

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
FILE No. 3-19864

In the Matter of
Trans-Pacific Aerospace Company, Inc.
and Vertical Computer Systems, Inc.,
Respondents.

**NOTICE BY STEVEN INFANTI, JR. OF PROGRESS ON SHAREHOLDER PLAN TO
BRING VERTICAL COMPUTER SYSTEMS, INC. CURRENT ON PERIODIC FILINGS**

The Commission instituted this proceeding against Vertical Computer Systems, Inc. (“VCSY”) to determine if VCSY was delinquent in filing timely periodic reports and, if so, whether to suspend for up to twelve months or revoke the registration of VCSY’s securities. On July 20, 2020, VCSY shareholder Steven Infanti, Sr. moved for leave to file an amicus brief or, alternatively, to state views. Infanti requested in his brief that the Commission issue a six-month suspension of VCSY’s registration in lieu of revocation to permit him and other shareholders sufficient time to implement a plan to remove VCSY’s leadership and bring VCSY current on its delinquent filings. On August 18, 2020, the Commission granted Infanti’s request to file the brief as a statement of views under Rule 210(e). On August 26, 2020, the Division of Enforcement responded that “the Commission should reject Infanti’s request that it suspend VCSY’s registration for a period of six months, and should instead revoke VCSY’s registration.”

The purpose of this Notice is to provide the Commission with a progress report on the plan to remove and replace VCSY’s leadership and to make VCSY current on its delinquent filings. Since Infanti filed his Motion in late July, the shareholder group has: (1) brought VCSY back into

good standing with the State of Delaware; and (2) sent written consents to VCSY's shareholders proposing to remove VCSY's management, namely, Richard Wade ("Wade"), who is the President, CEO and a director, and William Mills ("Mills"), who is the Secretary and a director.¹ See **Exhibit A** (form of consent).

Mr. Infanti is pleased to report that on October 19, 2020 a majority of VCSY shares with voting rights passed the Shareholders Consent approving the removal of Wade and Mills as directors and the appointment of two new directors.² As a result of that shareholder approval, on October 30, 2020: (1) the new members of the Board of Directors were seated and expanded the Board of Directors to 5 members and appointed 3 additional members to fill the newly-created spots, making the Board consist of 3 outside directors and 2 inside directors; (2) the newly-seated members of the Board terminated Wade as President/CEO and Mills as Secretary of VCSY and as officers and directors of all VCSY subsidiaries; (3) approved Len Chermack as President/CEO, Freddy Holder as CFO, and James Salz, Esq. as Secretary, and (4) administratively suspended Wade for cause as an employee and provided him 30 days to appeal his termination for cause in accordance with his employment agreement.

Infanti and his fellow shareholders will now proceed with the remainder of their plan to bring VCSY back into compliance with the Commission. The next steps to be taken will be (1) to appoint additional management, (2) retain an independent auditor; (3) prepare and file all required periodic Form 10-K and Form 10-Q reports so that VCSY becomes current with all SEC reporting requirements, and (4) prepare and file promptly one or more Form 8-Ks setting forth all required

¹ Wade and Mills are VCSY's only active officers and directors.

² To reach a majority, Infanti and his fellow shareholders needed to obtain consents from shareholders owning 616,272,601 shares. As of October 19, 2020, they had received consents for 656,792,085 shares.

events including but not limited to the removal of Wade and Mills as members of the Board of Directors by shareholder consent.

Dated: October 30, 2020

Respectfully submitted,

HOLLAND & KNIGHT LLP
701 Brickell Avenue, Suite 3300
Miami, Florida 33131
Tel: (305) 374-8500
Fax: (305) 789-7799

By: /s/ Stephen Warren
Stephen Warren

CERTIFICATE OF SERVICE

I hereby certify that on October 30, 2020, I served true copies of the foregoing document and exhibits by email and on November 2, 2020 I mailed by U.S. mail copies to the parties listed below:

By Email:

The Office of the Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090
apfilings@sec.gov

By Email and U.S. mail:

David Mislér (mislér@sec.gov)
Gina Joyce (joyceg@sec.gov)
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-5010
Counsel for Division of Enforcement

By U.S. mail:

Vertical Computer Systems, Inc.
101 West Renner Road, Suite 200
Richardson, Texas 75082
Respondent

Trans-Pacific Aerospace Company, Inc.
2975 Huntington Drive, Suite 107
San Marina, CA 91108
Respondent

By: /s/ Stephen P. Warren
Stephen P. Warren

EXHIBIT A



The undersigned VCSY shareholder hereby directs that a written consent in respect of such shareholder's shares be provided as follows:

- 1. Proposal to remove Richard Wade and William Mills as members of the Board Of Directors and any other Director that may have been appointed since the filing with the SEC of the last 10k. --->>> 1.
- 2. Proposal to appoint Michael Short and John Adler to replace Richard Wade and William Mills as members of the Board of Directors. --->>> 2.
- 3. Proposal to repeal any amendments, changes, or modifications made to the Restated and Amended By-Laws dated as of January 13, 2015. --->>> 3.

Consent Withhold Consent Abstain PLEASE INDICATE YOUR PROPOSAL SELECTION BY FIRMLY PLACING AN "X" IN THE APPROPRIATE NUMBERED BOX WITH BLUE OR BLACK INK ONLY

 SEE VOTING INSTRUCTIONS NO. 3 ON REVERSE

Consent Withhold Consent Abstain A/C:

 →

Consent Withhold Consent Abstain

Note: Please sign exactly as the name appears hereon. When shares are held by joint tenants, both should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If a corporation or limited liability company, please sign in full corporate by President or other authorized officer or member. If a partnership, please sign in partnership name by authorized person.

Note: This document must be dated to be counted.

White Consent Form

PLEASE MARK YOUR VOTES AS INDICATED IN THIS EXAMPLE:

D23381-Y09285-0PPW



SIGNATURE(S)

DATE

ACTION BY WRITTEN CONSENT OF THE
SHAREHOLDERS OF
VERTICAL COMPUTER SYSTEMS, INC.

The undersigned, holding _____ shares of the voting stock of Vertical Computer Systems, Inc., a Delaware corporation (the "Corporation"), entitled to vote on the matters set forth below, acting by written consent in lieu of a special meeting of shareholders in accordance with Section 228 of the General Corporation Law of the State of Delaware (the "General Corporation Law") and Section 2.10 of the Amended and Restated By-Laws of the Corporation dated as of January 13, 2015 (the "By-Laws"), hereby consents to the adoption of, and hereby adopts, the following resolutions (the "Written Consent").

I. Removal of Richard Wade and William Mills as Members of the Corporation's Board of Directors

WHEREAS, the undersigned shareholder has determined that it is in the best interest of the Corporation and its shareholders to remove the Corporation's current members of the Board of Directors, Richard Wade and William Mills as both Directors and Officers of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the undersigned hereby consents to, adopts, and approves the following:

That in accordance with Section 3.05 of the By-Laws Richard Wade and William Mills are removed as both director of the Corporation's Board of Directors (the "Removed Directors") and as officers of the Corporation, effective immediately.

II. Replacement of the Removed Directors

WHEREAS, the undersigned shareholder has determined that it is in the best interest of the Corporation and its shareholders to immediately appoint two directors to replace the Removed Directors.

NOW, THEREFORE, BE IT RESOLVED, that the undersigned hereby consents to, adopts, and approves the following:

That Michael Short and John Adler are appointed to replace the Removed Directors immediately after the removal of the Removed Directors.

III. Repeal of Changes to By-Laws since January 13, 2015

WHEREAS, the undersigned shareholder has determined that it is in the best interest of the Corporation and its shareholders to repeal any amendments, changes, or modifications to the Amended and Restated By-Laws of the Corporation dated as of January 13, 2015 (the "By-Laws").

NOW, THEREFORE, BE IT RESOLVED, that the undersigned hereby consents to, adopts, and approves the following:

All amendments, changes, or modifications to the By-Laws since January 13, 2015 are repealed as of the day such amendments, changes or modifications were made.

This Written Consent may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument.

This written consent shall be filed in the Minute Book of this Corporation and become a part of the records of this Corporation. A copy, including facsimile, of this Written Consent shall be deemed as effective as an original signature.

Shareholder: _____

Number of Shares: _____

Printed Name: _____

Signature: _____

Date Signed: _____

Note: Please sign exactly as the name appears hereon. When shares are held by joint tenants, both should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.



Please mark
Voting instructions
As in this example

The undersigned shareholder hereby directs that a written consent in respect of such shareholder's shares be provided as follows:

Proposal to remove Richard Wade and William Mills as members of the Board Of Directors and any other Director that may have been appointed since the filing with the SEC of the last 10k

Consent

Withhold
Consent

Abstain

Proposal to appoint Michael Short and John Adler to replace Richard Wade And William Mills as members of the Board Of Directors

Proposal to repeal any amendments, changes, or modifications made to the Restated and Amended By-Laws dated as of January 13, 2015.

Type name of Shareholder

Dated: _____

Signature: _____

Signature of Joint Owner: _____

Title: (if any): _____

Note: Please sign exactly as the name appears hereon. When shares are held by joint tenants, both should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If a corporation or limited liability company, please sign in full corporate by President or other authorized officer or member. If a partnership, please sign in partnership name by authorized person.

The undersigned VCSY shareholder hereby directs that a written consent in respect of such shareholder's shares be provided as follows:

- 1. Proposal to remove Richard Wade and William Mills as members of the Board Of Directors and any other Director that may have been appointed since the filing with the SEC of the last 10k. —>>> 1.
- 2. Proposal to appoint Michael Short and John Adler to replace Richard Wade and William Mills as members of the Board of Directors. —>>> 2.
- 3. Proposal to repeal any amendments, changes, or modifications made to the Restated and Amended By-Laws dated as of January 13, 2015. —>>> 3.

Consent Withhold Consent Abstain

PLEASE INDICATE YOUR PROPOSAL SELECTION BY FIRMLY PLACING AN "X" IN THE APPROPRIATE NUMBERED BOX WITH BLUE OR BLACK INK ONLY
SEE VOTING INSTRUCTIONS NO. 3 ON REVERSE

Consent Withhold Consent Abstain A/C:

→

Consent Withhold Consent Abstain

Note: Please sign exactly as the name appears hereon. When shares are held by joint tenants, both should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If a corporation or limited liability company, please sign in full corporate by President or other authorized officer or member. If a partnership, please sign in partnership name by authorized person.

Note: This document must be dated to be counted.

White Consent Form

PLEASE MARK YOUR VOTES AS INDICATED IN THIS EXAMPLE:

D23381-Y09255-OPPWW

SIGNATURE(S)

DATE