

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**November 29, 2006**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12488**

**In the Matter of**

**VINCENT NAPOLITANO,**

**Respondent.**

**ORDER INSTITUTING ADMINISTRATIVE  
PROCEEDINGS PURSUANT TO SECTION  
15(b) OF THE SECURITIES EXCHANGE  
ACT OF 1934 AND NOTICE OF HEARING**

**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 Vincent Napolitano (“Respondent” or “Napolitano”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A.     RESPONDENT**

1.       Respondent, 44 years old, is a resident of Melville, New York. Respondent participated in offerings of the common stock of Detour Magazine, Inc., Tri-Com Technology Group, Inc., Wineco Productions, Inc. and Fidelity Capital Group Holdings, Inc., all of which were penny stocks.

**B.     ENTRY OF THE INJUNCTION**

2.       On November 13, 2006, a final judgment was entered against Napolitano, permanently enjoining him from future violations of Sections 17(a) and (b) of the Securities Act of 1933 (“Securities Act”), Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and Rule 102 of Regulation M, in the civil action entitled Securities and Exchange Commission v. Vincent Napolitano, et al., Civil Action Number 9:99-CV-04807, in the United States District Court for the

Eastern District of New York. Napolitano was ordered to disgorge \$4,709,828.04 together with prejudgment interest in the amount \$1,833,847.78 and to pay a civil penalty of \$100,000 pursuant to Section 20(d) of the Securities Act and Section 21(d) of the Exchange Act.

3. The Commission's complaint alleged that, from 1997 through 1999, Napolitano profited from the sale of large blocks of microcap stock in a pump and dump scheme. Napolitano received large blocks of microcap stock from issuers as compensation for promoting those stocks in an Internet based newsletter. Napolitano sold the stocks he promoted while recommending newsletter subscribers purchase the stock. The complaint alleged that through this conduct Napolitano violated the antifraud provisions of the Securities Act and the Exchange Act and Rule 102 of Regulation M.

### 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 Respondent an opportunity to establish any defenses to such allegations;

B. Whether, pursuant to Section 15(b) of the Exchange Act, it is appropriate and in the public interest to bar Napolitano from participating in any offering of penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock; or inducing or attempting to induce the purchase or sale of any penny stock.

### 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 Respondent 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 Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him 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 Respondent 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.

Nancy M. Morris  
Secretary