

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

U.S. SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

v. :

Matthew C. Devlin, :
Jamil A. Bouchareb, :
Daniel A. Corbin, :
Frederick E. Bowers, :
Thomas R. Faulhaber, :
Eric A. Holzer, :
Jeffrey R. Glover, :
Corbin Investment Holdings, LLC; and :
Augustus Management, LLC, :
Defendants, :

Maria T. Checa, :
Lee H. Corbin; and :
Checa International, Inc., :

Relief Defendants. :

COMPLAINT

JURY DEMANDED

08 CIV-11001

JGK

Plaintiff U.S. Securities and Exchange Commission (the "Commission") alleges:

SUMMARY OF THE ACTION

1. Over a four year period, from at least March 2004 through July 2008, Matthew C. Devlin ("Devlin"), then a registered representative at Lehman Brothers, Inc. ("Lehman") in New York City, traded on and tipped at least four of his clients and friends with inside information about 13 impending corporate transactions. Some of Devlin's clients and friends, three of whom worked in the securities or legal professions, tipped others who traded in the securities. In all, the illicit trading yielded over \$4.8 million in profits.

2. Devlin misappropriated the confidential nonpublic information about the corporate transactions from his wife, a partner in the New York City office of an international public relations firm involved in the deals.

3. Devlin tipped Jamil Bouchareb ("Bouchareb"), his friend and client at Lehman, about 12 of the deals. Bouchareb used the material nonpublic information he received from Devlin to trade in his own accounts, realizing trading profits of more than \$950,000, and to tip his friends and business partners.

4. Bouchareb tipped his friend and business partner Daniel Corbin about the deals. Bouchareb also provided the information to his girlfriend, Maria Checa ("Checa"), and caused his parents to trade. In turn, Daniel Corbin provided the information to his father, Lee Corbin. Lee Corbin, an attorney, traded in his personal accounts in four of the deals and owned an interest in an account that Daniel Corbin used to trade in a number of the deals. Bouchareb and Daniel Corbin shared an interest in a number of accounts and Bouchareb shared in some of the profits that Daniel Corbin made.

5. As a reflection of the value of the inside information that Devlin provided, Bouchareb and Daniel Corbin, at times, referred to Devlin and his wife as the "golden goose." Devlin also referred to his wife, his source for the inside information, as the "golden goose."

6. In total, Bouchareb, Daniel Corbin, Lee Corbin, Maria Checa and Bouchareb's parents ("the Bouchareb Group") reaped illegal profits of more than \$4.2 million.

7. Devlin also tipped Frederick Bowers ("Bowers"), a registered representative at Lehman on at least three of the transactions. Bowers then tipped Thomas Faulhaber ("Faulhaber"), one of Bowers' clients at Lehman. Faulhaber traded on this inside information,

realizing trading profits of approximately \$217,000. Faulhaber kicked back cash to Bowers who shared some of it with Devlin.

8. Devlin tipped his friend, Eric Holzer ("Holzer"), a tax associate in the New York City office of an international law firm, about at least three of the transactions. Holzer traded on this information, reaping profits of approximately \$175,000 in his own accounts and two accounts controlled by his father.

9. Devlin tipped Jeffrey Glover, another of his Lehman clients and an investment adviser, about at least five of the deals. Glover traded in the securities of all five companies and made approximately \$189,000 in illicit profits.

10. Devlin also traded in his own account at Lehman prior to the public announcements of two deals.

11. By providing inside information, Devlin curried favor with his friends and business associates and received in return cash, luxury items and other benefits. For example, Bouchareb gave Devlin cash, a Cartier watch, a Barneys New York gift card, a widescreen TV and a Ralph Lauren leather jacket. Bouchareb also paid for Devlin to attend a Porsche driving school. Bouchareb and Daniel Corbin also arranged for Devlin to meet Lee Corbin, who steered Devlin business from some of his clients. Holzer and Faulhaber kicked back cash to Devlin.

12. Although many of the defendants had accounts with Lehman, they often attempted to avoid detection by trading in the securities of the target companies in accounts that were not associated with Lehman or Devlin. To further conceal their illicit trading, at least two of the defendants sold off some of the shares they had purchased based on inside information prior to public announcements of the deals. In addition, Devlin and Holzer agreed that Holzer's father would buy some shares on Devlin's behalf so Devlin could profit from the nonpublic information

but evade scrutiny. When Holzer's name appeared on a "watch list" at Devlin's wife's firm, Devlin and Holzer agreed that Devlin would stop providing Holzer with inside information.

13. Each of the defendants violated Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 [17 C.F.R. § 240.10b-5] and Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Exchange Act Rule 14e-3 [17 C.F.R. § 240.14e-3]. The Commission requests that the Court enjoin each defendant from violating the foregoing securities laws, order each defendant and relief defendant to disgorge the unlawful profits with prejudgment interest, impose civil monetary penalties on each defendant and order such other relief as the Court may deem appropriate.

JURISDICTION AND VENUE

14. This Court has jurisdiction over this matter pursuant to Securities Act Sections 20(b), 20(d), and 22(a) [15 U.S.C. §§ 77t(b), (d), and 77v(a)] and Exchange Act Sections 21(d)(1), 21(e), 21A, and 27 [15 U.S.C. §§ 78u(d)(1), (e), 78u-1, and 78aa]. The defendants, directly or indirectly, singly or in concert with others, made use of the means or instruments of transportation and communication in interstate commerce, or of the mails, or of the facilities of a national securities exchange in connection with the acts, transactions, and practices alleged in this Complaint.

15. Venue in this district is proper pursuant to Section 27 of the Exchange Act [15 U.S.C. § 78aa] because certain substantial events, acts or transactions giving rise to the violations alleged in this Complaint occurred within this judicial district.

DEFENDANTS AND RELIEF DEFENDANTS

16. **Mathew C. Devlin**, age 35, is a resident of New York, New York. At all relevant times, Devlin was a registered representative with Lehman, where he had been employed since at least 2000.
17. **Jamil A. Bouchareb**, age 27, is a resident of Miami Beach, Florida. Bouchareb is self-employed and has described himself as a “syndicate trader” and “restaurateur.”
18. **Daniel A. Corbin**, age 32, maintains residences in Miami Beach, Florida and Boca Raton, Florida. He is a friend and business partner of Bouchareb and a friend of Checa.
19. **Frederick E. Bowers**, age 40, is a resident of New York, New York. From 1999 through the relevant time period, Bowers was a registered representative associated with Lehman, a registered broker-dealer and investment adviser.
20. **Thomas J. Faulhaber**, age 44, is a resident of Saint James, New York. From October 28, 2005 through December 14, 2007, he was affiliated with Opus Trading Fund LLC, a registered broker-dealer. Since then, Faulhaber has been affiliated with Ferris Trading Fund LLC.
21. **Eric A. Holzer**, Esq. age 34, is a resident of New York, New York. He is a certified public accountant and licensed to practice law in the State of New York. He is currently an associate in the tax department of the New York office of a large international law firm.
22. **Jeffrey R. Glover**, age 46, is a resident of Bellaire, Texas. Glover’s firm, Glover Advisors, LP, a Texas limited partnership, is registered with the State of Texas as an investment adviser. He also is affiliated with RBC Professional Trader Group, LLC, a registered broker-dealer with offices in New York, New York.

23. **Corbin Investment Holdings, LLC** (“Corbin Investment Holdings”) is a Florida limited liability company formed on May 21, 2004 by Lee and Daniel Corbin. On May 21, 2004, Lee and Daniel Corbin opened a brokerage account in the name of Corbin Investment Holdings. At all relevant times, Bouchareb was authorized to conduct trading in the account.

24. **Augustus Management, LLC** (“Augustus Management”) is a Florida limited liability company formed on December 2, 2004 by Daniel Corbin. Daniel Corbin maintains at least three brokerage accounts under the name Augustus Management.

25. **Maria T. Checa**, age 38, is a resident of Greensboro, North Carolina. She has worked as a model and actress. Bouchareb and Checa lived together from about September 2004 until mid-2007.

26. **Checa International, Inc.** (“Checa International”) is a Florida corporation incorporated on June 11, 2004 by Maria Checa. On June 16, 2004, Checa opened a brokerage account in the name of Checa International. Checa traded through the Checa International account and a related Playmate Capital LLC account. At all relevant times, Bouchareb was authorized to conduct trading in the account.

27. **Lee H. Corbin, Esq.**, age 66, is the father of Daniel Corbin and a resident of Larchmont, New York. Since 1986, he has been a partner in a law firm based in White Plains, New York.

FACTS

I. The Material Nonpublic Information and the Contacts

A. Devlin’s Access to Material Nonpublic Information

28. Devlin’s wife is a partner in the New York City office of an international public relations firm, Brunswick Group LLC. She has been employed by the firm since at least May

2002. Her duties include providing advice about media communications to the firm's corporate clients. During the relevant period, she had access to and routinely learned of material nonpublic information concerning impending corporate acquisitions and other corporate transactions involving publicly traded companies.

29. Devlin's wife had a duty to keep all nonpublic information concerning her clients confidential.

30. Devlin and his wife were married in 2003.

31. At all relevant times, Devlin was a registered representative with Lehman, where he had been employed since at least 2000. As a condition of his employment with Lehman, Devlin certified that he would not trade on his own behalf or on behalf of others if he knew or had reason to believe that he possessed material nonpublic information.

32. Devlin knew or was reckless in not knowing that his wife owed her employer and her employer's clients a fiduciary duty or other duty of trust or confidence to keep confidential and not disclose, personally use, or misappropriate the material nonpublic information that she learned about her clients in the course of her work. Devlin knew or was reckless in not knowing that he owed his wife a duty of trust or confidence not to disclose, personally use, or misappropriate confidential information that he learned from her.

33. During the course of his marriage, Devlin misappropriated material nonpublic information concerning at least twelve upcoming corporate acquisitions or attempted acquisitions involving his wife's clients. Specifically, Devlin learned that InVision Technologies, Inc. ("InVision"), Eon Labs, Inc ("Eon Labs"), Abgenix, Inc ("Abgenix"), Aztar Corporation ("Aztar"), Veritas DGC, Inc. ("Veritas"), Mercantile Bankshares Corporation ("Mercantile"), Alcan, Inc. ("Alcan"), Ventana Medical Systems, Inc ("Ventana"), Pharmion Corporation ("Pharmion"),

Take-Two Interactive Software, Inc (“Take-Two”), Anheuser-Busch (“Anheuser-Busch”) and Rohm and Haas Company (“Rohm and Haas”) were targeted for acquisition. Devlin obtained this material nonpublic information in advance of the public disclosure of the acquisitions or attempted acquisitions. Devlin also learned from his wife that Mylan Inc. (“Mylan”) -- a client of his wife’s firm -- was preparing to announce a self-tender offer to repurchase approximately \$1 billion of its outstanding stock.

B. The Corporate Transactions

The following summarizes the corporate transactions Devlin learned about by misappropriating information from his wife.

Client of Devlin’s Wife	Target or Company Making Self-Tender Offer	Announcement	Announcement Date	Date By Which Devlin’s Wife Learned the News
InVision	InVision	General Electric announces acquisition of InVision	3/15/2004	3/8/2004
Eon Labs	Eon Labs	Novartis announces tender offer for Eon Labs	2/21/2005	2/16/2005
Mylan	Mylan	Mylan announces plans for self-tender offer	6/14/2005	5/20/2005
Amgen	Abgenix	Amgen announces agreement to acquire Abgenix	12/14/2005	11/29/2005
Ameristar	Aztar	Ameristar announces tender offer for Aztar	4/3/2006	3/30/2006
Compagnie Générale de Géophysique	Veritas	CGG announces agreement to acquire Veritas	9/5/2006	8/30/2006
Mercantile	Mercantile	PNC announces agreement to acquire Mercantile	10/9/2006	10/4/2006
Alcoa	Alcan	Alcoa announces tender offer to acquire Alcan	5/7/2007	4/16/2007
Roche	Ventana	Roche announces tender offer for Ventana	6/25/2007	6/6/2007
Celgene	Pharmion	Celgene announces acquisition of Pharmion	11/18/2007	11/15/2007
Take-Two	Take-Two	Electronic Arts announces tender offer for Take-Two	2/24/2008	2/7/2008

InBev	Anheuser-Busch	InBev announces tender offer for Anheuser-Busch	6/11/2008	4/26/2008
Dow Chemical	Rohm-Haas	Dow Chemical announces acquisition of Rohm-Haas	7/10/2008	6/26/2008

1. General Electric's Acquisition of InVision

34. In March 2004, InVision, a Delaware corporation headquartered in Newark, California, retained Devlin's wife's firm to provide public relations advice in connection with its proposed acquisition by General Electric Company ("General Electric"). InVision's common stock was registered with the Commission pursuant to Section 12(g) of the Exchange Act and was traded on the NASDAQ. Devlin's wife began working on the acquisition on or about March 8, 2004, and at that time, Devlin misappropriated from his wife the material nonpublic information concerning General Electric's plans to acquire InVision.

35. On March 15, 2004, General Electric announced its plans to acquire InVision and InVision's stock closed at \$49.35, a 19% increase over the prior day's closing price.

2. Novartis's Acquisition of Eon Labs

36. On or about February 16, 2005, Eon Labs, a Delaware corporation headquartered in Lake Success, New York, retained Devlin's wife's firm to provide public relations advice in connection with its proposed acquisition by Novartis AG ("Novartis"). Eon Labs' common stock was registered with the Commission pursuant to Section 12(b) of the Exchange Act and was traded on the NASDAQ. Devlin's wife began working on the acquisition on or about February 16, 2005. On or about February 16 and 17, 2005, Devlin misappropriated from his wife material nonpublic information concerning Novartis's plans to acquire Eon Labs.

37. On February 21, 2005, Novartis AG announced that it had signed a definitive merger agreement to acquire Eon Labs at a price of \$31.00 per share. The following day the closing price of Eon Labs stock was \$30.48, a 9% increase from the prior day's closing price.

3. Mylan's Self-Tender Offer

38. On or about May 20, 2005, Mylan, a Pennsylvania corporation headquartered in Canonsburg, Pennsylvania, retained Devlin's wife's firm to provide advice in connection with Mylan's plan to make a self-tender offer for approximately \$1 billion worth of its outstanding common stock. By no later than May 20, 2005, Devlin's wife was working on the matter. Mylan's common stock was registered with the Commission pursuant to Section 12(b) of the Exchange Act and was traded on the New York Stock Exchange ("NYSE"). Between May 20 and June 1, 2005, Devlin misappropriated material nonpublic information from his wife concerning a corporate transaction involving Mylan.

39. On June 14, 2005, Mylan announced its plans to make a self-tender offer and Mylan's stock price closed at \$19.58, a 10% increase from the prior day's closing price.

4. Amgen's Acquisition of Abgenix

40. On or about November 28, 2005, Amgen, Inc. ("Amgen") retained Devlin's wife's firm to provide public relations services in connection with Amgen's proposed acquisition of Abgenix, a Delaware corporation headquartered in Fremont, California. Devlin's wife was aware of the proposed acquisition by no later than November 29, 2005. The common stock of Abgenix was registered with the Commission pursuant to Section 12(g) of the Exchange Act and was traded on the NASDAQ. Between November 28 and December 1, 2005, Devlin misappropriated from his wife material nonpublic information regarding Amgen's plans to acquire Abgenix.

41. After the close of trading on December 14, 2005, Amgen announced an agreement to acquire Abgenix for approximately \$2.2 billion in cash, or \$22.50 per share. The following day Abgenix's stock closed at \$21.68, an increase of 47% from the prior day's close.

5. AmeriStar's Tender Offer for Aztar

42. On or about March 27, 2006, Ameristar Casinos, Inc. ("Ameristar") retained Devlin's wife's firm to provide public relations services for Ameristar's proposed acquisition of Aztar, a Delaware corporation headquartered in Arizona. The common stock of Aztar was registered with the Commission pursuant to Section 12(b) of the Exchange Act and was traded on the NYSE. Devlin's wife began working on the proposed transaction by no later than March 30, 2006, at which point Devlin misappropriated from his wife material nonpublic information concerning Ameristar's plans to make a tender offer for Aztar.

43. Before trading opened on April 3, 2006, Ameristar announced its offer to buy all the outstanding shares of Aztar for \$42 per share; on that day, the price of Aztar stock closed at \$44.60 per share, an increase of 6% over the prior day's close.

6. Compagnie Générale de Géophysique's Acquisition of Veritas

44. As of August 30, 2006, Devlin's wife's firm had been retained by Compagnie Générale de Géophysique ("CGG") concerning its plans to acquire Veritas, a Delaware corporation headquartered in Houston, Texas. The common stock of Veritas was registered with the Commission pursuant to Section 12(b) of the Exchange Act and was traded on the NYSE. Devlin's wife began working on the Veritas acquisition by no later than August 30, 2006 and by September 1, 2006, Devlin had misappropriated from his wife material nonpublic information about CGG's forthcoming acquisition of Veritas.

45. On September 5, 2006, CGG announced that it had agreed to acquire Veritas in a part cash, part stock transaction. On that day, Veritas's stock closed at \$70.07 per share, an increase of 12% over the prior day's close.

7. PNC's Acquisition of Mercantile

46. On or about September 26, 2006, Mercantile, a Maryland corporation headquartered in Baltimore, Maryland, and PNC Financial Services Corporation ("PNC") began discussing PNC's potential acquisition of Mercantile. The common stock of Mercantile was registered with the Commission pursuant to Section 12(g) of the Exchange Act and was traded on the NASDAQ. On or about October 2, 2006, Mercantile engaged Devlin's wife's firm to provide public relations advice concerning its acquisition. Devlin's wife worked on the team handling media relations for Mercantile and was informed of the potential acquisition by no later than October 4, 2006. By the following day, Devlin misappropriated from his wife material nonpublic information concerning PNC's plans to acquire Mercantile.

47. On the afternoon of October 9, 2006, PNC announced an agreement to acquire Mercantile for \$47.24 per share and the closing price for Mercantile was \$44.94, an increase of 22% from the prior day's close.

8. Alcoa's Tender Offer for Alcan

48. On or about April 16, 2007, Alcoa retained Devlin's wife's firm to provide media relations services for its proposed unsolicited tender offer to Alcan's shareholders. Alcan was a Canadian corporation. The common stock of Alcan was registered with the Commission pursuant to Section 12(b) of the Exchange Act and was traded on the NYSE. By April 16, 2007, Alcoa had taken substantial steps toward making its tender offer, including hiring Devlin's wife's firm and other legal and financial firms to provide advice on the proposed transaction. On or about April

16, 2007, Alcoa representatives met with Devlin's wife and others at Devlin's wife's firm to discuss communication strategy. Between April 16 and April 25, 2007, Devlin misappropriated from his wife material nonpublic information regarding Alcoa's plans to acquire Alcan.

49. Prior to the opening of trading on May 7, 2007, Alcoa announced a tender offer to acquire the shares of Alcan for \$73.25 per share. The May 7, 2007 closing price of Alcan stock was \$82.11, an increase of 34% from the prior day's close.

9. Roche's Tender Offer for Ventana

50. In January 2007, Roche Holdings Ltd., ("Roche") initiated discussions with Ventana, a Delaware corporation headquartered in Tucson, Arizona, which culminated in Roche's June 2007 tender offer for Ventana's outstanding common stock. The common stock of Ventana was registered with the Commission pursuant to Section 12(g) of the Exchange Act and was traded on the NASDAQ. By May 2007, Roche had taken substantial steps toward making a tender offer for Ventana, including retaining financial advisers. On or about June 5, 2007, the financial advisers retained Devlin's wife's firm on behalf of Roche to provide media relations services for the possible acquisition of Ventana. Devlin's wife became aware of Roche's plan to acquire Ventana by no later than June 6, 2007. As of June 15, 2007, Devlin had misappropriated material nonpublic information from his wife concerning Roche's plans to acquire Ventana.

51. After the close of trading on June 25, 2007, Roche announced a tender offer to acquire the outstanding shares of Ventana for \$75 per share in cash. The June 26, 2007 closing price of Ventana was \$76.43, an increase of 47% from the prior day's close.

10. Celgene's Acquisition of Pharmion

52. From about January 2004 through October 2007, Celgene Corporation ("Celgene") engaged in discussions with Pharmion, a Colorado corporation headquartered in

Boulder, Colorado, toward a negotiated acquisition of Pharmion. The common stock of Pharmion was registered with the Commission pursuant to Section 12(g) of the Exchange Act and was traded on the NASDAQ. In October 2007, Celgene and Pharmion executed a confidentiality agreement and began sharing information as part of each company's due diligence review. By mid-November 2007, the companies were negotiating the terms of a merger agreement. On or about November 15, 2007, Celgene retained Devlin's wife's firm and Devlin's wife began working on the prospective acquisition. Between November 15 and November 16, 2007, Devlin misappropriated from his wife material nonpublic information concerning Celgene's plans to acquire Pharmion.

53. On the evening of November 18, 2007, Celgene announced its acquisition of Pharmion. The following day Pharmion's common stock closed at \$65.12 per share, an increase of 32% from the prior day's closing price.

11. Electronic Arts' Tender Offer for Take-Two

54. Take-Two is a Delaware corporation headquartered in New York, New York. The common stock of Take-Two is registered with the Commission pursuant to Section 12(b) of the Exchange Act and was traded on the NASDAQ. In February 2008, the Chief Executive Officer of Electronic Arts, Inc. ("EA") sent an unsolicited offer to purchase the outstanding stock of Take-Two to the chairman of the board of Take-Two. In response to EA's offer, Take-Two consulted several investment banks and law firms regarding EA's proposed offer. Devlin's wife learned of EA's offer for Take-Two by no later than February 7, 2008, when Take-Two retained Devlin's wife's firm and Devlin's wife began working on the engagement. Between February 7 and February 11, 2008, Devlin misappropriated material nonpublic information from his wife concerning EA's proposed tender offer for Take-Two.

55. On February 24, 2008, EA announced an offer to purchase all the outstanding stock of Take-Two for \$26.00 per share. The following day, Take-Two shares increased 55% from the prior day's price, closing at \$26.89.

12. InBev's Tender Offer for Anheuser Busch

56. On June 2, 2008, representatives of InBev S.A. ("InBev") and Anheuser-Busch, a Delaware corporation headquartered in St. Louis, Missouri, met to discuss InBev's potential acquisition of Anheuser-Busch. The common stock of Anheuser-Busch is registered with the Commission pursuant to Section 12(b) of the Exchange Act and is traded on the NYSE. By the time of the June 2, 2008 meeting, InBev had retained Devlin's wife's firm to provide advice concerning InBev's plan to make a tender offer for Anheuser-Busch. Devlin's wife began working on the deal no later than April 26, 2008. By June 10, 2008, Devlin had misappropriated from his wife material nonpublic information concerning InBev's forthcoming tender offer for Anheuser-Busch.

57. After the close of trading on June 11, 2008, InBev announced a tender offer to acquire all outstanding common shares of Anheuser-Busch for \$65 per share. The following day the stock of Anheuser-Busch closed at \$61.40 per share, a 4.96% increase over the prior day's closing price.

13. Dow Chemical Acquires Rohm and Haas

58. On or about June 23, 2008, Dow Chemical Company ("Dow") contacted Devlin's wife's firm in connection with its proposed acquisition of Rohm and Haas, a Delaware corporation headquartered in Philadelphia, Pennsylvania. On or about June 26, 2008, Dow retained Devlin's wife's firm and Devlin's wife began working on the acquisition. The common stock of Rohm and Haas is registered with the Commission pursuant to Section 12(b) of the

Exchange Act and is traded on the NYSE. Between June 23 and June 27, 2008, Devlin misappropriated from his wife material nonpublic information concerning Dow's plans to acquire Rohm and Haas.

59. On July 10, 2008, Dow announced its plans to acquire Rohm and Haas. The stock of Rohm and Haas closed at \$73.62 that day, an increase of 64% over the prior day's closing price.

II. The Insider Tipping and Trading

A. The Bouchareb Trading Group

60. In 2004, Daniel Corbin, Lee Corbin, Maria Checa and Bouchareb's parents opened prime brokerage accounts with the same broker at the same Advest, Inc. branch office in Long Island, New York. In February 2006, after Advest, Inc. was acquired, these individuals opened prime brokerage accounts at Wachovia. Certain of the prime brokerage accounts were used to conduct the insider trading. Bouchareb was authorized to trade in a number of these accounts. In addition, Bouchareb and Daniel Corbin shared interests in a number of prime brokerage accounts at Lek Securities Corporation through which some of the insider trading occurred. These prime brokerage accounts allowed the traders to place trades at a number of other executing brokerage firms.

1. Devlin Tipped Bouchareb With Material Nonpublic Information That Devlin Misappropriated From His Wife

61. Devlin and Bouchareb are friends and have known each other since at least 2004. One of Bouchareb's limited liability companies maintained brokerage accounts at Lehman and Devlin was the representative for those accounts. During the relevant period, Devlin and Bouchareb spoke by telephone almost every day and communicated regularly by electronic mail

and instant messaging. In the same period, Devlin socialized with Bouchareb in New York and Florida.

62. From at least February 2005 through at least July 2008, Devlin knowingly or recklessly tipped Bouchareb with material nonpublic information concerning thirteen corporate transactions that Devlin misappropriated from his wife. Bouchareb knew or should have known that the information Devlin provided was obtained in breach of a duty of trust or confidence.

2. Bouchareb Traded On The Basis Of Material Nonpublic Information

63. Bouchareb used the material nonpublic information that he received from Devlin to purchase the securities of Abgenix, Mercantile, Alcan, Ventana, Take-Two, and Anheuser-Busch in either his personal accounts or an account owned by one of his limited liability companies prior to the public announcements that those companies would be acquired or were tender offer targets. To conceal his illegal conduct and connection to Devlin, Bouchareb traded in the securities of these companies in accounts he maintained at broker-dealers other than Lehman.

64. Acknowledging Devlin as his source for lucrative tips, Bouchareb and Daniel Corbin referred to Devlin as the “golden goose.” For example, in April 2005 Bouchareb urged Devlin, “we need the goose to pop its head out and show us the biz.” In addition, in June 2006, Bouchareb asked Devlin, “Did the golden goose recover from the bird flu yet?” In communications with Bouchareb and Daniel Corbin, Devlin also referred to his own wife as the “golden goose.” For instance, in January 2006, Devlin wrote to Bouchareb that Bouchareb’s girlfriend “may be amazing @ somethings – but none of them are like the golden goose.” In August 2006, Devlin communicated to Daniel Corbin, “we need some goose stuff none out there now.” Corbin responded, “ya we do.”

65. Bouchareb rewarded Devlin for the tips he received by providing Devlin with gifts including cash and luxury items, including a Cartier watch, a Barneys New York gift card, a widescreen TV and a Ralph Lauren leather jacket. Bouchareb also paid for Devlin to attend a Porsche driving school.

a. Bouchareb Traded In Abgenix

66. Devlin and Bouchareb spoke daily by telephone between November 28 and December 1, 2005. In communications during this period, Devlin tipped Bouchareb about Amgen's plans to acquire Abgenix and on December 1, 2005, Bouchareb purchased a total of 155 Abgenix call option contracts in brokerage accounts he maintained at TD Ameritrade, Inc. and Jefferies & Co., Inc. On December 15, 2005, the day after Amgen announced its merger with Abgenix, Bouchareb sold his Abgenix call option contracts, realizing trading profits of approximately \$98,390.

b. Bouchareb Traded In Mercantile

67. Between October 2 and 5, 2006, Devlin and Bouchareb spoke on the telephone every day. During these or other communications between October 2 and October 6, 2006, Devlin tipped Bouchareb with material nonpublic information concerning PNC's plans to acquire Mercantile. On October 6, 2006, Bouchareb purchased 20 Mercantile call option contracts in his TD Ameritrade account. Three days later, on October 9, 2006, the news was announced and Bouchareb sold his Mercantile call option contracts, realizing illicit trading profits of approximately \$14,700.

c. Bouchareb Traded In Alcan

68. Bouchareb communicated with Devlin by instant message on April 22, 2007 and spoke by telephone with Devlin between April 23 and 25, 2007. During these or other

communications between April 22 and 25, 2007, Devlin tipped Bouchareb with material nonpublic information concerning Alcoa's plans to acquire Alcan. On April 25 and May 1, 2007, Bouchareb purchased a total of 170 Alcan call option contracts in his TD Ameritrade account. On May 3, 2007, Bouchareb purchased 70 call options in his E*Trade account and sold 70 call options in his TD Ameritrade account. The tender offer was announced on May 7, 2007. Between May 16 and June 12, 2007, Bouchareb sold and exercised his Alcan option contracts and sold his Alcan stock, realizing illegal trading profits of approximately \$305,970.

d. Bouchareb Traded In Ventana

69. Between June 5 and June 15, 2007, Devlin and Bouchareb spoke by telephone almost every day. During these or other communications, Devlin tipped Bouchareb with material nonpublic information concerning Roche's plans to acquire Ventana. On June 15, 2007, Bouchareb purchased 20 Ventana call option contracts in his TD Ameritrade account and spoke by telephone with Devlin immediately after he traded. Between June 15 and 20, 2007, Bouchareb purchased a total of 6,000 shares of Ventana in his accounts at TD Ameritrade and E*Trade. Roche announced the tender offer on June 25, 2007. Between July 5 and August 6, 2007, Bouchareb sold his Ventana call option contracts and stock, realizing trading profits of approximately \$220,725.

e. Bouchareb Traded In Take-Two

70. On February 8, 2008 at 9:30 a.m. -- the day after his wife's firm had been retained by Take-Two concerning EA's tender offer -- Devlin spoke by telephone with Bouchareb. Approximately five minutes after this call, and based on a tip from Devlin, Bouchareb purchased 2,000 shares of EA in his TD Ameritrade account. On February 11, 2008 at 9:32 a.m., Devlin spoke with Bouchareb again by telephone. Less than five minutes after this call, apparently

realizing he had purchased shares in the wrong corporation, Bouchareb sold all of the EA shares he purchased on February 8, 2008. At approximately 6:22 p.m., after the close of trading on February 11, 2008, Devlin once again spoke by telephone with Bouchareb. Seconds after this telephone call with Devlin, Bouchareb called T.D. Ameritrade and placed an order to buy 1,000 shares of Take-Two. During his calls with Bouchareb on February 8 and February 11, 2008, or other communications in this period, Devlin tipped Bouchareb with material nonpublic information concerning EA's plans to acquire Take-Two. Bouchareb purchased 1,000 additional shares of Take-Two stock on February 15, 2008, and 3,000 additional shares on February 22, 2008, in the same account. The transaction was announced on February 24, 2008. Between February 25, 2008 and March 4, 2008, Bouchareb sold his Take-Two shares, realizing illicit trading profits of approximately \$46,835.

f. Bouchareb Traded in Anheuser-Busch

71. Between June 2 and June 9, 2008, Devlin and Bouchareb spoke by telephone numerous times. Devlin and Bouchareb spoke twice by telephone on June 10, 2008. During these or other communications between June 2 and June 10, 2008, Devlin tipped Bouchareb with material nonpublic information about InBev's planned tender offer for Anheuser-Busch. A little over an hour after his second call with Devlin on June 10, 2008, an account maintained by Bouchareb's limited liability company, Midwest Capital, LLC, at Merrill Lynch bought 10,000 shares of Anheuser-Busch. After the close of trading on June 11, 2008, InBev announced a tender offer to acquire all outstanding common shares of Anheuser-Busch for \$65 per share. The shares were sold in a related account in the name of Daniel Corbin's entity. The trading profits from the sale of these shares was approximately \$47,000.

g. Bouchareb Traded in Rohm and Haas

72. On June 26 and June 27, 2008, Devlin and Bouchareb spoke by telephone a number of times. On June 27, 2008, Bouchareb's company, Siminomo LLC, bought 4,000 shares of Rohm and Haas through an account at Ridge Clearing Outsourcing Solutions, Inc ("Ridge Clearing"). Between June 30 and July 3, 2008, Siminomo LLC bought an additional 4,000 shares of Rohm and Haas through Ridge Clearing. Prior to the opening of trading on July 10, 2008, Dow announced its plans to acquire Rohm and Haas. Siminomo LLC sold its Rohm and Haas shares that day realizing trading profits of approximately \$219,880.

3. Bouchareb Tipped His Business Partner and Provided Information to His Girlfriend and His Parents

73. In addition to trading in his own accounts on the material nonpublic information provided by Devlin, Bouchareb also tipped his business partner, Daniel Corbin, and Bouchareb provided the information to his girlfriend, Maria Checa, and his parents. Daniel Corbin then provided information concerning some of the deals to his father, Lee Corbin.

74. Bouchareb provided this information when he knew or was reckless in not knowing that it was material inside information obtained in breach of a duty of trust and confidence. As he described himself to Devlin in an instant message sent in June 2005: "I am [a] bronze goose trying to move up the ranks."

75. At all relevant times, Devlin knew and had contact with Checa, Daniel Corbin, and Lee Corbin.

76. As noted above, in 2004, Checa, Bouchareb's parents, and Daniel and Lee Corbin, opened individual brokerage accounts at Advest Inc., ("Advest"). At about the same time, Daniel and Lee Corbin opened an Advest account for Corbin Investment and Checa opened an Advest account for Checa International. All of these accounts were opened at the same

Advest branch office and were handled by the same registered representative. Although Bouchareb did not open his own account at Advest, he was authorized to trade in the Corbin Investment and Checa International accounts. On or about February 2006, Checa, the Corbins and Bouchareb's parents transferred their Advest accounts to Wachovia Securities, LLC ("Wachovia").

4. Maria Checa

77. Checa was Bouchareb's girlfriend and lived with Bouchareb from about September 2004 through mid-2007. In that period, Checa and Bouchareb socialized with Devlin in New York and Florida. Checa's company, Checa International, traded in advance of nine corporate announcements. The orders for the Checa International trading were placed through numerous execution accounts Checa opened in the name of her other company, Playmate Capital LLC. The Checa International account at Advest purchased the securities of Eon Labs, Abgenix and Mylan prior to public announcements about the Eon Labs and Abgenix acquisitions and the Mylan stock repurchase. The Checa International account at Wachovia purchased the securities of Aztar, Veritas, Mercantile, Alcan, Ventana, and Pharmion, in advance of announcements that those companies would be acquired or were the subject of tender offers. Checa split profits with Bouchareb and wrote checks out of the Wachovia account to Bouchareb for amounts up to \$20,000.

a. Checa International Traded In Eon Labs

78. Devlin and Bouchareb spoke by telephone a number of times on February 16 and February 17, 2005. Bouchareb and Checa were living together during 2005. On or about February 17, 2005, Checa International purchased 7,000 shares of Eon Labs. On February 22, 2005, the day

after Novartis announced the acquisition, Checa International sold the 7,000 shares of Eon Labs, realizing trading profits of approximately \$12,350.

b. Checa International Traded In Mylan

79. Devlin spoke by telephone with Bouchareb numerous times between June 3 and June 9, 2005. Between June 7 and June 9, 2005, Bouchareb and Checa spoke several times by telephone. On June 9, 2005, Checa International purchased 9,000 shares of Mylan. On June 13, 2005, Checa International purchased an additional 10,000 shares of Mylan stock. On June 14, 2005, Mylan announced its plans to make a self-tender offer. On the same day, the Checa International account sold its Mylan stock, yielding illicit trading profits of approximately \$29,790.

c. Checa International Traded In Abgenix

80. Bouchareb and Checa spoke by telephone virtually every day between November 28 and December 9, 2005. Between December 9 and 14, 2005, Checa International purchased 23,000 shares of Abgenix. After the close of trading on December 14, 2005, Amgen announced its agreement to acquire Abgenix. On or about December 14, 2005 -- after Amgen's announcement -- Checa International sold some of its Abgenix shares and liquidated the balance of its holdings the next day, yielding trading profits of approximately \$177,000.

d. Checa International Traded in Aztar

81. From March 27 through March 30, 2006, Devlin and Bouchareb spoke by telephone every day. Bouchareb and Checa also spoke by telephone between March 27 and March 30, 2006. On March 31, 2006, Checa International purchased 2,000 shares of Aztar. On April 3, 2006, after Ameristar announced its offer to buy all the outstanding shares of Aztar, Checa International sold its shares and realized trading profits of \$3,595.

e. Checa International Traded in Veritas

82. On August 30 and August 31, 2006, Devlin and Bouchareb spoke by telephone. Bouchareb and Checa were living together in 2006 and spoke by telephone between August 30 and August 31, 2006. At approximately 11:06 a.m. on September 1, 2006 -- immediately after a call with Devlin -- Bouchareb called Checa. Within twenty minutes of that call, Bouchareb placed three additional calls to Checa, speaking with her for at least three minutes. Shortly after noon on September 1, 2006, Bouchareb called Checa and they spoke for almost 15 minutes. On that same day Checa International purchased 2,500 shares of Veritas. Four days later, on September 5, 2006, CGG announced that it had agreed to acquire Veritas in a part cash, part stock transaction. Between September 6 through October 12, 2006, Checa International sold all of the shares purchased on September 1, 2006, and realized trading of \$16,505.

f. Checa International Traded In Mercantile

83. On October 4 and 5, 2006, after speaking with Devlin, Bouchareb called Checa. On October 5 and 6, 2006, Checa International purchased a total of 10,000 shares of Mercantile stock. On October 9, 2006, PNC announced an agreement to acquire Mercantile. That same day Checa International sold the 10,000 Mercantile shares purchased in advance of the merger announcement and yielded trading profits of approximately \$75,400.

g. Checa International Traded In Alcan

84. Bouchareb spoke with Checa by telephone on April 23 and 24, 2007. On April 25, 2007 at approximately 9:20 a.m., Bouchareb and Devlin spoke by telephone for about two minutes. Later the same day, Bouchareb called Checa at approximately 10:08 a.m. and 12:17 p.m. That afternoon, a few minutes after 3:00 p.m., Checa International bought 9,000 shares of Alcan. Between April 25 and May 4, 2007, Checa International bought a total of

15,000 shares of Alcan. On May 7, 2007, Alcoa announced a tender offer to acquire the shares of Alcan. Between May 7 and 10, 2007, Checa International sold the Alcan stock purchased in advance of the merger announcement and realized trading profits of approximately \$291,800.

h. Checa International Traded In Ventana

85. From June 5 through June 14, 2007, Bouchareb regularly spoke by telephone with Checa. At about 10:07 a.m. on June 15, 2007, Devlin and Bouchareb spoke for almost two minutes. Several minutes later, at approximately 10:35 a.m. on June 15, 2007, Bouchareb spoke by telephone with Checa for about two minutes. Immediately thereafter -- at about 10:37 a.m. on June 15 -- Checa International purchased 5,000 shares of Ventana. Between June 15 and 22, 2007, the account purchased a total of 10,000 shares of Ventana stock. On June 25, 2007, Roche announced a tender offer to acquire the outstanding shares of Ventana. On July 5, July 11, and August 10, 2007, Checa International sold the Ventana stock it purchased in advance of the tender offer announcement, and yielded trading profits of approximately \$264,500.

i. Checa International Traded In Pharmion

86. Between November 15 and November 16, 2007, Devlin and Bouchareb spoke by telephone on at least seven occasions. On November 15 and 16, 2007, Bouchareb spoke with Checa several times by telephone. On November 16, 2007, Bouchareb spoke by telephone with Checa at 1:23 p.m., 2:06 p.m. and 2:54 p.m. Devlin and Bouchareb spoke by telephone at about 3:37 p.m. and 3:55 p.m. the same day. At approximately 3:55 p.m. on November 16, Checa International purchased 5,000 shares of Pharmion. Within seconds of that trade, Bouchareb placed a call to Checa. On the evening of November 18, 2007, Celgene announced its acquisition of Pharmion. Between January 8 and 28, 2008, Checa International sold the

Pharmion stock that it purchased in advance of the acquisition announcement and realized trading profits of approximately \$87,800.

5. Daniel and Lee Corbin

87. Daniel Corbin is Bouchareb's friend and business partner. Devlin has communicated with Daniel Corbin by telephone, e-mail and instant messaging since at least 2005. Since 2005, Daniel Corbin and Bouchareb have socialized with Devlin in New York and Florida. Bouchareb and Daniel Corbin shared an interest in a number of accounts and Bouchareb shared in some of Corbin's profits. Bouchareb and Daniel Corbin arranged for Lee Corbin to meet Devlin in February 2005. After profiting from trading in some of the deals, Lee Corbin steered several of his clients' accounts to Devlin. Devlin received fees from this business.

88. Bouchareb tipped Daniel Corbin with material nonpublic information about at least ten acquisitions or tender offers and the Mylan stock repurchase.

89. Accounts maintained by Corbin Investment, the company owned by Daniel Corbin and his father, Lee, traded in advance of six corporate announcements. The Corbin Investment account at Advest purchased the securities of Eon Labs and Abgenix prior to public announcements of those deals and the account purchased the securities of Mylan in advance of the Mylan stock repurchase announcement. The Corbin Investment account at Wachovia bought shares of Aztar, Veritas and Mercantile ahead of public announcements of those deals. These trades by Corbin Investment were based on material nonpublic information Devlin misappropriated from his wife and provided to Bouchareb.

90. Daniel Corbin exercised control over the activity in the Corbin Investment accounts and split profits with Bouchareb. For example, on October 11, 2005, Daniel Corbin

instructed Advest to wire \$125,051 from the account to Bouchareb's account at Jefferies & Co. On December 28, 2005, he directed Advest to issue a check to Bouchareb for \$52,418 marked "REFUND FOR EXPENCES" (*sic*) to be drawn on the Corbin Investment Holdings account "before year end."

91. Accounts maintained by Augustus Management, the company owned by Daniel Corbin, also traded prior to six corporate announcements. An Augustus Management account at Morgan Stanley traded in advance of the announcement of the Abgenix deal and an Augustus Management account at LEK Securities traded prior to the Alcan, Ventana, Pharmion, Take-Two and Rohm and Haas public announcements.

92. Daniel Corbin also provided his father, Lee Corbin, with information that Bouchareb had obtained from Devlin. Lee Corbin traded in his personal accounts prior to public announcements of the Eon Labs, Abgenix and Mercantile acquisitions and the Mylan stock repurchase. Lee Corbin also owned an interest in the Corbin Investment Holdings account that Daniel used to trade in a number of the deals.

93. Daniel Corbin knew or should have known that he traded in the securities identified below while in possession of and based on material nonpublic information obtained in breach of a duty of trust or confidence.

a. Corbin Investment Holdings and Lee Corbin Trade in Eon Labs

94. Bouchareb spoke by telephone with Daniel Corbin on numerous occasions between February 16 and February 17, 2005. During these or other communications in the period, Bouchareb tipped Daniel Corbin with material nonpublic information Bouchareb had obtained from Devlin concerning Novartis's plans to acquire Eon Labs.

95. Daniel Corbin used the information about the upcoming acquisition of Eon Labs to provide information to his father, Lee Corbin. On February 17, 2005, Daniel Corbin placed two telephone calls to his father's Boca Raton, Florida, residence. Eight minutes after the second telephone call with his son on February 17, Lee Corbin bought 2,000 shares of Eon Labs in his account at Goldman Sachs Group, Inc. ("Goldman Sachs"). The next day, Lee Corbin's Goldman Sachs account purchased 1,000 shares of Eon Labs. In a two-day period, Lee Corbin acquired roughly \$85,838 worth of Eon Labs stock. Also on February 17, 2005, the Corbin Investment account purchased 20,700 shares of Eon Labs stock. On February 21, 2005, after the close of trading, Novartis announced it was commencing a tender offer to acquire the publicly held shares of Eon Labs stock. On February 22, 2005, Daniel and Lee Corbin sold their Eon Labs stock and realized trading profits of approximately \$42,600 for Corbin Investment and \$5,600 for Lee Corbin. Three days later, on February 25, 2005, Bouchareb contacted Devlin to set up a meeting between Devlin and Lee Corbin. In an email titled, "Lee Corbin Meeting," Bouchareb wrote: "He [Lee Corbin] is very impressed with your ability to help us perform so far and would like to meet with you."

b. Corbin Investment and Lee Corbin Trade In Mylan

96. Between May 28 and June 9, 2005, Daniel Corbin spoke by telephone with his father on numerous occasions. On June 9, 2005, Corbin Investment account purchased 5,000 shares of Mylan. On June 13, 2005, Corbin Investment purchased another 15,000 shares of Mylan. Over a two-day period, Corbin Investment had purchased approximately \$352,000 worth of Mylan stock. On June 10, 2005, Lee Corbin bought 2,000 shares of Mylan in his Advest account. On June 13, 2005, he purchased another 2,000 shares of Mylan in his Goldman Sachs account. In a June 14, 2005 press release, Mylan announced its plans to repurchase approximately \$1 billion of

its outstanding common stock. On June 14, 2005, Corbin Investment and Lee Corbin sold their Mylan shares and yielded trading profits of approximately \$30,200 for Corbin Investment and \$6,550 for Lee Corbin.

c. Corbin Investment and Daniel and Lee Corbin Trade In Abgenix

97. Between November 28 and December 9, 2005, Bouchareb spoke to Daniel Corbin by telephone and during those or other communications during the same period, tipped Corbin with the information from Devlin regarding the Abgenix acquisition. On December 14, 2005, Daniel Corbin purchased 6,600 shares of Abgenix in an Augustus Management account that he controlled at Morgan Stanley & Company, Inc. Between December 9 and 13, 2005, Corbin Investment purchased 34,400 shares of Abgenix. On December 9 and 13, 2005, Lee Corbin purchased 3,500 shares of Abgenix in his Advest account. On December 14, 2005, he purchased 15 Abgenix call option contracts in the same account. On December 20, 2005 Daniel Corbin told Devlin that Lee Corbin would be steering Devlin additional business. Daniel Corbin sent an instant message to Devlin stating: "we think he [Lee Corbin] might be interested in swinging some cash your way . . . small at first . . . maby[e] like 5m . . . I will keep on top of him." Devlin responded, "that would be awesome for all of us." After the close of trading on December 14, 2005, Amgen announced an agreement to acquire Abgenix. Between December 14, 2005, and March 6, 2006 Corbin Investment and Lee Corbin sold their Abgenix stock and call option contacts and yielded trading profits of approximately \$318,000 for Corbin Investment and approximately \$36,600 for Lee Corbin.

d. Corbin Investment Traded in Aztar

98. From March 27 through March 31, 2006, Bouchareb and Daniel Corbin spoke by telephone numerous times. During these or other communications in the period, Bouchareb

tipped Daniel Corbin with material nonpublic information regarding the impending tender offer for Aztar. Bouchareb also spoke to Lee Corbin on March 28 and March 31, 2006. On or about March 31, 2006, Corbin Investment purchased 2,000 shares of Aztar. Before trading opened on April 3, 2006, Ameristar announced its offer to buy all the outstanding shares of Aztar for \$42 per share. Corbin Investment sold its shares on April 3, 2006, and realized trading profits of \$3,678.

e. Corbin Investment Traded in Veritas

99. On August 15, 2006, Devlin sent an instant message to Daniel Corbin complaining that “we need some [golden] goose stuff . . . none out there now.” Daniel Corbin agreed “ya we do.” Less than one week later Devlin’s wife was working for CGG in connection with its plans to acquire Veritas.

100. Bouchareb and Daniel Corbin spoke by telephone numerous times between August 30 and September 1, 2006. During these or other communications in the period, Bouchareb tipped Daniel Corbin with material nonpublic information concerning the Veritas acquisition. On or about September 1, 2006, Corbin Investment purchased 2,500 shares of Veritas. On September 5, 2006, CGG announced that it had entered into an agreement with Veritas to acquire Veritas in a part cash, part stock transaction. From September 6 through October 9, 2006, Corbin Investment sold its Veritas shares and realized trading profits of approximately \$16,195.

f. Corbin Investment and Lee Corbin Traded in Mercantile

101. Bouchareb and Daniel Corbin spoke repeatedly by telephone between October 2 and October 5, 2006. During these or other communications in the period, Bouchareb provided material nonpublic information to Daniel Corbin concerning the Mercantile acquisition.

Daniel Corbin and his father, Lee, spoke by telephone several times on October 3, 2006 and also at about 1:28 p.m. on October 5, 2006. Immediately after the call, Lee Corbin's bought 1,000 shares of Mercantile in his Goldman Sachs account. Between October 5 and 6, 2006, Lee Corbin bought a total of 2,000 shares of Mercantile stock. Between October 5 and October 6, 2006, Corbin Investment bought 20,000 shares of Mercantile. On October 9, 2006, PNC announced an agreement to acquire Mercantile and the closing price on that day increased 22% from the prior day's close. Between October 9 and October 13, 2006, Corbin Investment and Lee Corbin sold their Mercantile shares and realized illegal trading profits of approximately \$152,600 for Corbin Investment and \$16,000 for Lee Corbin. On October 11, 2006, Bouchareb assured Devlin that Devlin would be receiving more business from Lee Corbin. Bouchareb wrote to Devlin by email: "I had a great discussion with Lee. I think you are top in line now for new things."

g. Augustus Management Traded In Alcan

102. Between April 23 and April 25, 2007, Bouchareb and Daniel Corbin spoke by telephone several times. During these or other communications in the period, Bouchareb tipped Daniel Corbin with material nonpublic information regarding the Alcan tender offer. From April 25 through May 4, 2007, Augustus Management bought a total of 20,000 shares of Alcan. On May 7, 2007, Alcoa announced a tender offer to acquire the shares of Alcan and on the day of the announcement, Augustus Management sold its Alcan shares and realized trading profits of approximately \$389,800.

h. Augustus Management Traded In Ventana

103. From June 5 through 15, 2007, Bouchareb spoke by telephone with Daniel Corbin virtually every day. During these or other communications in the period, Bouchareb tipped Daniel Corbin with material nonpublic information concerning the prospective tender offer for

Ventana. On June 15 and 22, 2007, Augustus Management purchased a total of 20,000 shares of Ventana. On June 25, 2007, Roche announced its acquisition of Ventana. From June 26 through July 9, 2007, Augustus Management sold all but 2,000 shares of the Ventana stock it purchased prior to the announcement of the tender offer. On July 5, 2007, the remaining 2,000 shares were sold through a related account in which Daniel Corbin and Jamil Bouchareb had an interest. The total illegal trading profits for the 20,000 Ventana shares was \$501,000.

i. Augustus Management Traded In Pharmion

104. Between November 15 and 16, 2007, Bouchareb spoke by telephone with Daniel Corbin numerous times. During these or other communications in the period, Bouchareb gave Daniel Corbin inside information concerning the Pharmion acquisition. On November 16, 2007, Augustus Management purchased 10,000 shares of Pharmion. On November 18, 2007, Celgene announced its acquisition of Pharmion. On January 7, 2008, Augustus Management account sold its Pharmion shares and realized unlawful trading profits of approximately \$179,600.

j. Augustus Management Traded in Take-Two

105. Bouchareb and Daniel Corbin spoke by telephone numerous times between February 8 and February 11, 2008. During these or other communications in the period, Bouchareb tipped Devlin with material nonpublic information about EA's bid for Take-Two. Between February 12 and 22, 2008, Augustus Management bought a total of 20,000 shares of Take-Two. On February 24, 2008, EA announced an offer to acquire Take-Two. Between February 27 and May 12, 2008, Augustus Management sold its shares of Take-Two and realized illegal trading profits of approximately \$200,000.

k. Augustus Management Traded in Rohm and Haas

106. Bouchareb and Daniel Corbin spoke daily by telephone from June 23 through June 27, 2008. During these or other communications in the period, Bouchareb tipped Corbin with the inside information regarding the prospective acquisition of Rohm and Haas. On June 27, 2008, Augustus Management bought 10,000 shares of Rohm & Haas. On July 10, 2008, Dow Chemical Dow announced its plan to acquire Rohm & Haas. On July 10, 2008, Augustus Management sold its shares of Rohm & Haas stock and realized approximately \$263,000 in trading profits.

6. Bouchareb's Parents

a. Bouchareb's Mother's Account Traded In Eon Labs

107. Bouchareb called his parents on February 16 and February 17, 2005. On February 17, 2005, an account maintained at Advest by Bouchareb's mother bought 800 shares of Eon Labs. On February 21, 2005, after the close of trading, Novartis announced it was commencing a tender offer to acquire the publicly held shares of Eon Labs. On February 22, 2005, Bouchareb's mother's account sold its Eon Labs shares and realized trading profits of approximately \$1,270.

b. Bouchareb's Parents' Accounts Traded In Mylan

108. Bouchareb called his parents on June 7 and June 12, 2005. On June 13, 2005, Bouchareb's father's account bought 1,300 shares of Mylan stock. The same day, his mother's account bought 1,750 shares of Mylan. In a June 14, 2005 press release, Mylan announced its plans to make a self-tender offer. On June 14, 2005, Bouchareb's parents' accounts sold their Mylan shares and yielded trading profits of approximately \$1,900 for Bouchareb's father and \$2,600 for his mother.

c. Bouchareb's Parents Trade In Abgenix

109. Bouchareb spoke by telephone with one or both of his parents on several occasions between November 29 and December 13, 2005. On December 13, 2005, Bouchareb's mother's account purchased 1,900 shares of Abgenix and his father's account purchased 5,000 shares of Abgenix. On December 14, 2005, Amgen announced an agreement to acquire Abgenix. On December 15, 2005, Bouchareb's parents' accounts sold their Abgenix shares and yielded trading profits of approximately \$38,500 for Bouchareb's father and \$14,500 for his mother.

d. Bouchareb's Parents Accounts Traded In Alcan

110. Between April 23 and April 25, 2007, Bouchareb called his parents on several occasions. On April 25, 2007, Bouchareb's mother's account at Raymond James purchased 30 Alcan call option contracts. The same account purchased 500 shares of Alcan on May 4, 2007. Also on May 4, a Raymond James account owned by Bouchareb's father purchased 500 shares of Alcan. On May 7, 2007, Alcoa announced a tender offer to acquire the shares of Alcan. The Raymond James accounts of Bouchareb's parents yielded approximately \$10,500 in profits for Bouchareb's father and approximately \$74,333 in profits for Bouchareb's mother.

e. Bouchareb's Parents Trade In Ventana

111. Bouchareb called his parents on numerous occasions between June 6 and June 20, 2007. On June 20, 2007, Bouchareb's mother's account at Raymond James purchased 2,000 shares of Ventana. On June 25, 2007, Roche announced its tender offer for Ventana. Bouchareb's mother's profits were approximately \$46,840.

f. Bouchareb's Mother's Account Traded In Anheuser-Busch

112. On June 10, 2008 -- the same day that a Merrill Lynch account maintained by Bouchareb's company, Midwest Capital, purchased its Anheuser-Busch shares -- Bouchareb's

mother's Raymond James account bought \$1,500 shares of the stock. On June 11, 2008, InBev announced its tender offer to Anheuser-Busch to acquire all the outstanding share of Anheuser-Busch for \$65 per-share in cash. Bouchareb's mother's profits were approximately \$6,300 as result of her timely Anheuser-Busch trading.

B. The Devlin Trading Group

113. In addition to tipping Bouchareb, Devlin also tipped Bowers, his Lehman business partner; Holzer, his friend and accountant; and Glover, another of his Lehman clients and a securities industry professional. Devlin provided Bowers and Holzer with material nonpublic information concerning at least three upcoming corporate transactions involving Devlin's wife's firm. Devlin tipped Glover with inside information about at least five upcoming corporate transactions.

114. Holzer and Glover traded on the material nonpublic information that Devlin had provided. In addition, an account maintained for Holzer's benefit and an account owned by Holzer's parents also traded on Devlin's inside information.

115. After receiving material nonpublic information from Devlin, Bowers tipped his Lehman client, Faulhaber. Faulhaber traded on Bowers's tips prior to at least three impending corporate transactions involving Devlin's wife's firm.

116. On at least two occasions, Holzer gave Devlin cash after trading on Devlin's information. Some of the cash came from shares Holzer's father bought on behalf of Devlin. Devlin and Holzer entered this arrangement so that Devlin could profit from the nonpublic information but avoid detection by not using an account in his own name.

117. During the course of the trading scheme, Faulhaber kicked back some of the cash proceeds of his trading to Bowers who split the money with Devlin. Devlin received at least \$10,000.

118. Bowers, Holzer, Glover, and Faulhaber knew or should have known that the information provided to them by Devlin was material nonpublic information obtained in breach of a duty of trust and confidence.

1. Devlin Tipped His Partner Bowers and Bowers Tipped His Client Faulhaber

119. Bowers and Devlin are professional colleagues and friends. Bowers has met Devlin's wife and is aware of the nature of her work at her firm. Devlin tipped Bowers with inside information about acquisitions or tender offers involving Abgenix, Aztar and Mercantile. Bowers, in turn, used Devlin's material inside information to tip Faulhaber, his Lehman client and a securities industry professional, with material nonpublic information regarding the prospective Abgenix, Aztar and Mercantile deals.

a. Faulhaber Traded In Abgenix

120. Devlin and Bowers communicated daily between November 28 and December 1, 2005, the period during which Devlin tipped Bowers with inside information concerning the upcoming Abgenix transaction. Bowers spoke by telephone with Faulhaber at least twice on December 1, 2005, and during these or other communications between November 28 and December 1, 2005, Bowers tipped Faulhaber with material public information regarding the forthcoming Abgenix acquisition. From December 1 through December 14, 2005, Faulhaber purchased a total of 17,100 shares of Abgenix in his accounts at Spear, Leeds, and Kellogg, ("Spear Leeds") and Schonfeld Securities. Between December 12 and December 14, 2005 -- after he had been tipped by Devlin and before the announcement of the Abgenix acquisition --

Faulhaber sold some of the shares that he had purchased based on Devlin's tip. On December 14, 2005, after the close of trading, Amgen announced an agreement to acquire Abgenix. Faulhaber sold his remaining Abgenix shares after the public announcement, between December 14 and December 15, 2005, and realized trading profits of approximately \$93,200.

b. Faulhaber Traded in Aztar

121. Between March 27 and March 31, 2006, Devlin and Bowers communicated daily; Devlin tipped Bowers with material nonpublic information regarding Aztar's plans to make a tender offer for Aztar. Bowers spoke by telephone with Faulhaber several times between March 28 and March 30, 2006. They also spoke by telephone numerous times on March 31, 2006. During these or other communications between March 28 and March 31, 2006, Bower tipped Faulhaber with material nonpublic information regarding Ameristar's upcoming bid for Aztar. Although Faulhaber had accounts at Lehman and was a client of Bowers, he did not trade through Lehman and instead on March 31, 2006, Faulhaber bought a total of 18,000 shares of Aztar in his Spear Leeds account. Prior to the opening of trading on April 3, 2006, Ameristar announced its tender offer for Aztar. Faulhaber sold all of his Aztar shares reaping trading profits of approximately \$28,257.

c. Faulhaber Traded In Mercantile

122. In October 2006, Devlin and Bowers were trading partners at Lehman and communicated daily. Devlin tipped Bowers with material nonpublic information regarding the impending acquisition of Mercantile between October 2 and October 5, 2006. Between October 3 and October 5, 2006, Bowers spoke by telephone with Faulhaber on numerous occasions. During these or other communications between October 3, and October 5, 2006, Bowers tipped Faulhaber with material nonpublic information regarding the Mercantile acquisition. On October

5 and 6, 2006, Faulhaber purchased a total of 12,500 shares of Mercantile in his Spear Leeds account at a cost of approximately \$460,500. On the afternoon of October 9, 2006, PNC announced an agreement to acquire Mercantile for \$47.24 per share. That day, Faulhaber sold his Mercantile shares and realized illicit trading profits of approximately \$95,708.

2. Devlin Tipped His Friend and Accountant Holzer, and Holzer Tipped His Father

123. Holzer and Devlin have been friends for many years. Holzer shared a vacation home with Devlin and Devlin's wife and prepared their annual income tax filings. Devlin tipped Holzer with material nonpublic information regarding the upcoming acquisitions of InVision, Eon Labs and Abgenix and, acting on Devlin's tips, Holzer purchased stock in each of these companies prior to public announcements of the deals.

a. Holzer Traded In InVision

124. Shortly after Devlin's wife's firm was retained by InVision on March 8, 2004, Devlin tipped Holzer with material nonpublic information regarding the upcoming acquisition of the company. That same day, Holzer bought 220 shares of InVision in his TD Ameritrade account. Also on March 8, 2004, a Wachovia account maintained for Eric Holzer's benefit bought 280 shares of InVision and Holzer's parents' Wachovia account bought 6,000 shares of InVision. On March 9, 2004 Holzer bought 27 shares on Invision. On March 15, 2004, the acquisition of InVision was announced and the company's stock price closed up \$8.13 or 19.7%. On March 18, 2004, Holzer sold his InVision stock and realized illicit trading profits of approximately \$2,100. On July 30, 2004, Holzer's parents sold their InVision shares and realized illicit trading profits of approximately \$51,300. The same day, the Wachovia account maintained for Holzer's benefit sold its InVision shares and realized illicit trading profits of approximately \$2,300.

b. Holzer Traded In Eon Labs

125. Devlin spoke by telephone with Holzer at approximately 8:23 a.m. on February 17, 2005. During this call or other communications between February 16 and February 17, 2005, Devlin tipped Holzer with material nonpublic information regarding the forthcoming Eon Labs acquisition. At approximately 9:32 a.m. on February 17, 2005 -- a little over an hour after his call with Devlin -- Holzer bought 470 shares of Eon Labs in his TD Ameritrade account. Also on February 17, 2005, an account maintained for Holzer's benefit at Wachovia purchased 1000 shares of Eon Labs and Holzer's parents' Wachovia account bought 8,000 shares of Eon Labs. On February 21, 2005, Novartis announced that it was commencing a tender offer to acquire the publicly held shares of Eon Labs stock. On February 22, 2005, Holzer sold his Eon Labs stock and realized trading profits of approximately \$770. The same day, the Wachovia account maintained for Holzer's benefit sold its Eon Labs shares reaping profits of about \$1,730 and Holzer's parents sold their shares realizing profits of about \$19,950.

c. Holzer Traded In Abgenix

126. Between December 5 and 8, 2005, Devlin spoke by telephone with Holzer several times. At approximately 7:14 a.m. on December 9, 2005, Devlin spoke by telephone with Holzer for well over a minute. During these or other communications between November 28 and December 9, 2005, Devlin tipped Holzer with material nonpublic information regarding the impending acquisition of Abgenix. At approximately 9:30 a.m. on December 9, 2005 -- a little over two hours after his call with Devlin -- Holzer began buying shares of Abgenix in his TD Ameritrade account. On December 9, 2005, Holzer purchased 3,500 shares of Abgenix stock, and sold 500 shares of Abgenix stock. On the same day, Holzer's parent's account at Wachovia purchased 9,000 shares of Abgenix. On December 14, 2005, Amgen announced a merger

agreement to acquire Abgenix. On December 15, 2005, Holzer sold his Abgenix shares and realized trading profits of approximately \$22,200. On April 4, 2006, Holzer's parents' Wachovia account sold its Abgenix shares and realized trading profits of approximately \$74,700.

127. After the above trades, Devlin learned that Holzer's name appeared on a "watch list," a list of persons whose stock trading had attracted attention, at Devlin's wife's firm. Devlin informed Holzer that Holzer's name appeared on the list and they agreed that Devlin would no longer provide Holzer with material nonpublic information.

3. Devlin Tipped His Lehman Client Glover And Glover Traded In InVision, Eon Labs, Abgenix, Mylan, and Aztar

128. Glover is a securities industry professional affiliated with a broker-dealer that is registered with the U.S. Securities and Exchange Commission. Glover is also a client of Devlin and maintains an account at Lehman for his limited partnership, Glover Capital Management, LP ("Glover Capital"). Glover also has accounts for Glover Capital at Fahnstock & Co./Oppenheimer ("Fahnstock & Co."), E*Trade, and Spear, Leeds, and Kellogg ("Spear Leeds"). Devlin tipped Glover with material nonpublic information about the InVision, Eon Labs and Abgenix acquisitions, the Aztar tender offer and the Mylan stock repurchase with material inside information that Devlin had misappropriated from his wife. Glover Capital traded prior to the public announcements of each of the five transactions.

a. Glover Traded In InVision

129. Devlin spoke by telephone with Glover at least three times on March 8, 2004. During these or other communications, Devlin tipped Glover with material nonpublic information concerning the forthcoming acquisition of InVision. Between March 8 and 12, 2004, Glover purchased a total of 1400 shares of InVision in Glover Capital's Spear Leeds

account. He sold 900 shares prior to the public announcement of the deal and then, on March 15, 2004, sold his remaining InVision shares, realizing trading profits of approximately \$5,300.

b. Glover Traded In Eon Labs

130. Devlin and Glover spoke by telephone numerous times between February 16 and February 17, 2005. During these or other communications between February 16 and February 17, 2005, Devlin tipped Glover with material nonpublic information about the Eon Labs acquisition. On or about February 17 and February 18, 2005, Glover purchased a total of 15,500 shares of Eon Labs in Glover Capital's accounts at Spear Leeds and E*Trade. On February 21, 2005, Novartis announced that it was commencing a tender offer to acquire the publicly held shares of Eon Labs stock. The following day, shares of Eon Labs increased 9% from the prior day's close. On February 22, 2005, Glover sold the 7,000 shares of Eon Labs that remained in his accounts and realized trading profits of approximately \$12,500.

c. Glover Traded In Mylan

131. Devlin spoke with Glover at least three times on June 2, 2005, and at least twice on June 3, 2005. During those calls or other communications between May 25 and June 3, 2005, Devlin tipped Glover with material nonpublic information concerning the Mylan stock repurchase. Between June 3 and June 13, 2005, Glover purchased a total of 14,000 shares of Mylan in his Spear Leeds and E*Trade accounts. In a June 14, 2005 press release, Mylan announced its stock repurchase plans. On June 14 and 15, 2005, Glover sold his Mylan stock and realized illicit trading profits of approximately \$24,900.

d. Glover Traded In Abgenix

132. Between November 28 and December 1, 2005, Devlin spoke daily by telephone with Glover. During those or communications between November 28 and December 1, 2005,

Devlin tipped Glover with material nonpublic information regarding the Abgenix acquisition. Between December 1 and December 14, 2005, Glover purchased a total of 16,000 shares of Abgenix in Glover Capital's Spear Leeds, E*Trade and Fahnestock & Co. accounts prior to the announcement of the deal. On December 14, 2005, after the close of trading Amgen announced a merger agreement to acquire Abgenix. The following day, Abgenix's shares increased 47% from the prior day's close. On December 14, 2005, after the Abgenix announcement Glover had 12,500 shares and after the announcement, Glover sold all but 1,000 shares of his Abgenix stock reaping profits of approximately \$95,300.

e. Glover Traded in Aztar

133. Between March 27 and March 30, 2006, Devlin and Glover spoke by telephone every day. During these or other communications between March 27 and March 30, 2006, Devlin tipped Glover with material nonpublic information concerning the upcoming tender offer for Aztar. Between March 30 and March 31, 2006, Glover bought a total of 16,500 shares of Aztar in Glover Capital's E*Trade and Spear Leeds accounts. On March 30, 2006, Glover, acting on inside information from Devlin, purchased and sold 3,500 shares of Aztar in Glover Capital's E*Trade. The next day, Glover purchased 3,000 shares of Aztar in the same account. Also on March 30, 2006, Glover purchased 5,000 shares and sold 4,000 shares of Aztar in Glover Capital's Spear Leeds account. The next day, Glover bought another 5,000 shares in the same account. Before trading opened on April 3, 2006, Ameristar announced its offer to buy all outstanding shares of Aztar for \$42 per share. On April 3, 2006, Glover Capital sold all of its remaining shares and realized illegal trading profits of approximately \$39,200.

C. Devlin Traded In Mylan and Abgenix

134. On June 10, 2005, days after Devlin's wife learned that Mylan was preparing to make a tender offer for approximately \$1 billion worth of its common stock, Devlin misappropriated material nonpublic information concerning Mylan and purchased three Mylan call option contracts in his Lehman account. On June 15, 2005, the day after Mylan announced its stock repurchase plan, Devlin exercised his Mylan options and realized approximately \$720 in illicit profits.

135. On December 1, 2005, days after Devlin's wife was retained to provide public relations services in connection with Amgen's proposed acquisition of Abgenix, Devlin misappropriated material nonpublic information concerning the merger, and purchased 100 shares of Abgenix in his Lehman account. After the close of trading on December 14, 2005, Amgen announced an agreement to acquire Abgenix for approximately \$2.2 billion in cash, or \$22.50 per share. Devlin sold his Abgenix shares on January 12, 2006, and yielded profits of approximately \$750.

FIRST CLAIM FOR RELIEF

(Violations of Exchange Act Section 10(b) [15 U.S.C. §78j(b)] and Exchange Act Rule 10b-5 [17 C.F.R. §240.10b-5])

- A. Paragraphs 1 through 135 are realleged and incorporated by reference herein.
- B. As described above, defendants Devlin, Bouchareb, Daniel Corbin, Bowers, Faulhaber, Holzer, Glover, Corbin Investment and Augustus Management engaged in an illegal insider trading scheme in which each possessed and used material, nonpublic information which they knew, should have known or were reckless in not knowing was obtained in breach of a duty of trust or confidence, and/or tipped others who used that material nonpublic information to purchase or sell securities.

C. By their conduct, described above, defendants Devlin, Bouchareb, Daniel Corbin, Bowers, Faulhaber, Holzer, Glover, Corbin Investment and Augustus Management, in connection with the purchase or sale of securities, by the use of any means or instrumentalities of interstate commerce or of the mails, or of any facility of any national securities exchange, directly or indirectly (a) employed devices, schemes, or artifices to defraud; (b) made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (c) engaged in acts, practices, or course of business which operates or would operate as a fraud or deceit upon any persons, including purchasers or sellers of the securities.

D. By engaging in the conduct described above, defendants Devlin, Bouchareb, Daniel Corbin, Bowers, Faulhaber, Holzer, Glover, Corbin Investment and Augustus Management, violated Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

SECOND CLAIM FOR RELIEF

(Violations of Exchange Act Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Exchange Act Rule 14e-3 thereunder [17 C.F.R. § 240.14e-3])

E. Paragraphs 1 through 135 are realleged and incorporated by reference herein.

F. By the following dates, substantial steps had been taken to commence the relevant tender offer as described above: (1) By February 16, 2005, Novartis had taken a substantial step or steps to commence its tender offer for Eon Labs; (2) By May 20, 2005 Mylan had taken a substantial step or steps to commence its self-tender offer; (3) By March 27, 2006 Ameristar had taken a substantial step or steps to commence its tender offer for Aztar; (4) By April 16, 2007, Alcoa had taken a substantial step or steps to commence its tender offer for Alcan; (5) By June 5,

2007, Roche had taken a substantial step or steps to commence its tender offer for Ventana; (6) By February 7, 2008 EA had taken a substantial step or steps to commence its tender offer for Take-Two; (7) By June 2, 2008 InBev had taken a substantial step or steps to commence its tender offer for Anheuser-Busch.

G. At the time defendants Devlin, Bouchareb, Daniel Corbin, Bowers, Faulhaber, Holzer, Glover, Corbin Investment and August Management purchased stock and sold the stock referenced above, each defendant was in possession of material information regarding the relevant tender offer, which he knew or had reason to know was nonpublic, and which he knew or had reason to know was acquired directly or indirectly from the offering company, the issuer, or any officer, director, partner, or employee or other person acting on behalf of the offering company or issuer.

H. By reason of the foregoing conduct, Defendants Devlin, Bouchareb, Daniel Corbin, Bowers, Faulhaber, Holzer, Glover, Corbin Investment and August Management, violated Exchange Act Section 14(e) [15 U.S.C. § 78n(e)] and Exchange Act Rule 14(e)-3 [17 C.F.R. § 240.14e-3] thereunder.

THIRD CLAIM FOR RELIEF

I. Paragraphs 1 through 135 are realleged and incorporated by reference herein.

J. Relief defendants Checa, Lee Corbin and Checa International obtained the funds and property alleged above as part of and in furtherance of the securities violations alleged in paragraphs 1 through 135 and under circumstances in which it is not just, equitable or conscionable for them to retain the illegal profits.

PRAYER FOR RELIEF

WHEREFORE, plaintiff respectfully requests that this Court enter a final judgment:

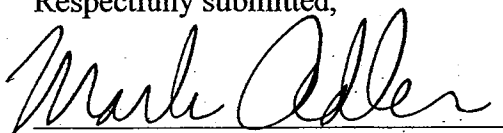
A. Permanently enjoining each defendant from violating, directly or indirectly, Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5] and Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Exchange Act Rule 14e-3 thereunder [17 C.F.R. § 240.14e-3].

B. Ordering each defendant and relief defendant to disgorge, with prejudgment interest, all illicit trading profits or other ill-gotten gains received as a result of the conduct alleged in this complaint, including, as to each defendant and relief defendant, their own illicit trading profits or other ill-gotten gains, and, as to each tipper, the illicit trading profits or other ill-gotten gains of their direct and indirect tippers;

C. Ordering each defendant to pay a civil monetary penalty pursuant to Exchange Act Section 21A [15 U.S.C. § 78u-1]; and

D. Granting such other and further relief as the Court deems just and appropriate.

Respectfully submitted,



Mark Adler MA8703
Sarah L. Levine
Jan M. Folena
Attorneys for Plaintiff
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-4030
Tel. (202) 551-4511 (Levine)
Fax (202) 772-9245 (Levine)

Of Counsel:
Antonia Chion
Kara Brockmeyer
Lisa Deitch
Ann L. Rosenfield
Patrick L. Feeney

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