

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:	)	
	)	
AMERICAN MILLENNIUM CORPORATION,	)	ADMINISTRATIVE ORDER
INC.	)	NO. CO-2001-0003
JACK AUGSBACK & COMPANY, LLC	)	
	)	
<u>RESPONDENTS</u>	)	

CONSENT ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities, into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. AMERICAN MILLENNIUM CORPORATION, INC. ("RESPONDENT AMCI") is represented to be a New Mexico corporation, with a business address of 1010 10<sup>TH</sup> Street, Suite 100, Golden, CO 80401.

2. JACK AUGSBACK & COMPANY, LLC ("RESPONDENT AUGSBACK"), is represented to be an Investment Banking and Asset Management limited liability company, with a business address of 580 Village Boulevard, Suite 140, West Palm Beach, FL 33409.

STATEMENT OF FACTS

3. On September 12, 2000, a notice filing, pursuant to Rule 506 of Regulation D, was filed with the Commission on behalf of RESPONDENT AMCI. Review of the application disclosed that RESPONDENT AMCI reflected on the Form D that RESPONDENT AUGSBACK "...has been selected for the sale of securities as broker-dealer for the offering, and that a sale of \$12,500 of RESPONDENT AMCI's

securities had been sold to an accredited Alabama investor. The application was deficient in that RESPONDENT AMCI identified RESPONDENT AUGSBACK as its broker-dealer in Alabama, when in fact RESPONDENT AUGSBACK was not registered as a dealer or agent in the state of Alabama. On September 18, 2000, a deficiency letter was dispatched to RESPONDENT AMCI, with advice of RESPONDENT AUGSBACK's non-registration, and requesting that RESPONDENT AMCI furnish a list of Alabama investors, their addresses, dates of transactions and fees earned by RESPONDENT AUGSBACK for sales in the state of Alabama. No response was received to this deficiency letter, and on October 24, 2000 a follow-up deficiency letter was dispatched to RESPONDENT AMCI (letter received by RESPONDENT AMCI on October 30, 2000). No response was received to this deficiency letter and on December 8, 2000, a voice mail message was left for the Executive Officer of RESPONDENT AMCI, Andrew Cauthen, advising him that it was imperative that he provide the commission staff with the requested information.

4. By letter, dated December 14, 2000, RESPONDENT AMCI provided a response, but not the requested sales information required by the Commission's letters of September 18, 2000 and October 24, 2000. RESPONDENT AMCI furnished a copy of a letter from RESPONDENT AUGSBACK, dated November 10, 2000, in which Jack Augsback of RESPONDENT AUGSBACK states that **"This matter should have been with Angel Investors, LLC, our broker-dealer affiliate who was licensed in Alabama at the time of this sale. The paperwork and commissions should have been allocated to Angel. We as a normal course of business, do not involve individuals in any state, preferring instead to work mainly through off-shore investment funds and larger institutions. To my knowledge we have neither before nor after this transaction ever offered, sold or considered any such transaction in the State of Alabama and will conduct any such sales in the future through our licensed affiliate."** RESPONDENT AMCI added that it has terminated the services of RESPONDENT AUGSBACK; that it has closed the Rule 506 Private Offering; has not and will not sell additional securities in the state of Alabama through a broker-dealer or otherwise.

5. Review of the files of the Alabama Securities Commission disclosed no record of the registration of RESPONDENT AUGSBACK as a dealer or agent in the state of Alabama.

6. On January 11, 2001, a Cease and Desist Order was issued to RESPONDENTS AMCI and AUGSBACK alleging that RESPONDENT AMCI allowed RESPONDENT AUGSBACK, an unregistered dealer or agent, to offer RESPONDENT AMCI's securities to an Alabama resident.

7. Receiving no response to the Order, on January 9, 2001, a tracer was dispatched to RESPONDENTS AMCI (Order receipted for on January 17, 2001) and AUGSBACK (Order receipted for on January 16, 2001) advising them that the 28 day allowable time to respond to the Order and/or request a hearing would expire on February 13, 2001 and February 12, 2001, respectively. **No response was received from RESPONDENT AMCI.** RESPONDENT AUGSBACK initially requested a hearing with the Commission staff. However, subsequently telephonically advised the Commission's Deputy Director that they were wrong and desired to enter into a Consent Order with the Commission to resolve the Cease and Desist Order.

#### CONCLUSIONS OF LAW

8. RESPONDENT AMCI allowed RESPONDENT AUGSBACK to offer its common stock to an Alabama resident and RESPONDENT AMCI paid a commission to RESPONDENT AUGSBACK for this activity. Neither RESPONDENT AUGSBACK nor its alleged affiliate, Angel Investors, LLC, are or were registered as securities dealers or agents in the state of Alabama.

9. The sale of securities by an unregistered dealer or agent in the state of Alabama and the employment of an unregistered dealer or agent, are violations of Section 8-6-3(a), Code of Alabama 1975., which cites **"It is unlawful for any person to transact business in this state as a dealer or agent for securities unless he is**

registered under this article. It is unlawful for any dealer or issuer to employ an agent unless the agent is registered.", and a violation of the Commission's policy statement concerning Rule 506 Limited Offering Exemption filings which states "No commission, finders fee or other remuneration shall be paid or given, directly or indirectly, to any person for soliciting any prospective purchaser in this state, unless such person is registered as a broker-dealer agent in this state pursuant to Code of Alabama 1975, Section 8-6-3."

**WHEREAS**, RESPONDENT AUGSBACK admits that it effected a securities in the state of Alabama without being registered as a dealer or agent, and states that information and assertions presented to the Commission during its investigation of this matter are true and correct; that RESPONDENT AUGSBACK understands that the Commission relied upon such information and assertions in its determination to accept this Order and that should such information or assertions prove to be incorrect or misrepresented, the Commission may seek such other administrative, civil or criminal remedies that may be available to it under the provisions of the Act, and

**WHEREAS**, RESPONDENT AUGSBACK has voluntarily waived all rights to a hearing upon entry of this Order and has consented to the entry of this Order, and

**WHEREAS**, the Commission finds this Order necessary and appropriate in the public interest for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the Act, and

**WHEREAS**, the Commission and RESPONDENT AUGSBACK are desirous of settling this matter as hereafter set forth and agree to the entry of this Order,

**ACCORDINGLY, IT IS HEREBY ORDERED:**

1. That in accordance with Section 8-6-19(j)(1), Code of Alabama 1975, RESPONDENT AUGSBACK shall pay to the **state of Alabama** an administrative assessment in the sum of One Thousand Dollars (\$1,000), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

2. That in accordance with Section 8-6-19(k)(1), Code of Alabama 1975, RESPONDENT AUGSBACK shall pay to the **Alabama Securities Commission**, as partial reimbursement for the Commission's cost for investigating this matter, the sum of Five Hundred Dollars (\$500), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

3. That the entry of this Order resolves the Cease and Desist Order, Administrative Order No. CD-2001-0003, issued January 11, 2001, only as it pertains to RESPONDENT AUGSBACK. The **Cease and Desist Order**, as it pertains to **RESPONDENT AMCI** remains in full force and effect and is deemed a final Order of the Commission.

**AGREED AND CONSENTED** to on date indicated:

RESPONDENT  
JACK AUGSBACK & COMPANY, LLC

BY: *Jack Augsback*  
TITLE: *President*  
DATE: *4/21/2001*

\*\*\*\*\*

APPROVED AND ORDERED this 24<sup>th</sup> day of April, 2001.



ALABAMA SECURITIES COMMISSION  
770 Washington Avenue, Suite 570  
Montgomery, AL 36130-4700  
(334) 242-2984  
BY:

A large, stylized handwritten signature in black ink, which appears to read "Joseph P. Borg", is written over the printed name and title. The signature is fluid and extends across the line of the name.

JOSEPH P. BORG  
Director