "Securities Act.")

2. The Subject Securities were duly authorized, validly issued and were fully paid and non-assessable.

3. The Subject Securities were and are as of the date hereof freely transferable without registration under the Securities Act.

This opinion is rendered to you and is solely for your benefit to be used only in connection with the matters stated herein, except that you may deliver copies of this opinion to your professional advisors, to any governmental agency or regulatory authority or if otherwise required by law.

Very truly yours,

_____

Simon Kogan

c.c.: D. Bailey (via email attachment)
W. Barnett, Esq.. (via email attachment)

EXHIBIT

G

SIMON S.KOGAN
ATTORNEY AT LAW
171 Wellington Court, Apt 1J
Staten Island, New York 10314
Telephone: (718)984-3789
[redacted]

October 8, 2012

The Depository Trust Company
55 Water Street
New York, New York 10041

Attn: Underwriting Department
Re: Atlantis Internet Group, Inc., Inc., Common Stock,
CUSIP Number: 04914U100

Ladies and Gentlemen:

I have been retained as special counsel to Atlantis Internet Group, Inc. (the "Company"). This letter addresses issues raised by The Depository Trust Company ("DTC") as outlined in the Important Notice's dated August 24, 2012.. The Company has issued and outstanding, as of the date hereof 3,320,378,213 shares of common stock, CUSIP #04914U100, par value $.001 per share, of which the records of the Company or its transfer agent provide that 964,218,089 shares (the "Subject Securities") are registered in the name of Cede & Co., a nominee of DTC. I am providing this opinion at the request of the Company in connection with the Company's request that DTC lift the Global Lock deposit chill it placed on shares of common stock of the Company and, in support thereof, to confirm that the Subject Shares are eligible for DTC book-entry delivery, settlement and depository services.

Based upon information contained in the Important Notice, the Company was able to identify the 504 subscriptions it received from entities identified in the SEC actions referenced in the Important Notice. In each case, the subscription was supported by a subscription agreement that contained representations about the investor's accredited investor status and state of organization or residence. In each case, the state law exemption that the investor relied upon allowed the issuer to reasonably rely on the investor's representations. In each case, the investor represented that they were organized in the state in which they claimed accredited or institutional status. Additionally, each of the relevant state law exemptions did not prohibit general solicitations.

In connection with this opinion, I have examined and relied upon originals or copies, certified or otherwise identified to my satisfaction, of the following documents:

- The orders and instructions of the Company for the issuance of the Subject Securities and for the registration thereof on the books and records of the transfer agent of the Company and in the name of the nominee of DTC.
- The subscription documents for each of the investors referenced in the SEC complaints. Copies of these Subscription documents are attached to this opinion letter as cumulative Exhibit A.
- A copy of the certificate of good standing issued by the state of Nevada. is annexed hereto as exhibit B.

I also examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others and such other statements, documents, certificates and corporate or other records as I deemed necessary or appropriate as a basis for the opinions set forth herein.

Based upon the foregoing, I am of the following opinions:

1. The Subject Securities were issued in transactions conducted in accordance with rule 504 of Regulation D and were not required to be registered with the Securities and Exchange Commission under the Securities Act of 1933, as amended "Securities Act.")

2. The Subject Securities were duly authorized, validly issued and were fully paid and non-assessable.

3. The Subject Securities were and are as of the date hereof freely transferable without registration under the Securities Act.

This opinion is rendered to you and is solely for your benefit to be used only in connection with the matters stated herein, except that you may deliver copies of this opinion to your professional advisors, to any governmental agency or regulatory authority or if otherwise required by law.

Very truly yours,

_____

Simon Kogan

c.c.: D. Bailey (via email attachment)
W. Barnett, Esq.. (via email attachment)

EXHIBIT

H

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New York, NY 10020-1089 USA

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October 26, 2012

Simon S. Kogan, Esq.
171 Wellington Court, Apt. 1J
Staten Island, New York 10314

Re: Atlantis Internet Group, Inc. - DTC Global Lock

Dear Mr. Kogan:

This letter is in response to your email on October 15, 2012 to Mr. Gregg Mashberg, and your draft opinion dated October 8, 2012 regarding shares of common stock (the "Shares") CUSIP 04914U100 (the "Locked Issue") of Atlantis Internet Group Corporation (the "Company").

As you may be aware, the Securities and Exchange Commission (the "SEC") has cast considerable doubt on the use of certain state exemptions from registration in conjunction with Rule 504 of Regulation D ("Rule 504") promulgated under the Securities Act of 1933. Specifically, the SEC alleges in recent complaints against TJ Management Group LLC ("TJ Management") and E-Lionheart Associated LLC ("E-Lionheart") that the state exemptions under Section 109.4 of the Texas Administrative Code and Section 73-207(b)(8) [formerly 7309(b)(8)] of the Delaware Securities Act (the "DSA") may not be used in conjunction with Rule 504(b)(1)(iii). See S.E.C. v. Kahlon, et al., No. 4:12-cv-517 (E.D.Tex. 2012) and S.E.C. v. Bronson, et al., No. 12 CIV 6421 (S.D.N.Y. 2012).

Rule 504(b)(1)(iii) allows certain issuers to sell securities without SEC registration and without resale restrictions if the issuer sells exclusively according to state law exemptions that permit general solicitation and advertising, so long as the company sells only to accredited investors. Central to the analysis is (i) whether any of the Company's offerings of securities to TJ Management and E-Lionheart that may have relied on Rule 504(b)(1)(iii) had sufficient nexus to the corresponding state so as to make reliance on the corresponding exemption proper, and (ii) whether the state exemptions relied upon permit general solicitation and general advertising within the meaning of Rule 504(b)(1)(iii).

Based solely on information contained in our files, and without any further investigation, it appears to us that (i) the Company is a corporation based in and incorporated in the State of Nevada, (ii) TJ Management is a limited liability company organized in, and has its principal place of business in the State of New York, and (iii) E-Lionheart is a limited liability company organized in the State of Delaware and has its principal place of business in New York.

It appears that the Shares which are the subject of your opinion include Shares issued to TJ Management and E-Lionheart, in reliance on Rule 504(b)(1)(iii). Furthermore, from our prior telephone conversations, you have stated that the state law exemptions that TJ Management and E-Lionheart relied on are the exemptions under Texas and Delaware law, respectively. Because (i) your opinion does not specifically identify the state law exemptions that the Company relied on in conjunction with Rule 504(b)(1)(iii), and (ii) to our knowledge, you have not yet provided the "subscription documents for each of the investors

referenced in the SEC complaints" as referenced in your opinion, please supplementally identify for us the state law exemption(s) that the Company relied on for each of its Rule 504(b)(1)(iii) offerings which make up the Locked Issue.

TJ Management

Based solely information contained in our files, for issuances to TJ Management, it appears that the Company relied on Rule 504(b)(1)(iii) and the exemption from state registration as set forth in Section 109.4 of the Texas Administrative Code, which is promulgated under the Texas Securities Act (the "TSA"), for certain issuances of the Locked Issue. The TSA applies to (i) offers or sales to Texas residents, (ii) offers or sales from Texas residents to non-residents of Texas and (iii) offers and sales from non-Texas corporations to non-Texas residents, if the offering or selling activity is largely done from Texas. However, we understand that an offer or sale is not deemed to be made in Texas merely because a purchaser sends his purchase money to Texas or because clerical functions connected with the closing of a sale are performed in Texas.

With respect to the offering by the Company to TJ Management, based solely information contained in our files, it appears to us that the exemption from Section 109.4 of the Texas Administrative Code may not be relied on because neither the Company nor TJ Management is a Texas resident, and the offering or selling activity was not largely done from Texas.

Furthermore, Section 109.4 of the Texas Administrative Code only permits offers and sales to certain institutional accredited investors, and does not permit general solicitation and advertising in the state of Texas, which is generally prohibited under Section 7 of the TSA. Therefore, we believe that Section 109.4 of the Texas Administrative Code is not a state law exemption that allows general solicitation and advertising within the meaning of Rule 504(b)(1)(iii).

E-Lionheart

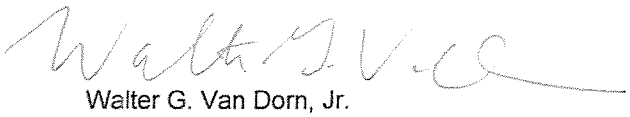
If and to the extent that the Company relied on Rule 504(b)(1)(iii) and Section 73-207(b)(8) the DSA in its offering and sale of securities to E-Lionheart, we do not believe that the offering of the Company's stock to E-Lionheart had sufficient nexus to the State of Delaware for reliance on the DSA to be proper. Singer v. Magnavox Co., 380 A. 2d 969 (Del. 1977) establishes that the DSA does not "introduce Delaware commercial law into the internal affairs of corporations merely because they are chartered here. Of course, a Delaware corporation is bound by the Act, if it is otherwise applicable. But it is not bound simply because the company is incorporated here." In other words, we do not believe that an offering of the Company's securities to E-Lionheart may rely on Section 73-207(b)(8) solely because E-Lionheart is organized in Delaware, without other factors that would support why such an offering could rely on Section 73-207(b)(8) of the DSA.

Furthermore, Section 73-207(b)(8) of the DSA only permits offers and sales to certain institutional accredited investors, and it does not permit general solicitation and advertising in the state of Delaware, which is generally prohibited under Section 73-202 of the DSA. Therefore, we believe that Section 73-207(b)(8) of the DSA is not a state law exemption that allows general solicitation and advertising within the meaning of Rule 504(b)(1)(iii).

Based on the information currently available to us, and for the foregoing reasons, we believe that at least some of the issuances by the Company, such as those purportedly under the Texas or Delaware state law exemptions, to TJ Management or E-Lionheart do not satisfy Rule 504(b)(1)(iii).

Thank you for your continued cooperation. Please feel free to contact me at the number above or Brian Lee at 212-768-6926 at any time.

Sincerely,



Walter G. Van Dorn, Jr.

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October 26, 2012

Simon S. Kogan, Esq.
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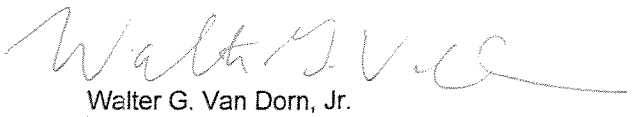
Thank you for your continued cooperation. Please feel free to contact me at the number above or Brian Lee at 212-768-6926 at any time.

Sincerely,



Walter G. Van Dorn, Jr.

EXHIBIT

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SIMON S. KOGAN

ATTORNEY AT LAW

171 WELLINGTON COURT, SUITE 1J
STATEN ISLAND, NEW YORK 10314
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[redacted]

November 2, 2012

BY EMAIL TO: walter.vandorn@snrdenton.com

Walter G. Van Dorn, Jr., Esq.
SNR Denton US LLP
1221 Avenue of the Americas
New York, N.Y. 10020

Re: Atlantis Internet Group, Inc.

Dear Mr. Van Dorn:

This letter responds to your letter of October 26, 2012. I first would like to address the residency issue raised by your letter. In each case, the investor signed a representation that they were organized under the laws of the state in which they were claiming the exemption. For example, TJ Management represented that it was organized under the laws of the state of Texas. Copies of the 504 subscription documents are annexed hereto as cumulative exhibit A. An LLC organized under the laws of the State of Texas is clearly a citizen of the state of Texas entitled to claim the protections of Texas law.

Turning to the issue of general solicitation, both the Texas and Delaware provisions do not prohibit general solicitation. I note that you do not address the provisions of Section Texas administrative Code Section 109.13 which expressly allows for general solicitations so long as the purchaser is an accredited investor. You also fail to address the provisions of 6 Del. Admin. Code §503. That section also expressly provides for general solicitations so long as the sales are made to accredited investors. Once again, E-Lionheart represented that it was an LLC organized under the laws of Delaware and that it was an accredited investor. Under these circumstances, I submit that the offerings to both TJ Management and E-Lionheart were properly exempted from registration under the respective accredited investor exemptions and that the shares were properly issued without restriction under Rule 504.

Finally, I note that you do not address the provisions of Rule 508. Rule 508 provides that an issuer will not lose an exemption from the provisions of section 5 of the act if three conditions are met. First, the failure to comply must not pertain to a term, condition or requirement directly intended to protect that particular individual or entity. Second, the failure to comply must be insignificant with respect to the offering as a whole. Finally, there must be a good faith effort to comply. Here, the alleged failure to comply does not pertain to any provision that is directly intended to protect DTCC. Second, any individual failure to comply was insignificant with respect to the offerings as a whole. Finally, the reliance on independent opinion letters

demonstrates that Atlantis made a concerted good faith effort to insure that the offerings complied with Rule 504. Thus, Rule 508 preserves Atlantis' reliance on Rule 504. In each case the investment was supported by a legal opinion that the transaction was proper under the relevant exemption and that the resulting shares were free-trading under Rule 504. Copies of these opinions are annexed hereto as cumulative Exhibit B. In light of the foregoing, I ask that you revisit your comments.

Thank you in advance for your continued cooperation.

Very truly yours,

_____

Simon Kogan

c.c.: W. Barnett, Esq. (via email attachment)
G. Mashberg, Esq. (via email attachment)
D. Bailey (via email attachment)