

ADMINISTRATIVE PROCEEDING  
FILE NO. 3-11761

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION  
January 28, 2005

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In the Matter of	:	
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ASSET EQUITY GROUP, INC.,	:	
HOUSEHOLD DIRECT, INC.,	:	ORDER DENYING REQUEST
INTERNATIONAL BRANDS, INC.,	:	FOR SUBPOENA
INTERSPACE ENTERPRISES, INC.,	:	
JSJ CAPITAL II, INC.,	:	
MEGA MICRO TECHNOLOGIES	:	
GROUP, INC.,	:	
S D E HOLDINGS 2, INC.,	:	
VERTICAL COMPUTER	:	
SYSTEMS, INC.,	:	
and VSAT NET, INC.	:	

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The Securities and Exchange Commission (Commission) initiated this proceeding on December 1, 2004, pursuant to Section 12(j) of the Securities Exchange Act of 1934. The Division of Enforcement notified Vertical Computer Systems, Inc. (Vertical Computer), in a letter dated December 1, 2004, that documents related to this matter were available for inspection and copying. On December 17, 2004, Vertical Computer filed its Answer to the Order Instituting Proceedings (OIP). The hearing is scheduled for February 8, 2005.

On January 27, 2005, Vertical Computer filed a Request for Issuance of Subpoena to the Division of Enforcement. The subpoena, if issued, would require the Division of Enforcement (Division) to produce any and all documents relating to any employee or agent of Vertical Computer, any documents of, or received from, any accountant or auditor of Vertical Computer, and testimony of any current or former agent or employee of Vertical Computer, excluding all filings available on the Commission's EDGAR system.

Pursuant to my January 12, 2005, Order, the Division is required to exchange exhibit and witness lists with Vertical Computer by January 31, 2005. Vertical Computer should have sufficient time to prepare for the hearing with those documents. Vertical Computer is in a superior position to have access to, or copies of, some of the documents requested because they were generated by Vertical Computer, a company employee, or an entity associated with the company. For all other documents, Vertical Computer had the opportunity to examine the

Division's investigative files pursuant to Rule 230 of the Commission's Rules of Practice. 17 C.F.R. § 201.230. For the reasons stated, Vertical Computer's request for issuance of the subpoena is unreasonable and is therefore DENIED. 17 C.F.R. § 201.232(b).

Nevertheless, the Division is ORDERED to examine its investigative files and determine if any of the documents sought by the subpoena were purged from the investigative files prior to filing the OIP. At the beginning of the hearing on February 8, 2005, the Division shall update the undersigned as to whether any relevant documents were purged. Vertical Computer will be permitted to address the subpoena at that time.

IT IS SO ORDERED.

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Lillian A. McEwen  
Administrative Law Judge