

1 STATE OF CALIFORNIA  
2 BUSINESS, TRANSPORTATION AND HOUSING AGENCY  
3 DEPARTMENT OF CORPORATIONS  
4

5 TO: Mark Everett  
6 Everett Investment Club  
7 103 Ross Street, #1  
8 San Rafael, CA 94901

8 DESIST AND REFRAIN ORDER

9 (For violations of sections 25110, 25210, and 25401 of the Corporations Code)

10 The California Corporations Commissioner finds that:

11 1. At all relevant times, **Mark Everett and Everett Investment Club**, are or  
12 have, personally or through agents of Everett Investment Club been issuing unregistered  
13 securities to residents of the State of California; misrepresented a material fact when  
14 alleging that the Everett Investment Club account would be audited by Delloitte and Touche;  
15 and effecting transactions in securities without a broker-dealer certificate.

16 2. Beginning in or about March 2000, **Mark Everett and Everett Investment**  
17 **Club** offered investors, identified as partners in the agreement, an opportunity to invest  
18 through Everett Investment Club in which Mark Everett would “sole discretion” on managing  
19 the investment account and have “sole discretion” on the involuntary removal of a partner  
20 from Everett Investment Club.

21 3. Mark Everett and Everett Investment Club promised that Everett Investment  
22 Club Account would be inspected semiannually and audited annually by “Deloit & Touche”  
23 (sic). In addition after giving written notice of intent to withdraw funds, a partner would  
24 within fifteen business days receive a check at the end of the quarter. In fact, Everett  
25 Investment Club was never audited by

26 4. Based on statements made by Mark Everett to the Department of  
27 Corporations' Investigator, Bill Montgomery, seven persons joined and invested collectively  
28 approximately six hundred thousand dollars in Everett Investment Club.

1           5.       Mark Everett bought and sold securities using the funds derived from the  
2 Everett Investment Club account.

3           6.       Everett Investment Club was not audited by "Deloit & Touche" as promised.

4           7.       Although a partner requested in writing to withdraw from the Investment Club  
5 on March 10, 2001, it was not until December 2001 that the partner was paid.

6           3.       The Department of Corporations has not issued a permit or other form of  
7 qualification authorizing any person to offer and sell securities in Everett Investment Club.  
8 The securities being offered are not exempt from the qualification requirement under  
9 Section 25110 of the California Corporate Securities Law of 1968.

10          4.       **Westminster Holdings, Ltd.**, and its president, **Ace L. Moses**, represented to  
11 potential investors that Westminster Holdings, Ltd., had taken companies Dyna Group  
12 International, Acclaim Entertainment, and others public through reverse mergers. In fact,  
13 Westminster Holdings, Ltd., and its president, Ace L. Moses, did not take these companies  
14 public.

15          5.       Neither **Ace L. Moses** nor **Leanders Duncan** have obtained a certificate as a  
16 broker-dealer from the California Corporations Commissioner or were qualified as an agent  
17 by the Commissioner to offer or sell securities.

18               Based upon the foregoing findings, the California Corporations Commissioner is of  
19 the opinion that the shares offered or sold by Ace L. Moses, Louis W. Bedinotti III, Leanders  
20 Duncan, Westminster Holdings, Ltd., Compclubcasino.com, Inc, and subsidiaries or  
21 affiliates are subject to qualification under the California Corporate Securities Law of 1968  
22 and are being or have been offered or sold without being qualified in violation of  
23 Corporations Code section 25110. Pursuant to Section 25532 of the Corporate Securities  
24 Law of 1968, Ace L. Moses, Louis Bedinotti III, Leanders Duncan, Westminster Holdings,  
25 Ltd., and Compclubcasino.com, Inc., or any affiliates or subsidiaries are ordered to **DESIST**  
26 **and REFRAIN** from the further offer or sale in the State of California of securities **in the**  
27 **form of shares**, unless and until qualification has been made under said law or unless  
28

1 exempt. The sale of such securities is subject to qualification under said law and such  
2 securities are being or have been offered for sale without first being so qualified.

3 Ace L. Moses and Leanders Duncan also have effected transactions in securities as  
4 broker-dealers without first having applied for and secured from the Commissioner a  
5 certificate, then in effect, authorizing these persons to act in that capacity, in violation of  
6 section 25210 of the Corporate Securities Law of 1968. Pursuant to Section 25532 of the  
7 Corporate Securities Law of 1968, Ace L. Moses and Leanders Duncan are hereby ordered  
8 to **DESIST and REFRAIN** from effecting any transaction in, or inducing or attempting to  
9 induce the purchase or sale of, any security in this state, unless and until they have applied  
10 for and secured from the Commissioner a certificate, then in effect, authorizing these  
11 persons to act in that capacity.

12 Further, the securities of Compclubcasino.com, Inc., were offered and sold in this  
13 state by means of written or oral communications which included an untrue statement of a  
14 material fact or omitted to state a material fact necessary in order to make the statements  
15 made, in light of the circumstances under which they were made, not misleading, in violation  
16 of section 25401 of the Corporate Securities Law of 1968. Pursuant to Section 25532 of the  
17 Corporate Securities Law of 1968, Westminster Holdings, Ltd. and its president, Ace L.  
18 Moses, are hereby ordered to **DESIST and REFRAIN** from offering and selling any security  
19 in the State of California, including but not limited to, by means of any written or oral  
20 communication which includes an untrue statement of a material fact or omits to state a  
21 material fact necessary in order to make the statements made, in light of the circumstances  
22 under which they were made not misleading

23 This Order is necessary, in the public interest, for the protection of investors and  
24 consistent with the purposes, policies, and provisions of the Corporate Securities Law of  
25 1968.

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27 Dated: May \_\_\_\_, 2002

28 Sacramento, California

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DEMETRIOS A. BOUTRIS  
California Corporations Commissioner

By \_\_\_\_\_  
VIRGINIA JO DUNLAP  
Acting Supervising Counsel  
Enforcement and Legal Services