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LODGED
MAY 27 2004
CLERK, U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
158

FILED
MAY 28 2004
CLERK, U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION AT SANTA ANA
DEPUTY

~~UNFILED IN DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA~~

FEDERAL TRADE COMMISSION,
Plaintiff,
v.
CHASE FINANCIAL FUNDING,
INC., a Nevada corporation,
JAMES F. BERRY, individually
and as President of Chase Financial
Funding, Inc.,
SUZANNE ADMIRE, individually
and as an officer and Vice President of
Chase Financial Funding, Inc., and
JEREMY ALEXANDER, individually
and as General Manager of Chase
Financial Funding, Inc.,
Defendants.

Case No. SACV04-549 GLT (ANx)

**[Proposed] STIPULATED
PRELIMINARY INJUNCTION**

Date: Not applicable
Time: Not applicable
Place: Courtroom of the
Honorable Gary L. Taylor

Plaintiff, the Federal Trade Commission ("Commission" or "FTC"), having filed a Complaint for Injunctive and Other Equitable Relief pursuant to Sections 5(a) and 13(b) of the Federal Trade Commission Act ("FTC Act"), 15 U.S.C. §§ 45(a) & 53(b), and Section 108(c) of the Truth in Lending Act ("TILA"), 15 U.S.C. § 1607(c), and having moved for a preliminary injunction, and the parties having agreed to entry

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BY *[Signature]* 040

30

1 of this Stipulated Preliminary Injunction ("Preliminary Injunction"), and the Court
2 having considered the Complaint, declarations, and other materials filed in this
3 action, and now being advised in the premises, finds that:

4 1. This Court has jurisdiction over the subject matter of this case, and there
5 is good cause to believe it will have jurisdiction over all the parties hereto.

6 2. Venue lies properly with this Court.

7 3. The Complaint states a claim upon which relief may be granted under
8 Sections 5 and 13(b) of the FTC Act, 15 U.S.C. §§ 45(a) and § 53(b); TILA, 15
9 U.S.C. § 1601 et seq.; and its implementing Regulation Z, 12 C.F.R. Part 226.

10 4. The Commission and Defendants agree that this Preliminary Injunction
11 is binding in form and scope pursuant to Federal Rule of Civil Procedure 65(d).

12 5. This Preliminary Injunction is in the best interests of all parties to this
13 action and is in the public interest.

14 6. This Preliminary Injunction does not constitute, and shall not be
15 interpreted to constitute, an admission by Defendants that they have engaged in
16 violations of any law or regulation. The stipulation and entry of this Preliminary
17 Injunction is not to be construed or deemed a waiver of any claims or defenses that
18 may be raised in this action.

19 7. No security is required of any agency of the United States for issuance of
20 a restraining order. Fed. R. Civ. P. 65(c).

21 DEFINITIONS

22 For purposes of this Preliminary Injunction, the following definitions shall
23 apply:

24 A. "Assets" means any legal or equitable interest in, right to, or claim to,
25 any real and personal property, including but not limited to chattel, goods,
26 instruments, equipment, fixtures, general intangibles, effects, leaseholds, premises,
27 contracts, mail or other deliveries, shares of stock, lists of consumer names,
28 inventory, checks, notes, accounts, credits, receivables, funds, and all cash, wherever

1 located.

2 B. "Clearly and conspicuously" means:

- 3 1. For print communications, the message shall be in a type size and
4 location sufficiently noticeable for an ordinary consumer to read
5 and comprehend it, in print that contrasts with the background
6 against which it appears.
- 7 2. In communications disseminated orally, the message shall be
8 delivered in a volume and cadence sufficient for an ordinary
9 consumer to comprehend it.
- 10 3. In communications made through an electronic medium (such as
11 television, video, radio, and interactive media such as the Internet,
12 online services, and software), the message shall be presented
13 simultaneously in both the audio and visual portions of the
14 communication. In any communication presented solely through
15 visual or audio means, the message may be made through the same
16 means by which the communication is presented. Any audio
17 message shall be delivered in a volume and cadence sufficient for
18 an ordinary consumer to hear and comprehend it. Any visual
19 message shall be of a size and shade, with a degree of contrast to
20 the background against which it appears, and shall appear on the
21 screen for a duration and in a location sufficiently noticeable for
22 an ordinary consumer to read and comprehend it.

23 The message shall be in understandable language and syntax. Nothing contrary to,
24 inconsistent with, or in mitigation of the message shall be used in any
25 communication.

26 C. "Defendants" means Chase Financial Funding, Inc., James F. Berry,
27 Suzanne Admire, and Jeremy Alexander, and each of them, including by whatever
28 names they might be known and individually and by whatever titles they might have.

1 D. "Document" is synonymous in meaning and equal in scope to the usage
2 of the term in Federal Rule of Civil Procedure 34(a), and includes but is not
3 necessarily limited to writings, drawings, graphs, charts, photographs, audio and
4 video recordings, computer records, and other data compilations from which
5 information can be obtained and translated, if necessary, into reasonably usable form
6 through detection devices. A draft or non-identical copy is a separate document
7 within the meaning of the term.

8 E. "Eligible Loan" means any loan provided by or brokered through Chase
9 Financial Funding, Inc., where Defendants represented to the borrower(s) at or before
10 closing that the borrower(s) would not have to pay one or more fees if the borrower(s)
11 refinanced the loan through Chase Financial Funding, Inc.

12 F. "Plaintiff" or "Commission" means Federal Trade Commission.

13 G. "Regulation Z" means the regulation the Federal Reserve Board ("FRB")
14 promulgated to implement TILA, 12 C.F.R. Part 226. The term also includes the FRB
15 Official Staff Commentary on Regulation Z, 12 C.F.R. Part 226, Supp. 1.

16 H. "TILA" means the Truth in Lending Act, 15 U.S.C. §§ 1601-1666j.

17 I. The terms "annual percentage rate," "consumer credit," and "finance
18 charge" are defined as set forth in Sections 226.2, 226.4, and 226.22 of Regulation Z,
19 12 C.F.R. §§ 226.2, 226.4, & 226.22.

20 **I. INJUNCTION AGAINST MISREPRESENTATIONS**

21 **IT IS THEREFORE ORDERED** that, in connection with the advertising,
22 promotion, offering, or sale of goods or services using the Internet (including but not
23 limited to e-mail or websites) or the advertising, offering, or extending of credit in or
24 affecting commerce, Defendants, and each of them, and their officers, directors,
25 agents, representatives, employees, subsidiaries, affiliates, successors, assigns, and all
26 persons or entities in active concert or participation with them who receive actual
27 notice of this Preliminary Injunction by personal service, facsimile, or otherwise, are
28 hereby preliminarily restrained and enjoined from making, or assisting others in

1 making, any express or implied misrepresentation, in any manner, directly or
2 indirectly, to any consumer or entity, including but not limited to misrepresenting,
3 expressly or by implication:

- 4 A. the payment schedule of the loan;
- 5 B. the monthly payment amount, interest rate, annual percentage rate,
6 finance charge, loan amount, loan term, or any other term of repayment;
- 7 C. the savings associated with the loan;
- 8 D. the amount of cash to be disbursed to the borrower out of the loan
9 proceeds, or the amount of cash to be disbursed on behalf of the
10 borrower to any third parties;
- 11 E. that payment of the minimum amount specified each month covers both
12 interest and principal;
- 13 F. that the loan does not have a prepayment penalty;
- 14 G. that no prepayment penalty and/or other fees or costs will be incurred if
15 the consumer subsequently refinances through Defendants; and
- 16 H. that the interest rate of the loan is fixed rather than adjustable or
17 adjustable rather than fixed.

18 **II. INJUNCTION REQUIRING DISCLOSURE OF NON-FULLY**
19 **AMORTIZING LOANS**

20 **IT IS FURTHER ORDERED** that, in connection with the advertising,
21 promotion, or offering to consumers of any loan where payment of the minimum
22 required monthly payment does not result in full amortization of the loan for that
23 period, Defendants, and each of them, and their officers, directors, agents,
24 representatives, employees, subsidiaries, affiliates, successors, assigns, and all
25 persons or entities in active concert or participation with them who receive actual
26 notice of this Preliminary Injunction by personal service, facsimile, or otherwise, are
27 hereby preliminarily restrained and enjoined from failing to disclose clearly and
28 conspicuously all circumstances under which payment of the minimum monthly

1 amount will not result in full amortization of the loan, and the effect that making such
2 a minimum payment will have on the principal balance and payment schedule of the
3 loan.

4
5 **III. INJUNCTION AGAINST VIOLATIONS OF TILA AND
REGULATION Z**

6 **IT IS FURTHER ORDERED** that, in connection with any advertisement to
7 promote directly or indirectly any extension of consumer credit, Defendants, and each
8 of them, and their officers, directors, agents, representatives, employees, subsidiaries,
9 affiliates, successors, assigns, and all persons or entities in active concert or
10 participation with them who receive actual notice of this Preliminary Injunction by
11 personal service, facsimile, or otherwise, are hereby preliminarily restrained and
12 enjoined from violating TILA and/or Regulation Z by:

- 13 A. advertising credit terms other than those terms that actually are or will be
14 arranged or offered by the creditor, in violation of Section 226.24(a) of
15 Regulation Z, 12 C.F.R. § 226.24(a);
- 16 B. stating a rate of finance charge without clearly and conspicuously
17 disclosing the accurate "annual percentage rate," and, if the annual
18 percentage rate may be increased after consummation, that fact, in
19 violation of Sections 144(c) and 107 of TILA, 15 U.S.C. §§ 1664(c) &
20 1606, and Sections 226.24(b) and 226.22 of Regulation Z, 12 C.F.R.
21 §§ 226.24(b) & 226.22;
- 22 C. advertising a payment rate in a transaction where the consumer's
23 payments are based upon a lower interest rate than the rate at which
24 interest is accruing, without also making all other disclosures required by
25 Section 226.24(b)-4 of the FRB Official Staff Commentary on
26 Regulation Z, 12 C.F.R. § 226.24(b)-4, Supp. 1 (including the rate at
27 which interest is in fact accruing and the annual percentage rate);
- 28 D. stating the period of repayment and/or the amount of a payment, but

1 failing to disclose clearly and conspicuously: (1) the terms of repayment
2 and/or (2) the annual percentage rate, using that term, and, if the rate
3 may be increased after consummation, that fact, in violation of Section
4 144(d) of TILA, 15 U.S.C. § 1664(d), and Section 226.24(c) of
5 Regulation Z, 12 C.F.R. § 226.24(c); or

6 E. failing to comply in any other respect with TILA and/or Regulation Z.

7 **IV. INJUNCTION AGAINST DECEPTIVE SUBJECT HEADINGS**

8 **IT IS FURTHER ORDERED** that Defendants, and each of them, and their
9 officers, directors, agents, representatives, employees, subsidiaries, affiliates,
10 successors, assigns, and all persons or entities in active concert or participation with
11 them who receive actual notice of this Preliminary Injunction by personal service,
12 facsimile, or otherwise, are hereby preliminarily restrained and enjoined from
13 initiating the transmission of any commercial electronic mail messages that contain
14 deceptive subject headings.

15 **V. FEES FOR REFINANCING**

16 **IT IS FURTHER ORDERED** that, for any Eligible Loan as defined above,
17 Defendant Chase Financial Funding, Inc., and its officers, directors, agents,
18 representatives, employees, subsidiaries, affiliates, successors, assigns, and all
19 persons or entities in active concert or participation with them who receive actual
20 notice of this Preliminary Injunction by personal service, facsimile, or otherwise, are
21 hereby preliminarily enjoined and restrained from charging any fees to refinance the
22 Eligible Loan that Defendants represented to the borrower(s) at or before the Eligible
23 Loan's closing that the borrower(s) would not have to pay if the borrower(s)
24 refinanced the Eligible Loan through Chase Financial Funding, Inc. In connection
25 with any refinancing of an Eligible Loan, Defendant Chase Financial Funding, Inc.
26 shall offer each borrower the best interest rate and program available for that
27 borrower from the lenders used by Defendant Chase Financial Funding, Inc., using
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1 standard underwriting criteria, given the borrower's credit score, type of loan desired,
2 proposed loan-to-value ratio, proposed debt-to-income ratio, length of time in
3 residence, length of time in current job, and other standard and appropriate
4 underwriting criteria used at the time of application.

5 **VI. RESTRICTION ON DISSIPATION OF INDIVIDUAL AND**
6 **CORPORATE ASSETS**

7 **IT IS FURTHER ORDERED** that Defendants, and each of them, and their
8 officers, directors, agents, representatives, employees, subsidiaries, affiliates,
9 successors, assigns, and all persons or entities in active concert or participation with
10 them who receive actual notice of this Preliminary Injunction by personal service,
11 facsimile, or otherwise, are hereby preliminarily enjoined from directly or indirectly
12 selling, liquidating, assigning, transferring, converting, loaning, encumbering,
13 pledging, investing, concealing, dissipating, or otherwise disposing of any funds or
14 other assets which are owned and controlled by, or held for the benefit of, in whole or
15 in part, or in the possession of, Defendants, except for living and business expenses
16 that are reasonable, actual, ordinary, and necessary and reasonable attorneys fees.
17 Defendants shall produce a quarterly balance sheet to the Commission no later than
18 five (5) business days after the end of each quarter.

19 *Provided, however, that:*

20 1. Defendants may continue to pay all mortgages currently held in
21 Defendants' names that were disclosed to the Commission on May ~~26~~, 2004, and with
22 three (3) business days' prior notice to the Commission of the proposed terms and
23 lender of any proposed refinancing, Defendants may refinance any property in order
24 to reduce financing costs and/or interest payments, without increasing the amount of
25 debt secured by the property;

26 2. On the tenth (10th) day of each month, Defendants shall provide the
27 Commission a listing of total monthly income for the preceding calendar month; and

28 3. With regard to living and business expenses, on the tenth (10th) day of

1 each month, Defendant Chase Financial Funding, Inc. shall report to the Commission
2 if its expenditures or transfers to any one recipient exceeded \$10,000 in fair market
3 value in the preceding calendar month, specifying the name of the recipient and the
4 amount and reason for the expenditure or transfer, and Defendants James F. Berry,
5 Suzanne Admire, and Jeremy Alexander shall report to the Commission if his or her
6 expenditures or transfers to any one recipient exceeded \$4,000 in fair market value in
7 the preceding calendar month, specifying the name of the recipient and the amount
8 and reason for the expenditure or transfer.

9 **VII. FINANCIAL STATEMENTS**

10 **IT IS FURTHER ORDERED** that each Defendant shall:

11 A. Within ten (10) business days of service of this Preliminary Injunction,
12 prepare and deliver to counsel for Plaintiff sworn completed financial statements on
13 the forms attached to this Preliminary Injunction as Attachments A and B, for
14 themselves individually and for each business entity under which they conduct
15 business, or of which they are an officer, and for each trust of which they are a
16 trustee. The financial statements shall be accurate as of the date of entry of this
17 Preliminary Injunction; and

18 B. Within ten (10) business days of any material change in the information
19 contained in the financial statements required above, or any other material change to
20 the financial condition of the Defendant, amend the financial statement to reflect such
21 change.

22 **VIII. IDENTIFYING INFORMATION RELATING TO**
23 **ACCOUNTANTS, FINANCIAL PLANNERS, INVESTMENT**
24 **ADVISORS, STOCK BROKERS AND OTHERS**

25 **IT IS FURTHER ORDERED** that each Defendant, within ten (10) business
26 days after service of this Preliminary Injunction, shall provide counsel for the
27 Commission: (1) the name, address and telephone number for each accountant,
28 financial planner, investment advisor, stock broker or other individual, corporation or
partnership whom they paid for financial, business or tax advice or services, since

1 January 1, 2003; and (2) the name, address and telephone number for each
2 accountant, financial planner, investment advisor, stock broker or other individual,
3 corporation or partnership who was hired on behalf of any of Defendants since
4 January 1, 2003.

5 **IX. PLAINTIFF'S ACCESS TO BUSINESS RECORDS**

6 **IT IS FURTHER ORDERED** that Defendants shall, within thirty-five (35)
7 calendar days of service of this Preliminary Injunction, produce to Plaintiff for
8 inspection, inventory and/or copying, at the FTC's Western Regional Office located at
9 10877 Wilshire Blvd., Ste. 700, Los Angeles, CA 90024, at Defendants' place of
10 business in Orange County, California, or at another location designated by Plaintiff,
11 copies of all computer files (including but not limited to all e-mail records) and
12 storage media (including but not limited to floppy disks, hard drives, cd-roms, zip
13 disks, punch cards, magnetic tape, backup tapes and computer chips) on which
14 information has been saved, used by Defendants, in whole or in part, relating to
15 Defendants' business practices, and any and all equipment needed to read any such
16 material.

17 The Commission shall return materials produced by Defendants within five (5)
18 business days of completing said inventory and copying.

19 **X. MAINTENANCE OF CURRENT BUSINESS RECORDS**

20 **IT IS FURTHER ORDERED** that Defendants, and each of them, and their
21 officers, directors, agents, representatives, employees, subsidiaries, affiliates,
22 successors, assigns, and all persons or entities in active concert or participation with
23 them who receive actual notice of this Preliminary Injunction by personal service,
24 facsimile, or otherwise, whether acting directly or through any corporation,
25 subsidiary, division or other device, are hereby temporarily restrained and enjoined
26 from:

27 A. failing to create and maintain books, records, accounts, bank statements,
28 current accountants' reports, and any other data which, in reasonable detail, accurately

1 and fairly reflect the transactions and dispositions of the assets of any Defendant;

2 B. destroying, erasing, mutilating, concealing, altering, transferring, or
3 otherwise disposing of, in any manner, directly or indirectly, any books, records,
4 tapes, discs, accounting data, checks (fronts and backs), correspondence, forms,
5 advertisements, brochures, manuals, electronically stored data, banking records,
6 customer lists, customer files, invoices, telephone records, ledgers, payroll records, or
7 other documents of any kind, including information stored in computer-maintained
8 form (such as electronic mail), in their possession, and other documents or records of
9 any kind that relate to the business practices or finances of any Defendant; and

10 C. failing to maintain complete records of any consumer complaints and
11 disputes, whether coming from the consumer or any intermediary, such as a
12 government agency or Better Business Bureau, and any responses made to those
13 complaints or disputes.

14 **XI. MONITORING COMPLIANCE OF PERSONNEL**

15 **IT IS FURTHER ORDERED** that Defendants are hereby preliminarily
16 restrained and enjoined from:

17 A. Failing to take reasonable steps sufficient to monitor and ensure that all
18 employees and independent contractors engaged in marketing and other customer
19 service functions comply with Sections I - V of this Preliminary Injunction; and

20 B. Failing promptly to investigate fully any consumer complaint.

21 **XII. DISTRIBUTION OF ORDER BY DEFENDANTS**

22 **IT IS FURTHER ORDERED** that Defendants shall immediately provide a
23 copy of this Preliminary Injunction to each affiliate, subsidiary, division, sales entity,
24 successor, assign, officer, director, employee, independent contractor, agent, attorney,
25 spouse and representative of Defendants, and shall, within ten (10) business days
26 from the date of entry of this Preliminary Injunction, provide the Commission with a
27 sworn statement that Defendants have complied with this provision of the Preliminary
28 Injunction, which statement shall include the names and addresses of each such

1 person or entity who received a copy of the Preliminary Injunction.

2 **XIII. SERVICE OF ORDER**

3 **IT IS FURTHER ORDERED** that copies of this Preliminary Injunction may
4 be served by any means, including facsimile transmission, personal or overnight
5 delivery, or U.S. mail, upon (1) any Defendant and (2) any other person or entity that
6 may be subject to any provision of this Preliminary Injunction.

7 **XIV. DURATION OF PRELIMINARY INJUNCTION**

8 **IT IS FURTHER ORDERED** that the Preliminary Injunction granted herein
9 shall remain in effect until further order of the Court. The hearing on the Preliminary
10 Injunction set for June 7, 2004 is hereby taken off the calendar.

11 **XV. SERVICE UPON THE PARTIES**

12 **IT IS FURTHER ORDERED**, with regard to any correspondence or
13 pleadings related to this Preliminary Injunction, that (1) service on the Commission
14 shall be performed by delivery to the attention of Amanda Quester and T. Kevin
15 Marr, Division of Financial Practices, Federal Trade Commission, 600 Pennsylvania
16 Avenue, NW, Mailstop NJ-3158, Washington, DC 20580, (202) 326-2719, or by
17 facsimile transmission to (202) 326-3768, and (2) service upon the Defendants shall
18 be performed by delivery to the attention of (a) Harvey I. Saferstein and Nada I.
19 Shamonki, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., 1620 26th Street,
20 Suite 2068 North, Santa Monica, California 90404, (310) 586-3200, or by facsimile
21 transmission to (310) 586-3202 and (b) Lewis Rose, Collier Shannon Scott, PLLC,
22 Washington Harbour, Suite 400, 3050 K Street, N.W., Washington, DC 20007, (202)
23 342-8821, or by facsimile transmission to (202) 342-8451.

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XVI. RETENTION OF JURISDICTION

IT IS FURTHER ORDERED that this Court shall retain jurisdiction of this matter for all purposes. No security is required of any agency of the United States for the issuance of a preliminary injunction. Fed. R. Civ. P. 65(c).

STIPULATED AND AGREED TO AS FOLLOWS:

FOR PLAINTIFF:
DATED: May 27, 2004

Amanda Quester
Amanda Quester, Esq.
T. Kevin Marr, Esq.
Federal Trade Commission
Division of Financial Practices
600 Pennsylvania Ave., NW
Mailstop NJ-3158
Washington, DC 20580
(202) 326-2719 (phone)
(202) 326-3768 (fax)
Attorneys for Plaintiff

FOR DEFENDANTS:
DATED: May 27, 2004

Harvey I Saterstein
Harvey I Saterstein, Esq.
Nada I. Shamoni, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky & Popeo PC
1620 26th Street, Suite 2068 North
Santa Monica, CA 90404
(310)586-3200 (phone); (310) 586-3202 (fax)
Attorneys for Defendants

FOR DEFENDANT CHASE FINANCIAL FUNDING, INC.:

James F. Berry, President

FOR DEFENDANT JAMES F. BERRY:

James F. Berry

FOR DEFENDANT SUZANNE ADMIRE:

Suzanne Admire

FOR DEFENDANT JEREMY ALEXANDER:

Jeremy Alexander

IT IS SO ORDERED, this _____ day of _____, 2004, at _____m.

Hon. Gary L. Taylor

1 **XVI. RETENTION OF JURISDICTION**

2 **IT IS FURTHER ORDERED** that this Court shall retain jurisdiction of this
3 matter for all purposes. No security is required of any agency of the United States for
4 the issuance of a preliminary injunction. Fed. R. Civ. P. 65(c).

5 **STIPULATED AND AGREED TO AS FOLLOWS:**

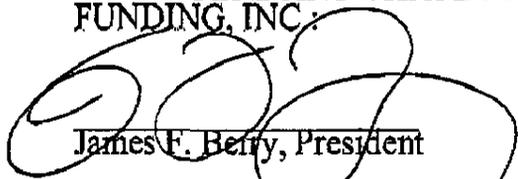
6 **FOR PLAINTIFF:**
7 **DATED:** _____

FOR DEFENDANTS:
DATED: _____

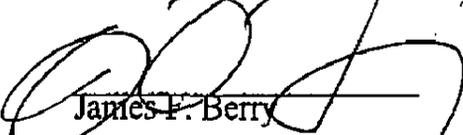
8
9 Amanda Quester, Esq.
10 T. Kevin Marr, Esq.
11 Federal Trade Commission
12 Division of Financial Practices
13 600 Pennsylvania Ave., NW
14 Mailstop NJ-3158
15 Washington, DC 20580
16 (202) 326-2719 (phone)
17 (202) 326-3768 (fax)
18 Attorneys for Plaintiff

Harvey I Saferstein, Esq.
Nada I. Shamonki, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky & Popeo PC
1620 26th Street, Suite 2068 North
Santa Monica, CA 90404
(310)586-3200 (phone); (310) 586-3202 (fax)
Attorneys for Defendants

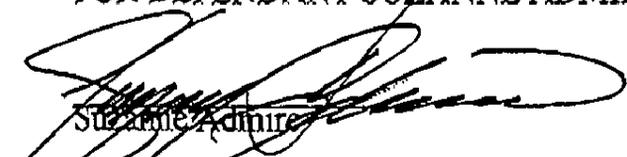
FOR DEFENDANT CHASE FINANCIAL FUNDING, INC.:


James F. Berry, President

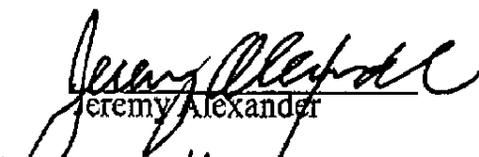
FOR DEFENDANT JAMES F. BERRY:


James F. Berry

FOR DEFENDANT SUZANNE ADMIRE:


Suzanne Admire

FOR DEFENDANT JEREMY ALEXANDER:


Jeremy Alexander

26 IT IS SO ORDERED, this 28th day of May, 2004, at 9⁵⁰ A.m.

27  *
28 Hon. Gary L. Taylor

* At parties' request, Court inserted date on pag 8, line 20.



FEDERAL TRADE COMMISSION

FINANCIAL STATEMENT OF INDIVIDUAL DEFENDANT

Instructions:

1. Complete all items. Enter "None" or "N/A" ("Not Applicable") where appropriate. If you cannot fully answer a question, explain why.
2. "Dependents" include your live-in companion, dependent children, or any other person, whom you or your spouse (or your children's other parent) claimed or could have claimed as a dependent for tax purposes at any time during the past five years.
3. "Assets" and "Liabilities" include ALL assets and liabilities, located within the United States or elsewhere; whether held individually or jointly.
4. Attach continuation pages as needed. On the financial statement, state next to the Item number that the Item is being continued. On the continuation page(s), identify the Item number(s) being continued.
5. Type or print legibly.
6. Initial each page in the space provided in the lower right corner.
7. Sign and date the completed financial statement on the last page.

Penalty for False Information:

Federal law provides that any person may be imprisoned for not more than five years, fined, or both, if such person:

(1) "in any matter within the jurisdiction of any department or agency of the United States knowingly and willfully falsifies, conceals or covers up by any trick, scheme, or device a material fact, or makes any false, fictitious or fraudulent statements or representations, or makes or uses any false writing or document knowing the same to contain any false, fictitious or fraudulent statement or entry" (18 U.S.C. § 1001);

(2) "in any . . . statement under penalty of perjury as permitted under section 1746 of title 28, United States Code, willfully subscribes as true any material matter which he does not believe to be true" (18 U.S.C. § 1621); or

(3) "in any (. . . statement under penalty of perjury as permitted under section 1746 of title 28, United States Code) in any proceeding before or ancillary to any court or grand jury of the United States knowingly makes any false material declaration or makes or uses any other information . . . knowing the same to contain any false material declaration" (18 U.S.C. § 1623).

For a felony conviction under the provisions cited above, federal law provides that the fine may be not more than the greater of (i) \$250,000 for an individual or \$500,000 for a corporation, or (ii) if the felony results in pecuniary gain to any person or pecuniary loss to any person other than the defendant, the greater of twice the gross gain or twice the gross loss. 18 U.S.C. § 3571.

BACKGROUND INFORMATION

Item 1. Information About You

Your Full Name _____ Social Security No. _____

Place of Birth _____ Date of Birth _____ Drivers License No. _____

Current Address _____ From (Date) _____

Rent or Own? _____ Telephone No. _____ Facsimile No. _____

E-Mail Address _____ Internet Home Page _____

Previous Addresses for past five years:

Address _____ Rent or Own? _____ From/Until _____

Address _____ Rent or Own? _____ From/Until _____

Identify any other name(s) and/or social security number(s) you have used, and the time period(s) during which they were used _____

Item 2. Information About Your Spouse or Live-In Companion

Spouse/Companion's Name _____ Social Security No. _____

Place of Birth _____ Date of Birth _____

Identify any other name(s) and/or social security number(s) your spouse/companion has used, and the time period(s) during which they were used _____

Address (if different from yours) _____

From (Date) _____ Rent or Own? _____ Telephone No. _____

Employer's Name and Address _____

Job Title _____ Years in Present Job _____ Annual Gross Salary/Wages \$ _____

Item 3. Information About Your Previous Spouse

Previous Spouse's Name & Address _____

_____ Social Security No. _____ Date of Birth _____

Item 4. Contact Information

Name & Address of Nearest Living Relative or Friend _____

Telephone No. _____

Item 5. Information About Dependents Who Live With You

▶Name _____ Date of Birth _____
Relationship _____ Social Security No. _____
▶Name _____ Date of Birth _____
Relationship _____ Social Security No. _____
▶Name _____ Date of Birth _____
Relationship _____ Social Security No. _____

Item 6. Information About Dependents Who Do Not Live With You

▶Name & Address _____
Date of Birth _____ Relationship _____ Social Security No. _____
▶Name Address _____
Date of Birth _____ Relationship _____ Social Security No. _____
▶Name & Address _____
Date of Birth _____ Relationship _____ Social Security No. _____

Item 7. Employment Information

Provide the following information for this year-to-date and for each of the previous five full years, for each company of which you were a director, officer, employee, agent, contractor, participant or consultant at any time during that period. "Income" includes, but is not limited to, any salary, commissions, draws, consulting fees, loans, loan payments, dividends, royalties or other benefits for which you did not pay (e.g., health insurance premiums, automobile lease or loan payments) received by you or anyone else on your behalf.

▶Company Name & Address _____
Dates Employed: From (Month/Year) _____ To (Month/Year) _____
Positions Held with Beginning and Ending Dates _____

Item 7. continued

-16-

Income Received: This year-to-date: \$ _____ : \$ _____
20____ : \$ _____ : \$ _____
_____ : \$ _____ : \$ _____

Company Name & Address _____

Dates Employed: From (Month/Year) _____ To (Month/Year) _____

Positions Held with Beginning and Ending Dates _____

Income Received: This year-to-date: \$ _____ : \$ _____
20____ : \$ _____ : \$ _____
_____ : \$ _____ : \$ _____

Company Name & Address _____

Dates Employed: From (Month/Year) _____ To (Month/Year) _____

Positions Held with Beginning and Ending Dates _____

Income Received: This year-to-date: \$ _____ : \$ _____
20____ : \$ _____ : \$ _____
_____ : \$ _____ : \$ _____

Item 8. Pending Lawsuits Filed by You or Your Spouse

List all pending lawsuits that have been filed by you or your spouse in court or before an administrative agency. (List lawsuits that resulted in final judgments or settlements in Items 16 and 25).

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Item 9. Pending Lawsuits Filed Against You or Your Spouse

List all pending lawsuits that have been filed against you or your spouse in court or before an administrative agency. (List

lawsuits that resulted in final judgments or settlements in Items 16 and 25).

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Item 10. Safe Deposit Boxes

List all safe deposit boxes, located within the United States or elsewhere, held by you, your spouse, or any of your dependents, or held by others for the benefit of you, your spouse, or any of your dependents. *On a separate page, describe the contents of each box.*

<u>Owner's Name</u>	<u>Name & Address of Depository Institution</u>	<u>Box No.</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Item 11. Business Interests

List all businesses for which you, your spouse, or your dependents are an officer or director.

►Business' Name & Address _____

Business Format (e.g., corporation) _____ Description of Business _____

_____ Position(s) Held, and By Whom _____

►Business' Name & Address _____

Business Format (e.g., corporation) _____ Description of Business _____

_____ Position(s) Held, and By Whom _____

►Business' Name & Address _____

Business Format (e.g., corporation) _____ Description of Business _____

_____ Position(s) Held, and By Whom _____

FINANCIAL INFORMATION: ASSETS AND LIABILITIES

REMINDER: "Assets" and "Liabilities" include ALL assets and liabilities, located within the United States or elsewhere, whether held individually or jointly.

Item 12. Cash, Bank, and Money Market Accounts

List cash and all bank and money market accounts, including but not limited to, checking accounts, savings accounts, and certificates of deposit, held by you, your spouse, or your dependents, or held by others for the benefit of you, your spouse, or your dependents. The term "cash" includes currency and uncashed checks.

Cash on Hand \$ _____ Cash Held For Your Benefit \$ _____

<u>Name on Account</u>	<u>Name & Address of Financial Institution</u>	<u>Account No.</u>	<u>Current Balance</u>
_____	_____	_____	\$ _____
_____	_____	_____	\$ _____
_____	_____	_____	\$ _____
_____	_____	_____	\$ _____
_____	_____	_____	\$ _____
_____	_____	_____	\$ _____

Item 13. U.S. Government Securities

List all U.S. Government securities, including but not limited to, savings bonds, treasury bills, and treasury notes, held by you, your spouse, or your dependents, or held by others for the benefit of you, your spouse, or your dependents.

<u>Name on Account</u>	<u>Type of Obligation</u>	<u>Security Amount</u>	<u>Maturity Date</u>
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____

Item 14. Publicly Traded Securities and Loans Secured by Them

List all publicly traded securities, including but not limited to, stocks, stock options, registered and bearer bonds, state and municipal bonds, and mutual funds, held by you, your spouse, or your dependents, or held by others for the benefit of you, your spouse, or your dependents.

▶ Issuer _____ Type of Security _____ No. of Units Owned _____

Name on Security _____ Current Fair Market Value \$ _____ Loan(s) Against Security \$ _____

Broker House, Address _____ Broker Account No. _____

▶ Issuer _____ Type of Security _____ No. of Units Owned _____

Name on Security _____ Current Fair Market Value \$ _____ Loan(s) Against Security \$ _____

Broker House, Address _____ Broker Account No. _____

Item 15. Other Business Interests

List all other business interests, including but not limited to, non-public corporations, subchapter-S corporations, limited liability corporations ("LLCs"), general or limited partnership interests, joint ventures, sole proprietorships, and oil and mineral leases, held by you, your spouse, or your dependents, or held by others for the benefit of you, your spouse, or your dependents.

▶ Business Format _____ Business' Name & Address _____

_____ Ownership % _____

Owner (e.g., self, spouse) _____ Current Fair Market Value \$ _____

▶ Business Format _____ Business' Name & Address _____

_____ Ownership % _____

Owner (e.g., self, spouse) _____ Current Fair Market Value \$ _____

Item 16. Monetary Judgments or Settlements Owed to You, Your Spouse, or Your Dependents

List all monetary judgments or settlements owed to you, your spouse, or your dependents.

▶ Opposing Party's Name & Address _____

Court's Name & Address _____ Docket No. _____

Nature of Lawsuit _____ Date of Judgment _____ Amount \$ _____

▶ Opposing Party's Name & Address _____

Court's Name & Address _____ Docket No. _____

Nature of Lawsuit _____ Date of Judgment _____ Amount \$ _____

Item 17. Other Amounts Owed to You, Your Spouse, or Your Dependents

List all other amounts owed to you, your spouse, or your dependents.

Debtor's Name, Address, & Telephone No. _____

Original Amount Owed \$ _____ Current Amount Owed \$ _____ Monthly Payment \$ _____

Item 18. Life Insurance Policies

List all life insurance policies held by you, your spouse, or your dependents.

•Insurance Company's Name, Address, & Telephone No. _____

Insured _____ Beneficiary _____ Face Value \$ _____

Policy No. _____ Loans Against Policy \$ _____ Surrender Value \$ _____

•Insurance Company's Name, Address, & Telephone No. _____

Insured _____ Beneficiary _____ Face Value \$ _____

Policy No. _____ Loans Against Policy \$ _____ Surrender Value \$ _____

Item 19. Deferred Income Arrangements

List all deferred income arrangements, including but not limited to, deferred annuities, pensions plans, profit-sharing plans, 401(k) plans, IRAs, Keoghs, and other retirement accounts, held by you, your spouse, or your dependents, or held by others for the benefit of you, your spouse, or your dependents.

•Name on Account _____ Type of Plan _____ Date Established _____

Trustee or Administrator's Name, Address & Telephone No. _____

Account No. _____ Surrender Value \$ _____

•Name on Account _____ Type of Plan _____ Date Established _____

Trustee or Administrator's Name, Address & Telephone No. _____

Account No. _____ Surrender Value \$ _____

Item 20. Personal Property

List all personal property, by category, whether held for personal use or for investment, including but not limited to,

furniture and household goods of value, computer equipment, electronics, coins, stamps, artwork, gemstones, jewelry, bullion, other collectibles, copyrights, patents, and other intellectual property, held by you, your spouse, or your dependents, or held by others for the benefit of you, your spouse, or your dependents.

<u>Property Category</u> (e.g., artwork, jewelry)	<u>Name of Owner</u>	<u>Property Location</u>	<u>Acquisition Cost</u>	<u>Current Value</u>
_____	_____	_____	\$ _____	\$ _____
_____	_____	_____	\$ _____	\$ _____
_____	_____	_____	\$ _____	\$ _____
_____	_____	_____	\$ _____	\$ _____
_____	_____	_____	\$ _____	\$ _____
_____	_____	_____	\$ _____	\$ _____

Item 21. Cars, Trucks, Motorcycles, Boats, Airplanes, and Other Vehicles

List all cars, trucks, motorcycles, boats, airplanes, and other vehicles owned or operated by you, your spouse, or your dependents, or held by others for the benefit of you, your spouse, or your dependents.

▶ Vehicle Type _____ Make _____ Model _____ Year _____

Registered Owner's Name _____ Registration State & No. _____

Address of Vehicle's Location _____

Purchase Price \$ _____ Current Value \$ _____ Account/Loan No. _____

Lender's Name and Address _____

Original Loan Amount \$ _____ Current Loan Balance \$ _____ Monthly Payment \$ _____

▶ Vehicle Type _____ Make _____ Model _____ Year _____

Registered Owner's Name _____ Registration State & No. _____

Address of Vehicle's Location _____

Purchase Price \$ _____ Current Value \$ _____ Account/Loan No. _____

Lender's Name and Address _____

Original Loan Amount \$ _____ Current Loan Balance \$ _____ Monthly Payment \$ _____

Item 21. Continued

▶ Vehicle Type _____ Make _____ Model _____ Year _____

Registered Owner's Name _____ Registration State & No. _____

Address of Vehicle's Location _____

Purchase Price \$ _____ Current Value \$ _____ Account/Loan No. _____

Lender's Name and Address _____

Original Loan Amount \$ _____ Current Loan Balance \$ _____ Monthly Payment \$ _____

Item 22. Real Property

List all real estate held by you, your spouse, or your dependents, or held by others for the benefit of you, your spouse, or your dependents.

•Type of Property _____ Property's Location _____

Name(s) on Title and Ownership Percentages _____

Acquisition Date _____ Purchase Price \$ _____ Current Value \$ _____

Basis of Valuation _____ Loan or Account No. _____

Lender's Name and Address _____

Current Balance On First Mortgage \$ _____ Monthly Payment \$ _____

Other Loan(s) (describe) _____ Current Balance \$ _____

Monthly Payment \$ _____ Rental Unit? _____ Monthly Rent Received \$ _____

•Type of Property _____ Property's Location _____

Name(s) on Title and Ownership Percentages _____

Acquisition Date _____ Purchase Price \$ _____ Current Value \$ _____

Basis of Valuation _____ Loan or Account No. _____

Lender's Name and Address _____

Current Balance On First Mortgage \$ _____ Monthly Payment \$ _____

Other Loan(s) (describe) _____ Current Balance \$ _____

Monthly Payment \$ _____ Rental Unit? _____ Monthly Rent Received \$ _____

Item 23. Credit Cards

List each credit card held by you, your spouse, or your dependents. Also list any other credit cards that you, your spouse, or your dependents use.

Name of Credit Card (e.g., Visa, MasterCard, Department Store)

Account No.

Name(s) on Account

Current Balance

Minimum Monthly Payment

\$ _____ \$ _____
\$ _____ \$ _____
\$ _____ \$ _____
\$ _____ \$ _____
\$ _____ \$ _____
\$ _____ \$ _____

Item 24. Taxes Payable

List all taxes, such as income taxes or real estate taxes, owed by you, your spouse, or your dependants.

Type of Tax

Amount Owed

Year Incurred

_____ \$ _____
_____ \$ _____
_____ \$ _____
_____ \$ _____

Item 25. Judgments or Settlements Owed

List all judgments or settlements owed by you, your spouse, or your dependants.

Opposing Party's Name & Address _____

Court's Name & Address _____ Docket No. _____

Nature of Lawsuit _____ Date _____ Amount \$ _____

Item 26. Other Loans and Liabilities

List all other loans or liabilities in your, your spouse's, or your dependents' names.

▶Name & Address of Lender/Creditor _____

Nature of Liability _____ Name(s) on Liability _____

Date of Liability _____ Amount Borrowed \$ _____ Current Balance \$ _____

Payment Amount \$ _____ Frequency of Payment _____

▶Name & Address of Lender/Creditor _____

Nature of Liability _____ Name(s) on Liability _____

Date of Liability _____ Amount Borrowed \$ _____ Current Balance \$ _____

Payment Amount \$ _____ Frequency of Payment _____

OTHER FINANCIAL INFORMATION

Item 27. Tax Returns

List all federal tax returns that were filed during the last three years by or on behalf of you, your spouse, or your dependents. *Provide a copy of each signed tax return that was filed during the last three years.*

<u>Tax Year</u>	<u>Name(s) on Return</u>	<u>Refund Expected</u>
_____	_____	\$ _____
_____	_____	\$ _____
_____	_____	\$ _____

Item 28. Applications for Credit

List all applications for bank loans or other extensions of credit that you, your spouse, or your dependents have submitted within the last two years. *Provide a copy of each application, including all attachments.*

<u>Name(s) on Application</u>	<u>Name & Address of Lender</u>
_____	_____
_____	_____
_____	_____

Item 29. Trusts and Escrows

List all funds or other assets that are being held in trust or escrow by any person or entity for you, your spouse, or your dependents. Also list all funds or other assets that are being held in trust or escrow by you, your spouse, or your dependents, for any person or entity. *Provide copies of all executed trust documents.*

<u>Trustee or Escrow Agent's Name & Address</u>	<u>Date Established</u>	<u>Grantor</u>	<u>Beneficiaries</u>	<u>Present Market Value of Assets</u>
				\$ _____
				\$ _____
				\$ _____
				\$ _____
				\$ _____

Item 30. Transfers of Assets

List each person to whom you have transferred, in the aggregate, more than \$2,500 in funds or other assets during the previous three years by loan, gift, sale, or other transfer. For each such person, state the total amount transferred during that period.

<u>Transferee's Name, Address, & Relationship</u>	<u>Property Transferred</u>	<u>Aggregate Value</u>	<u>Transfer Date</u>	<u>Type of Transfer (e.g., Loan, Gift)</u>
		\$ _____		
		\$ _____		
		\$ _____		
		\$ _____		
		\$ _____		
		\$ _____		
		\$ _____		
		\$ _____		

SUMMARY FINANCIAL SCHEDULES

Item 31. Combined Balance Sheet for You, Your Spouse, and Your Dependents

<u>ASSETS</u>		<u>LIABILITIES</u>	
Cash on Hand (Item 12)	\$ _____	Credit Cards (Item 23)	\$ _____
Cash in Financial Institutions (Item 12)	\$ _____	Motor Vehicles - Liens (Item 21)	\$ _____
U.S. Government Securities (Item 13)	\$ _____	Real Property - Encumbrances (Item 22)	\$ _____
Publicly Traded Securities (Item 14)	\$ _____	Loans Against Publicly Traded Securities (Item 14)	\$ _____
Other Business Interests (Item 15)	\$ _____	Taxes Payable (Item 24)	\$ _____
Judgments or Settlements Owed to You (Item 16)	\$ _____	Judgments or Settlements Owed (Item 25)	\$ _____
Other Amounts Owed to You (Item 17)	\$ _____	Other Loans and Liabilities (Item 26)	\$ _____
Surrender Value of Life Insurance (Item 18)	\$ _____	<u>Other Liabilities (Itemize)</u>	
Deferred Income Arrangements (Item 19)	\$ _____	_____	\$ _____
Personal Property (Item 20)	\$ _____	_____	\$ _____
Motor Vehicles (Item 21)	\$ _____	_____	\$ _____
Real Property (Item 22)	\$ _____	_____	\$ _____
<u>Other Assets (Itemize)</u>		_____	\$ _____
_____	\$ _____	_____	\$ _____
_____	\$ _____	_____	\$ _____
_____	\$ _____	_____	\$ _____
_____	\$ _____	_____	\$ _____
Total Assets	\$ _____	Total Liabilities	\$ _____

Item 32. Combined Average Monthly Income and Expenses for You, Your Spouse, and Your Dependents for the Last 6 Months

Provide the average monthly income and expenses for you, your spouse, and your dependents for the last 6 months. Do not include credit card payments separately; rather, include credit card expenditures in the appropriate categories.

<u>INCOME</u>		<u>EXPENSES</u>	
Salary - After Taxes	\$ _____	Mortgage Payments for Residence(s)	\$ _____
Fees, Commissions, and Royalties	\$ _____	Property Taxes for Residence(s)	\$ _____
Interest	\$ _____	Rental Property Expenses, Including Mortgage Payments, Taxes, and Insurance	\$ _____
Dividends and Capital Gains	\$ _____	Car or Other Vehicle Lease or Loan Payments	\$ _____
Gross Rental Income	\$ _____	Food Expenses	\$ _____
Profits from Sole Proprietorships	\$ _____	Clothing Expenses	\$ _____
Distributions from Partnerships, S-Corporations, and LLCs	\$ _____	Utilities	\$ _____
Distributions from Trusts and Estates	\$ _____	Medical Expenses, Including Insurance	\$ _____
Distributions from Deferred Income Arrangements	\$ _____	Other Insurance Premiums	\$ _____
Social Security Payments	\$ _____	Other Transportation Expenses	\$ _____
Alimony/Child Support Received	\$ _____	Other Household Expenses	\$ _____
Gambling Income	\$ _____	<u>Other Expenses (Itemize)</u>	
<u>Other Income (Itemize)</u>		_____	\$ _____
_____	\$ _____	_____	\$ _____
_____	\$ _____	_____	\$ _____
_____	\$ _____	_____	\$ _____
Total Income	\$ _____	Total Expenses	\$ _____



FEDERAL TRADE COMMISSION

FINANCIAL STATEMENT OF CORPORATE DEFENDANT

Instructions:

1. Complete all items. Enter "None" or "N/A" ("Not Applicable") where appropriate. If you cannot fully answer a question, explain why.
2. In completing this financial statement, "the corporation" refers not only to this corporation but also to each of its predecessors that are not named defendants in this action.
3. When an Item asks for information about assets or liabilities "held by the corporation," include ALL such assets and liabilities, located within the United States or elsewhere, held by the corporation or held by others for the benefit of the corporation.
4. Attach continuation pages as needed. On the financial statement, state next to the Item number that the Item is being continued. On the continuation page(s), identify the Item number being continued.
5. Type or print legibly.
6. An officer of the corporation must sign and date the completed financial statement on the last page and initial each page in the space provided in the lower right corner.

Penalty for False Information:

Federal law provides that any person may be imprisoned for not more than five years, fined, or both, if such person:

- (1) "in any matter within the jurisdiction of any department or agency of the United States knowingly and willfully falsifies, conceals or covers up by any trick, scheme, or device a material fact, or makes any false, fictitious or fraudulent statements or representations, or makes or uses any false writing or document knowing the same to contain any false, fictitious or fraudulent statement or entry" (18 U.S.C. § 1001);
- (2) "in any . . . statement under penalty of perjury as permitted under section 1746 of title 28, United States Code, willfully subscribes as true any material matter which he does not believe to be true" (18 U.S.C. § 1621); or
- (3) "in any (. . . statement under penalty of perjury as permitted under section 1746 of title 28, United States Code) in any proceeding before or ancillary to any court or grand jury of the United States knowingly makes any false material declaration or makes or uses any other information . . . knowing the same to contain any false material declaration." (18 U.S.C. § 1623).

For a felony conviction under the provisions cited above, federal law provides that the fine may be not more than the greater of (i) \$250,000 for an individual or \$500,000 for a corporation, or (ii) if the felony results in pecuniary gain to any person or pecuniary loss to any person other than the defendant, the greater of twice the gross gain or twice the gross loss. 18 U.S.C. § 3571.

BACKGROUND INFORMATION

Item 1. General Information

Corporation's Full Name _____

Primary Business Address _____ From (Date) _____

Telephone No. _____ Fax No. _____

E-Mail Address _____ Internet Home Page _____

All other current addresses & previous addresses for past five years, including post office boxes and mail drops:

Address _____ From/Until _____

Address _____ From/Until _____

Address _____ From/Until _____

All predecessor companies for past five years:

Name & Address _____ From/Until _____

Name & Address _____ From/Until _____

Name & Address _____ From/Until _____

Item 2. Legal Information

Federal Taxpayer ID No. _____ State & Date of Incorporation _____

State Tax ID No. _____ State _____ Profit or Not For Profit _____

Corporation's Present Status: Active _____ Inactive _____ Dissolved _____

If Dissolved: Date dissolved _____ By Whom _____

Reasons _____

Fiscal Year-End (Mo./Day) _____ Corporation's Business Activities _____

Item 3. Registered Agent

Name of Registered Agent _____

Address _____ Telephone No. _____

Item 4. Principal Stockholders

List all persons and entities that own at least 5% of the corporation's stock.

<u>Name & Address</u>	<u>% Owned</u>

Item 5. Board Members

List all members of the corporation's Board of Directors.

<u>Name & Address</u>	<u>% Owned</u>	<u>Term (From/Until)</u>

Item 6. Officers

List all of the corporation's officers, including *de facto* officers (individuals with significant management responsibility whose titles do not reflect the nature of their positions).

<u>Name & Address</u>	<u>% Owned</u>

Item 7. Businesses Related to the Corporation

List all corporations, partnerships, and other business entities in which this corporation has an ownership interest.

<u>Name & Address</u>	<u>Business Activities</u>	<u>% Owned</u>

State which of these businesses, if any, has ever transacted business with the corporation _____

Item 8. Businesses Related to Individuals

List all corporations, partnerships, and other business entities in which the corporation's principal stockholders, board members, or officers (i.e., the individuals listed in Items 4 - 6 above) have an ownership interest.

<u>Individual's Name</u>	<u>Business Name & Address</u>	<u>Business Activities</u>	<u>% Owned</u>

State which of these businesses, if any, have ever transacted business with the corporation _____

Item 9. Related Individuals

List all related individuals with whom the corporation has had any business transactions during the three previous fiscal years and current fiscal year-to-date. A "related individual" is a spouse, sibling, parent, or child of the principal stockholders, board members, and officers (i.e., the individuals listed in Items 4 - 6 above).

<u>Name and Address</u>	<u>Relationship</u>	<u>Business Activities</u>

Item 10. Outside Accountants

List all outside accountants retained by the corporation during the last three years.

<u>Name</u>	<u>Firm Name</u>	<u>Address</u>	<u>CPA/PA?</u>

Item 11. Corporation's Recordkeeping

List all individuals within the corporation with responsibility for keeping the corporation's financial books and records for the last three years.

<u>Name, Address, & Telephone Number</u>	<u>Position(s) Held</u>

Item 12. Attorneys

List all attorneys retained by the corporation during the last three years.

<u>Name</u>	<u>Firm Name</u>	<u>Address</u>

Item 13. Pending Lawsuits Filed by the Corporation

List all pending lawsuits that have been filed by the corporation in court or before an administrative agency. (List lawsuits that resulted in final judgments or settlements in favor of the corporation in Item 25).

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Item 14. Current Lawsuits Filed Against the Corporation

List all pending lawsuits that have been filed against the corporation in court or before an administrative agency. (List lawsuits that resulted in final judgments, settlements, or orders in Items 26 - 27).

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Opposing Party's Name & Address _____

Court's Name & Address _____

Docket No. _____ Relief Requested _____ Nature of Lawsuit _____

_____ Status _____

Item 15. Bankruptcy Information

List all state insolvency and federal bankruptcy proceedings involving the corporation.

Commencement Date _____ Termination Date _____ Docket No. _____

If State Court: Court & County: _____ If Federal Court: District _____

Disposition _____

Item 16. Safe Deposit Boxes

List all safe deposit boxes, located within the United States or elsewhere, held by the corporation, or held by others for the benefit of the corporation. *On a separate page, describe the contents of each box.*

<u>Owner's Name</u>	<u>Name & Address of Depository Institution</u>	<u>Box No.</u>

FINANCIAL INFORMATION

REMINDER: When an Item asks for information about assets or liabilities "held by the corporation," include **ALL** such assets and liabilities, located within the United States or elsewhere, held by the corporation or held by others for the benefit of the corporation.

Item 17. Tax Returns

List all federal and state corporate tax returns filed for the last three complete fiscal years. *Attach copies of all returns.*

<u>Federal/ State/Both</u>	<u>Tax Year</u>	<u>Tax Due Federal</u>	<u>Tax Paid Federal</u>	<u>Tax Due State</u>	<u>Tax Paid State</u>	<u>Preparer's Name</u>
		\$	\$	\$	\$	
		\$	\$	\$	\$	
		\$	\$	\$	\$	

Item 18. Financial Statements

List all financial statements that were prepared for the corporation's last three complete fiscal years and for the current fiscal year-to-date. *Attach copies of all statements, providing audited statements if available.*

<u>Year</u>	<u>Balance Sheet</u>	<u>Profit & Loss Statement</u>	<u>Cash Flow Statement</u>	<u>Changes in Owner's Equity</u>	<u>Audited?</u>

Item 19. Financial Summary

For each of the last three complete fiscal years and for the current fiscal year-to-date for which the corporation has not provided a profit and loss statement in accordance with Item 17 above, provide the following summary financial information.

	<u>Current Year-to-Date</u>	<u>1 Year Ago</u>	<u>2 Years Ago</u>	<u>3 Years Ago</u>
<u>Gross Revenue</u>	\$ _____	\$ _____	\$ _____	\$ _____
<u>Expenses</u>	\$ _____	\$ _____	\$ _____	\$ _____
<u>Net Profit After Taxes</u>	\$ _____	\$ _____	\$ _____	\$ _____
<u>Payables</u>	\$ _____	[REDACTED]		[REDACTED]
<u>Receivables</u>	\$ _____	[REDACTED]		[REDACTED]

Item 20. Cash, Bank, and Money Market Accounts

List cash and all bank and money market accounts, including but not limited to, checking accounts, savings accounts, and certificates of deposit, held by the corporation. The term "cash" includes currency and uncashed checks.

Cash on Hand \$ _____ Cash Held for the Corporation's Benefit \$ _____

<u>Name & Address of Financial Institution</u>	<u>Signator(s) on Account</u>	<u>Account No.</u>	<u>Current Balance</u>
			\$ _____
			\$ _____
			\$ _____
			\$ _____

Item 21. Government Obligations and Publicly Traded Securities

List all U.S. Government obligations, including but not limited to, savings bonds, treasury bills, or treasury notes, held by the corporation. Also list all publicly traded securities, including but not limited to, stocks, stock options, registered and bearer bonds, state and municipal bonds, and mutual funds, held by the corporation.

Issuer _____ Type of Security/Obligation _____

No. of Units Owned _____ Current Fair Market Value \$ _____ Maturity Date _____

Issuer _____ Type of Security/Obligation _____

No. of Units Owned _____ Current Fair Market Value \$ _____ Maturity Date _____

Item 22. Real Estate

List all real estate, including leaseholds in excess of five years, held by the corporation.

Type of Property _____ Property's Location _____

Name(s) on Title and Ownership Percentages _____

Current Value \$ _____ Loan or Account No. _____

Lender's Name and Address _____

Current Balance On First Mortgage \$ _____ Monthly Payment \$ _____

Other Loan(s) (describe) _____ Current Balance \$ _____

Monthly Payment \$ _____ Rental Unit? _____ Monthly Rent Received \$ _____

Type of Property _____ Property's Location _____

Name(s) on Title and Ownership Percentages _____

Current Value \$ _____ Loan or Account No. _____

Lender's Name and Address _____

Current Balance On First Mortgage \$ _____ Monthly Payment \$ _____

Other Loan(s) (describe) _____ Current Balance \$ _____

Monthly Payment \$ _____ Rental Unit? _____ Monthly Rent Received \$ _____

Item 23. Other Assets

List all other property, by category, with an estimated value of \$2,500 or more, held by the corporation, including but not limited to, inventory, machinery, equipment, furniture, vehicles, customer lists, computer software, patents, and other intellectual property.

<u>Property Category</u>	<u>Property Location</u>	<u>Acquisition Cost</u>	<u>Current Value</u>
		\$	\$
		\$	\$
		\$	\$
		\$	\$
		\$	\$
		\$	\$
		\$	\$
		\$	\$
		\$	\$
		\$	\$

Item 24. Trusts and Escrows

List all persons and other entities holding funds or other assets that are in escrow or in trust for the corporation.

<u>Trustee or Escrow Agent's Name & Address</u>	<u>Description and Location of Assets</u>	<u>Present Market Value of Assets</u>
		\$
		\$
		\$
		\$
		\$
		\$
		\$
		\$

Item 25. Monetary Judgments and Settlements Owed To the Corporation

List all monetary judgments and settlements, recorded and unrecorded, owed to the corporation.

Opposing Party's Name & Address _____

Court's Name & Address _____ Docket No. _____

Nature of Lawsuit _____ Date of Judgment _____ Amount \$ _____

Opposing Party's Name & Address _____

Court's Name & Address _____ Docket No. _____

Nature of Lawsuit _____ Date of Judgment _____ Amount \$ _____

Item 26. Monetary Judgments and Settlements Owed By the Corporation

List all monetary judgments and settlements, recorded and unrecorded, owed by the corporation.

Opposing Party's Name & Address _____

Court's Name & Address _____ Docket No. _____

Nature of Lawsuit _____ Date _____ Amount \$ _____

Opposing Party's Name & Address _____

Court's Name & Address _____ Docket No. _____

Nature of Lawsuit _____ Date of Judgment _____ Amount \$ _____

Opposing Party's Name & Address _____

Court's Name & Address _____ Docket No. _____

Nature of Lawsuit _____ Date of Judgment _____ Amount \$ _____

Opposing Party's Name & Address _____

Court's Name & Address _____ Docket No. _____

Nature of Lawsuit _____ Date of Judgment _____ Amount \$ _____

Opposing Party's Name & Address _____

Court's Name & Address _____ Docket No. _____

Nature of Lawsuit _____ Date of Judgment _____ Amount \$ _____

Item 27. Government Orders and Settlements

List all existing orders and settlements between the corporation and any federal or state government entities.

Name of Agency _____ Contact Person _____

Address _____ Telephone No. _____

Agreement Date _____ Nature of Agreement _____

Item 28. Credit Cards

List all of the corporation's credit cards and store charge accounts and the individuals authorized to use them.

<u>Name of Credit Card or Store</u>	<u>Names of Authorized Users and Positions Held</u>

Item 29. Compensation of Employees

List all compensation and other benefits received from the corporation by the five most highly compensated employees, independent contractors, and consultants (other than those individuals listed in Items 5 and 6 above), for the two previous fiscal years and current fiscal year-to-date. "Compensation" includes, but is not limited to, salaries, commissions, consulting fees, bonuses, dividends, distributions, royalties, pensions, and profit sharing plans. "Other benefits" include, but are not limited to, loans, loan payments, rent, car payments, and insurance premiums, whether paid directly to the individuals, or paid to others on their behalf.

<u>Name/Position</u>	<u>Current Fiscal Year-to-Date</u>	<u>1 Year Ago</u>	<u>2 Years Ago</u>	<u>Compensation or Type of Benefits</u>
	\$ _____	\$ _____	\$ _____	
	\$ _____	\$ _____	\$ _____	
	\$ _____	\$ _____	\$ _____	
	\$ _____	\$ _____	\$ _____	
	\$ _____	\$ _____	\$ _____	

Item 30. Compensation of Board Members and Officers

List all compensation and other benefits received from the corporation by each person listed in Items 5 and 6, for the current fiscal year-to-date and the two previous fiscal years. "Compensation" includes, but is not limited to, salaries, commissions, consulting fees, dividends, distributions, royalties, pensions, and profit sharing plans. "Other benefits" include, but are not limited to, loans, loan payments, rent, car payments, and insurance premiums, whether paid directly to the individuals, or paid to others on their behalf.

-42-

<u>Name/Position</u>	<u>Current Fiscal Year-to-Date</u>	<u>1 Year Ago</u>	<u>2 Years Ago</u>	<u>Compensation or Type of Benefits</u>
	\$ _____	\$ _____	\$ _____	
	\$ _____	\$ _____	\$ _____	
	\$ _____	\$ _____	\$ _____	
	\$ _____	\$ _____	\$ _____	
	\$ _____	\$ _____	\$ _____	
	\$ _____	\$ _____	\$ _____	
	\$ _____	\$ _____	\$ _____	
	\$ _____	\$ _____	\$ _____	

Item 31. Transfers of Assets Including Cash and Property

List all transfers of assets over \$2,500 made by the corporation, other than in the ordinary course of business, during the previous three years, by loan, gift, sale, or other transfer.

<u>Transferee's Name, Address, & Relationship</u>	<u>Property Transferred</u>	<u>Aggregate Value</u>	<u>Transfer Date</u>	<u>Type of Transfer (e.g., Loan, Gift)</u>
		\$ _____		
		\$ _____		
		\$ _____		
		\$ _____		
		\$ _____		

Item 32. Documents Attached to the Financial Statement

List all documents that are being submitted with the financial statement.

<u>Item No.</u>	<u>Document</u>	<u>Description of Document</u>
	<u>Relates To</u>	

- 43 -

I am submitting this financial statement with the understanding that it may affect action by the Federal Trade Commission or a federal court. I have used my best efforts to obtain the information requested in this statement. The responses I have provided to the items above are true and contain all the requested facts and information of which I have notice or knowledge. I have provided all requested documents in my custody, possession, or control. I know of the penalties for false statements under 18 U.S.C. § 1001, 18 U.S.C. § 1621, and 18 U.S.C. § 1623 (five years imprisonment and/or fines). I certify under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on:

(Date)

Signature

Corporate Position