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JACK D. LADD
MEMBER

SSB Docket No. 02-13

IN THE MATTER OF
HERBERT TANZER DBA TEXAS SENIOR
CARE; AUTOMATED TRANSFER, LLC;
NATIONAL ESCROW LIMITED, LLC;
THE BELGRAVIA FUND, LTD. aka THE
BELGRAVIA FUND (LONDON), LTD.;
E - ACCESS MANAGEMENT, INC.;
WILLIAM MUNIER; HARRY BROSSMAN;
GRAHAM GILL; CARVER H. JONES;
AND DOUGLAS WAYLAND

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Order No. CDO-1458

TO: Herbert Tanzer
DBA Texas Senior Care
3828 Santiago Drive
Plano, TX 75023

E - Access Management, Inc.
7000 Bee Caves Road, Suite 300
Austin, TX 78746

Automated Transfer, LLC
394 West Main Street, Suite B-17
Hendersonville, TN 37075

William Munier
324 Grix Court
New Milford, NJ 07646

and
c/o Arthur L. Pressman, Esq.
Registered Agent
Eleven Penn Center, 14th Floor
Philadelphia, PA 19103-2985

Harry Brossman
22 Fox Hill Drive
Tabernacle, NJ 08088

National Escrow Limited, LLC
3000 Atrium Way, Suite 285
Mt. Laurel, NJ 08054

Carver H. Jones
7000 Bee Caves Road, Suite 300
Austin, TX 78746

The Belgravia Fund, Ltd.
4459 Monaham Road
Lamesa, CA 91941

Graham Gill
4459 Monaham Road
Lamesa, CA 91941

Douglas Wayland
7000 Bee Caves Road, Suite 300
Austin, TX 78746

EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Securities Commissioner of the State of Texas ("Securities Commissioner") of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 23-2 of The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2002) ("Texas Securities Act").

The Staff of the Enforcement Division ("the Staff") of the Texas State Securities Board ("the Securities Board") has presented evidence sufficient for the Securities Commissioner to find that:

FINDINGS OF FACT

1. Herbert Tanzer ("Tanzer") is an individual DBA Texas Senior Care with the last known business address of 3828 Santiago Drive, Plano, Texas 75023.
2. Automated Transfer, LLC ("Automated Transfer") is a limited liability company, organized under the laws of Delaware, with a principal place of business of 394 W. Main Street, Suite B-17, Hendersonville, Tennessee 37075. Exhibit D of Federal Trade Commission ("FTC") document #131381, dated March 31, 2002, states their registered agent is Arthur L. Pressman, Esq., Eleven Penn Center, 14th Floor, 1835 Market Street, Philadelphia, Pennsylvania 19103-2985.
3. National Escrow Limited, LLC ("National Escrow") is an entity with a last known business address of 3000 Atrium Way, Suite 285, Mt. Laurel, New Jersey 08054.
4. The Belgravia Fund, Ltd. aka The Belgravia Fund (London), Ltd. ("Belgravia") is an entity with a last known business address of 4459 Monaham Road, Lamesa, California 91941.
5. E - Access Management, Inc. ("E-Access") is a Texas corporation with a business address of 7000 Bee Caves Road, Suite 300, Austin, Texas 78746.
6. William Munier ("Munier") is an individual whose position is Manager and sole member of Automated Transfer, LLC, whose address is 324 Grix Court, New

Milford, New Jersey 07646, and whose last known business address is the same as Automated Transfer.

7. Harry Brossman ("Brossman") is an individual whose position is currently believed to be Program Administrator of National Escrow Limited, LLC and whose principal business address is 22 Fox Hill Drive, Tabernacle, New Jersey 08088.
8. Graham Gill ("Gill") is listed on the "Financial Guarantee Summary" as being the contact for the "Financial Guarantor" Belgravia, with an address of 4459 Monaham Road, Lamesa, California 91941.
9. Carver H. Jones ("Jones") is identified as the Chief Executive Officer of E-Access, with a business address of 7000 Bee Caves Road, Austin, Texas 78746.
10. Douglas Wayland ("Wayland") is identified as the Chief Financial Officer of E-Access, with a business address of 7000 Bee Caves Road, Austin, Texas 78746.
11. On or about March 14, 2002, Tanzer held a seminar at the Richardson Civic Center, attended by approximately a dozen individuals. In addition to Tanzer, Munier and Brossman were present and were identified as affiliated with the program. Both provided additional information during the seminar and answered questions posed by attendees. Tanzer discussed a program involving the purchase of ATM equipment from Automated Transfer, coupled with: (1) a service contract with a management company, (2) a buyback agreement with National Escrow, and (3) a guarantee of principal through Belgravia. Tanzer verbally described the terms of the investment, as follows:
 - (a) Purchase one (1) ATM machine for \$18,000 from Automated Transfer;
 - (b) Select the Management Company Program option;
 - (c) Engage the services of a company to manage the day-to-day operations and maintenance of the ATM machine, which generates a constant monthly income of \$180 for five (5) years, regardless of the number of ATM transactions, plus a quarterly bonus payment for ATM machines which generate more than 250 transactions per month (Tanzer recommended selecting System Access Management ("SAM"), a California company);
 - (d) Enter into a Purchase Agreement with National Escrow which provides that National Escrow will repurchase the ATM machine for the original purchase price at the end of five (5) years;
 - (e) Enroll in the "ATM Financial Guarantee Program," at a cost of \$450 per year, through Belgravia to guarantee the return of the original purchase price, in the event National Escrow defaults on the agreement to repurchase the ATM machine at the end of the five (5) year term;

- (f) Receive a \$5,000 tax credit; and
- (g) Receive principal of \$18,000 after five (5) years, from National Escrow or Belgravia, or renew the contracts for an additional term of years.

At the conclusion of his verbal presentation, Tanzer passed out a 3-fold information sheet, entitled "Automated Transfer LLC," which sets forth the option identified above in Findings of Facts 11(c) and which represents that the program is ideal for retirement planning.

12. In April, 2002, Tanzer again offered the above program and provided additional written documentation and details in a meeting with a prospective Texas investor. This documentation substantially supports the verbal representations that Tanzer made at his March seminar, and includes the following representations:
- (a) The "ATM Financial Guarantee Program Overview" states that Automated Transfer "is pleased to make available to all of its prospective ATM business owners a Financial Guarantee Program." This Overview further states that National Escrow and Brossman administer this program and that Belgravia will guarantee the payment of the initial investment at the end of the five (5) year term of the investment.
 - (b) The document titled, "Third Party Financial Guarantee Program," lists three (3) guarantees as part of the Guarantee Program:
 - (i) [T]he ATM management company will, at the client's option, repurchase the ATM(s) for a stated amount of money at the end of a certain period of time.
 - (ii) [T]he client will receive a minimum monthly income payment from the management company on each ATM.
 - (iii) In the event the ATM management company fails to meet these contractual obligations for whatever reason, and defaults on either guarantee, *the Belgravia Fund will reimburse the ATM owner in accordance with the guarantees provided for within the management company services agreement.* [emphasis in original]

Belgravia is listed as the Financial Guarantor, c/o Graham Gill, in Lamesa, California.

13. On or about April 23, 2002, the internet web site for Automated Transfer (www.automatedtransfer.com) identified Munier as the Owner, sole director, President, Secretary, and Treasurer of Automated Transfer. Contained on the web site is a "Business Opportunity Training Exam" for prospective sales agents. Within the exam site are highlighted areas containing explanatory statements by

Automated Transfer. Immediately following question 13 is a discussion of management options, which includes option two, the choice of a management company with a level of service from "basic revenue collection" to "comprehensive day to day management." Following question 16 is a statement about the "Level 3 Service," which states the ATM owner "has contracted away his or her risk of loss to an independent third party management company. . . ." Following question 21 is a statement about the "Financial Guarantee Program," which indicates that this program is administered by an unnamed LLC, "acting as the Program Administrator and agent for the Belgravia Fund. . . . [and] protects the business owner's principal investment should he or she elect to sell the ATM at the end of the five (5) year management team[sic]. . . ."

As part of Automated Transfer's web site under the heading "ATM Management" two management companies (SAM and E-Access) are listed and links are provided to their web sites. An explanation of the management option 2 states that "[t]hrough strategic alliances" ATM "owners can receive a 12% net annual return on their ATM principal amount plus, on a quarterly basis, \$0.20 per transaction over 350 transactions." Further, "the owner is contracting away his or her risk of loss to a management company in exchange for sharing the ATMs monthly revenue with the management company." The above-referenced 12% net annual return equates to a return of \$180 per month ($\$18,000 \times .12/12 = \180), which was the amount of return Tanzer cited verbally during the seminar as the guaranteed return amount.

14. E-Access's web site (www.automated-atm.com) can be accessed from Automated Transfer's web site. E-Access's web site offers three (3) levels of management for clients to choose from:
 - (a) Level 1 - Revenue collection only;
 - (b) Level 2 - Revenue collection plus repair and maintenance; or
 - (c) Level 3 - Revenue collection and maintenance plus a guarantee against loss from theft, vandalism, destruction and loss of the ATM site. Level 3 also provides for a payment of a "minimum of \$180.00 per ATM per month plus, on a quarterly basis, \$0.20 per transaction on each ATM in excess of 350 transactions per ATM in any one month. *Clients that select Level Three will also have the ability of selling their ATM(s) for their original [sic] purchase price at the end of their 5 year ATM Service Agreement. National Escrow Limited, LLC is a independant [sic] company that will guarantee the purchase the [sic] ATM(s) for the original [sic] purchase price."

Jones and Wayland are identified as Chief Executive Officer and Chief Financial Officer, respectively, of E-Access.

15. SAM's web site (www.samnetllc.com) can be accessed from Automated Transfer's web site. The SAM web site indicates that Richard J. Kelly, one of the owners of

SAM, is also the owner of Tri-TECH Communications, LLC. Substantially the same information is contained on the web site as that included in a SAM brochure which was provided by Tanzer in the above-referenced April meeting. Neither the web site nor the brochure disclose that on or about October 31, 2001, the Securities Division of the Office of the Secretary of State of Indiana issued a Cease and Desist order against Tri-TECH Communications, LLC, et al. in connection with Tri-TECH's Service Agreements which contained a "buy-back option" for investors in customer-owned, coin-operated telephones. The Tri-TECH service agreement was part of an offering of unregistered securities by unregistered agents to Indiana residents. This program was designed to operate in a similar manner as the Automated Transfer ATM investment program.

16. For the period May 1, 1997, to the present, the records of the Securities Board fail to reflect that any securities issued by Automated Transfer, National Escrow, Belgravia, SAM, and E-Access have been registered by qualification, notification or coordination and further fail to reflect that a permit has been granted for the sale of such securities in Texas.
17. At all times relevant to this order, Tanzer, Automated Transfer, National Escrow, Belgravia, E-Access, Munier, Brossman, Gill, Jones and Wayland have not been registered to sell securities or render investment advice in the State of Texas.
18. Prior to the date of the above-referenced seminar and the above-referenced meeting, Tanzer was warned by the Staff of the Securities Board that the sale of "alternative investment products," including the sale of pay telephone and ATM-related investment opportunities, constituted the sale of securities and that his advertisement and sales of such products violated the Texas Securities Act. At that time, Tanzer was using promotional literature promising a 12% minimum annual return rate with a \$5,000 tax credit and no market risk relating to an investment in "ATM Technology."
19. Tanzer has previously sold unregistered securities to Texas residents relating to Phoenix Telecom, L.L.C. that resulted in the loss of investment funds by at least one Texas resident.

On or about May 9, 2001, the United States District Court for the Northern District of Georgia permanently enjoined Phoenix Telecom, L.L.C. for engaging in fraud in the offer and sale of unregistered securities in the form of investment contracts in a scheme involving pay telephone leasebacks. The Securities and Exchange Commission ("SEC") alleged that investors were not told that Phoenix was losing money, had a negative net worth, and was dependent on revenue from new investors to sustain its operations.

20. Tanzer has previously sold unregistered securities to Texas residents relating to Alpha Telecom, Inc.

On or about February 8, 2000, the United States District Court for the District of Oregon, entered a final judgment by consent imposing a permanent injunction against Alpha Telecom, Inc. based upon the SEC's allegations that Alpha had raised approximately \$135 million for pay telephone investments and that "new investors' funds were secretly used to pay purported returns to existing investors."

21. Tanzer did not disclose the items contained in Findings of Fact 18-20 during either the above-referenced seminar on or about March 14, 2002, or the above-referenced meeting with a Texas investor in April, 2002. During the seminar, Tanzer stated that he had "never, ever, ever" had a complaint filed against him anywhere, in any place, or with any regulatory agency and also that he had an "immaculate" 35-year reputation.
22. Exhibit E of Automated Transfer's FTC offering document indicates that as of December 1, 2001, at least one Texas resident had purchased an ATM machine, and that the equipment was physically located in Bushnell, Florida.

CONCLUSIONS OF LAW

1. The investments offered by Respondents are "securities" as defined by Section 4.A of the Texas Securities Act.
2. The above-referenced seminar, meeting, presentation of written investment materials and web sites constitute the offer for sale of securities in Texas as the term "offer for sale" is defined in Section 4.E of the Texas Securities Act.
3. Respondents are acting as "dealers" or "agents" in securities as those terms are defined in Section 4.C and 4.D of the Texas Securities Act.
4. Respondents violated Section 7 of the Texas Securities Act by engaging in the offer of the above-described securities without the securities being registered with the Securities Commissioner.
5. Respondents violated Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.
6. Respondent Tanzer has made offers of securities in Texas that are materially misleading or otherwise likely to deceive the public through failing to disclose in the above-referenced seminar and the above-referenced meeting the information contained in Findings of Fact 18-20.
7. Respondents' conduct, acts and practices threaten immediate and irreparable harm to the public.

8. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Texas Securities Act.

ORDER

1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from offering securities to Texas residents until the securities have been registered with the Securities Commissioner or an available exemption is utilized.
2. It is further ORDERED that Respondents immediately CEASE AND DESIST from dealing in securities until they are registered with the Securities Commissioner or an available exemption is utilized.
3. It is further ORDERED that Respondent Tanzer immediately CEASE AND DESIST from offering securities to Texas residents through the use of fraud or through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

NOTICE

Under Section 23-2 of the Texas Securities Act, you may request a hearing before the 31st day after the date you were served. The request for a hearing must be in writing, directed to the Securities Commissioner, stating the grounds for the request to set aside or modify the order. Failure to request a hearing will result in the order becoming final and non-appealable.

You are advised under Section 29.D of the Texas Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Texas Securities Act is a criminal offense punishable by a fine of not more than \$5,000 or imprisonment in the penitentiary for not more than two years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 29th day of April, 2002.


DENISE VOIGT CRAWFORD
Securities Commissioner