

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**March 22, 2005**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-11866**

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<b>In the Matter of</b>	:	
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	:	<b>ORDER INSTITUTING</b>
<b>JOSEPH CATAPANO</b>	:	<b>ADMINISTRATIVE PROCEEDINGS</b>
<b>AARON ANDRZEJEWSKI, and</b>	:	<b>PURSUANT TO SECTION 15(b) OF THE</b>
<b>MICHAEL KORDICH</b>	:	<b>SECURITIES EXCHANGE ACT OF 1934</b>
	:	<b><u>AND NOTICE OF HEARING</u></b>
<b>Respondents</b>	:	
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**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Aaron Andrzejewski (“Andrzejewski”), Joseph Catapano (“Catapano”) and Michael Kordich (“Kordich”) (collectively the “Respondents”).

**II.**

After an investigation, the Division of Enforcement alleges that:

A. From approximately 2001 through April 2003, Andrzejewski was associated with M&T Consulting Group, LLC (“M&T”), an unregistered broker-dealer. Andrzejewski, age 25, resided in Boca Raton, Florida during the relevant period.

B. From approximately 2001 through April 2003, Catapano was associated with M&T, an unregistered broker-dealer. Catapano, age unknown, resided in Boca Raton, Florida during the relevant period.

C. From approximately 2001 through April 2003, Kordich was associated with Venture Capital Holdings, LLC (“VCH”), an unregistered broker-dealer. Kordich, age 44, resided in Boca Raton, Florida during the relevant period.

D. On March 2, 2005 the United States District Court for the Southern District of Florida entered a Final Judgment by Default as to Andrzejewski and Catapano (the “Default Judgment”) in the civil action entitled *Securities and Exchange Commission v. Opsis*

*Technologies International, Inc., et al.*, Civil Action No. 03-62251-Civ.-Martinez/Klein. The Default Judgment entered against Andrzejewski and Catapano, among other things, permanently enjoined them from violating Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 (“Securities Act”) and Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder, and barred them from participating in a penny stock offering.

E. On March 3, 2005 the United States District Court for the Southern District of Florida entered a partial final judgment by consent against Kordich (the “Consent Judgment”) in the civil action entitled *Securities and Exchange Commission v. Opsis Technologies International, Inc., et al.*, Civil Action No. 03-62251-Civ.-Martinez/Klein. The Consent Judgment entered against Kordich, among other things, permanently enjoined him from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act, Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder, and barred him from participating in a penny stock offering.

F. On December 22, 2003, the Commission filed a Complaint against the Respondents and others, alleging, among other things, that beginning no later than 2001 through April 2003, in connection with the unregistered offer and sale of Opsis securities, Respondents, while associated with unregistered broker-dealers and acting with scienter, made material misrepresentations concerning Opsis and its securities in violation of the antifraud provisions of the securities laws. In addition, the Complaint alleged that Respondents violated the registration provisions of Section 5 of the Securities Act and the broker-dealer registration provisions of Section 15(a) of the Exchange Act.

### III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II are true and, in connection therewith, to afford the Respondents an opportunity to establish any defenses to such allegations; and

B. What, if any, remedial action is appropriate in the public interest against the Respondents pursuant to Section 15(b) of the Exchange Act.

### IV.

**IT IS ORDERED** that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission’s Rules of Practice, 17 C.F.R. § 201.110.

**IT IS FURTHER ORDERED** that Respondents shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission’s Rules of Practice, 17 C.F.R. § 201.220.

If Respondents fail to file the directed answer, or fail to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against them upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon the Respondents personally or by certified mail.

**IT IS FURTHER ORDERED** that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

For the Commission, by its Secretary, pursuant to delegated authority.

Jonathan G. Katz  
Secretary