

1 92025. DeVito is president of D & G. DeVito is also the Chief Operating Officer of Parisi
2 Consulting.

3 5. On or about February 8, 1995, the National Association of Securities Dealers (NASD)
4 revoked the registration of Anthony J. Parisi in NASD Complaint No. C3A930011.
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6 6. On or about November 12, 2002, the Pennsylvania Securities Commission issued a Cease
7 and Desist Order (the "Pennsylvania Order") against DeVito. The Pennsylvania Order found that
8 DeVito had offered and sold securities in Pennsylvania without being registered as a broker-dealer or
9 agent, in violation of section 301 of the Pennsylvania Securities Act of 1972.
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11 7. Since at least in or about April 2004 and continuing thereafter, Parisi Consulting, D & G,
12 Parisi and DeVito (collectively, "Respondents") have offered or sold securities, including stocks,
13 notes and debentures, to the general public, including at least one California resident, through general
14 solicitations including cold calls, email solicitations and the web site www.bexInt.com.
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16 8. In or about April 2004, Respondents solicited a California resident ("Investor") to invest
17 \$50,000 in a "Bridge Loan" to Parisi Consulting (the "Investment"). As set forth in a "Letter of
18 Guarantee" and other offering materials, Respondents told the Investor that the Investment was to be
19 used for a buyout of American Eagle Manufacturing Co., Inc., which had already been negotiated
20 (the "American Eagle Deal"). The offering materials specified that the Investment would "be held in
21 our Parisi Consulting Group Inc's 'Silent & Holdings' bank account until all of the buyout paperwork
22 are signed and finalized."
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24 9. Pursuant to the Letter of Guarantee and other offering materials, the Investment was
25 secured by 500,000 shares of American Eagle Manufacturing Co., Inc. stock, and offered a \$100,000
26 return in 120 days or less. The Investor was also told that in the event of default, the Investor could
27 sell the shares of American Eagle Manufacturing Co., Inc. stock which secured the Investment.
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1 10. In addition, the offering materials included information about Respondents, including
2 statements detailing their professional experience and credentials.

3 11. On or about May 7, 2004, the Investor purchased the Investment from Respondents at a
4 cost of \$50,000 via a cashier's check made out to D & G.
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6 12. The Investment constitutes a "security" under California Corporations Code Section
7 25019.

8 13. Since at least in or about April 2004 and continuing thereafter, Respondents have offered
9 broker-dealer services including the purchase and sale of securities in this state. Respondents' web
10 site, www.bexInt.com, and other promotional materials advertise the offer and sale of securities,
11 including banking investments, IPOs, bridge loans, debentures, stocks, bonds, options and
12 commodities.
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14 14. A broker-dealer is any person engaged in the business of effecting transactions in
15 securities in this state for the account of others or for his own account.
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17 15. The Department of Corporations has not issued a certificate authorizing any of the
18 Respondents to act as a broker-dealer. None of the Respondents are exempt from the certification
19 requirement under section 25210 of the California Corporations Code.
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21 16. Respondents offered and sold these securities by means of written and oral
22 communications which included untrue statements of material fact and which omitted to state
23 material facts necessary in order to make the statements made, in light of the circumstances under
24 which they were made, not misleading. The misrepresentations and omissions of material fact
25 include:
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- 1 a) The American Eagle Deal was already negotiated and the CEO of American Eagle
2 had accepted the buyout terms; in fact, the deal was not negotiated and the terms
3 had not been accepted.
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- 5 b) The Investment money would be held in a Parisi Consulting bank account until the
6 paperwork for the American Eagle Deal was complete, and then would only be
7 used for the American Eagle Deal; in fact, Respondents never intended to hold the
8 money for the American Eagle Deal, as evidenced by the fact that the American
9 Eagle Deal was not negotiated, and the money was not held to be used only for the
10 American Eagle Deal.
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- 12 c) The Investment money would be held in a Parisi Consulting bank account and not
13 released until the Investor agreed to its release (for the American Eagle Deal); in
14 fact, Respondents never intended to use the money only when and as the Investor
15 agreed, as evidenced by the fact that the money was released and spent without the
16 Investor's knowledge or consent.
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- 18 d) The Investment was secured by 500,000 shares of American Eagle Manufacturing
19 Co., Inc. stock, this stock was from the company's CEO, and a copy of the
20 500,000 share certificate would be provided; in fact, the Investment was not
21 secured by any stock, and no stock certificate was provided.
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- 23 e) Parisi Consulting Group, Inc. had been in business since 1982; in fact, Parisi
24 Consulting was not incorporated until 2003, in Nevada.
- 25 f) Respondents had extensive "Wall Street" experience, specialized in "Bridge
26 Loans, Debentures and Sweet Spot Positioning," had earned professional
27 designations, and dealt in IPOs, stocks, bonds, options and commodities; in fact,
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1 Respondents were not licensed to sell securities and held no legitimate
2 professional designations.

3 g) Parisi “is a former and very accomplished 10 year – ‘Top Wall Street & Insurance
4 Investment Banker’ for EF Hutton and Prudential Securities”; in fact, Parisi
5 worked for E.F. Hutton from August 1982 to June 1984, and for Prudential from
6 June 1984 to October 1990.

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8 h) Respondents failed to disclose that on or about February 8, 1995, the National
9 Association of Securities Dealers revoked the registration of Anthony J. Parisi in
10 NASD Complaint No. C3A930011.

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12 i) Respondents failed to disclose that none of them were licensed to offer or sell
13 securities.

14 j) Respondents failed to disclose that on or about November 12, 2002, the
15 Pennsylvania Securities Commission issued a Cease and Desist Order against
16 DeVito, finding that DeVito had offered and sold securities in Pennsylvania
17 without being registered as a broker-dealer or agent, in violation of section 301 of
18 the Pennsylvania Securities Act of 1972.
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20 Based on the foregoing findings, the California Corporations Commissioner is of the opinion
21 that Parisi Consulting, Parisi, D & G and DeVito engaged in the offer and sale of securities, including
22 without limitation stocks, notes and debentures. These securities have not been qualified under the
23 Corporate Securities Law of 1968, set forth at California Corporations Code section 25000 *et. seq.*, in
24 violation of section 25110 of the Corporations Code. Pursuant to section 25532 of the Corporations
25 Code, Parisi Consulting Group, Inc., Anthony Jude Parisi aka Anthony J. Parisi, D & G Management
26 Group and Greg DeVito aka Greg Devito are hereby ordered to desist and refrain from the further
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1 offer or sale in the State of California of securities, including without limitation stocks, notes and
2 debentures, unless and until qualification has been made under said law or unless exempt.

3 Further, based on the foregoing findings, the California Corporations Commissioner is of the
4 opinion that Parisi Consulting, Parisi, D & G and DeVito are subject to the laws regulating broker-
5 dealers under the California Corporate Securities Law of 1968, and have effected transactions in, or
6 induced or attempted to induce the purchase or sale of, securities as broker-dealers, without having
7 first applied for and secured from the Commissioner a certificate authorizing these persons to act in
8 that capacity, in violation of section 25210 of the Corporations Code. Pursuant to section 25532 of
9 the Corporations Code, Parisi Consulting Group, Inc., Anthony Jude Parisi aka Anthony J. Parisi, D
10 & G Management Group and Greg DeVito aka Greg Devito are hereby ordered to desist and refrain
11 from effecting any transaction in, or inducing or attempting to induce the purchase or sale of, any
12 security, in this state, unless and until certification has been made under said law or unless exempt.
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14 In addition, based on the foregoing findings, the California Corporations Commissioner is of
15 the opinion that Parisi Consulting, Parisi, D & G and DeVito offered and sold securities by means of
16 written and oral communications including untrue statements of material facts and omissions of
17 material facts necessary to make the statements, in light of the circumstances under which they were
18 made, not misleading, in violation of section 25401 of the Corporations Code. Pursuant to section
19 25532 of the Corporations Code, Parisi Consulting Group, Inc., Anthony Jude Parisi aka Anthony J.
20 Parisi, D & G Management Group and Greg DeVito aka Greg Devito are hereby ordered to desist and
21 refrain from offering or selling any security in the State of California by means of any written or oral
22 communication which includes an untrue statement of a material fact, or omits to state a material fact
23 necessary in order to make the statements made, in the light of the circumstances under which they
24 were made, not misleading.
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