

1 STATE OF CALIFORNIA  
2 BUSINESS, TRANSPORTATION AND HOUSING AGENCY  
3 DEPARTMENT OF CORPORATIONS  
4

5 **TO: Ace L. Moses, President**  
6 **Louis W. Bedinotti III**  
7 **Senior Vice-President**  
8 **Leanders Duncan**  
9 **Vice President**  
10 **WESTMINSTER HOLDINGS, LTD.**  
11 **75 Maiden Lane, Room 1204**  
12 **New York, New York 10038**

13 **DESIST AND REFRAIN ORDER**

14 **(For violations of sections 25110, 25210, and 25401 of the Corporations Code)**

15 The California Corporations Commissioner finds that:

16 1. At all relevant times, **Ace L. Moses, a/k/a A. Lyndon Moses (hereafter Ace**  
17 **L. Moses)**, president and managing director of **Westminster Holdings, Ltd.;** **Louis W.**  
18 **Bedinotti III**, senior vice-president of **Westminster Holdings, Ltd.**, and **Leanders Duncan**  
19 **a/k/a Lee Duncan (hereafter Leanders Duncan)**, vice president of **Westminster**  
20 **Holdings, Ltd.**, are or have, personally or through agents of Westminster Holdings, Ltd.  
21 been issuing unregistered securities to residents of the State of California. Westminster  
22 Holdings, Ltd. is also associated with Compclubcasino.com, Inc., Continental Management  
23 Group, Inc., other affiliates and entities.

24 2. Beginning in or about August of 1999, **Ace L. Moses, Louis Bedinotti III,**  
25 **Leanders Duncan** and **Westminster Holdings, Ltd.**, offered and sold securities in  
26 Compclubcasino.com, Inc., an affiliate of Westminster Holdings, Ltd. to California residents.

27 3. The Department of Corporations has not issued a permit or other form of  
28 qualification authorizing any person to offer and sell securities in Compclubcasino.com, Inc  
in this state. The securities being offered are not exempt from the qualification requirement  
under Section 25110 of the California Corporations Security Law of 1968.

1           4.       **Westminster Holdings, Ltd.**, and its president, **Ace L. Moses**, represented to  
2 potential investors that Westminster Holdings, Ltd., had taken companies Dyna Group  
3 International, Acclaim Entertainment, and others public through reverse mergers. In fact,  
4 Westminster Holdings, LTD., and its president, Ace L. Moses, did not take these companies  
5 public.

6           5.       Neither **Ace L. Moses** nor **Leanders Duncan** have obtained a certificate as a  
7 broker-dealer from the California Corporations Commissioner or were qualified as an agent  
8 by the Commissioner to offer or sell securities.

9           Based upon the foregoing findings, the California Corporations Commissioner is of  
10 the opinion that the shares offered or sold by Ace L. Moses, Louis W. Bedinotti III, Leanders  
11 Duncan, Westminster Holdings, Ltd., Compclubcasino.com, Inc, and subsidiaries or  
12 affiliates are subject to qualification under the California Corporate Securities Law of 1968  
13 and is being or has been offered or sold without being qualified in violation of Corporations  
14 Code section 25110. Pursuant to Section 25532 of the Corporate Securities Law of 1968,  
15 Ace L. Moses, Louis Bedinotti III, Leanders Duncan, Westminster Holdings, Ltd., and  
16 Compclubcasino.com, Inc., or any affiliates or subsidiaries are ordered to **DESIST and**  
17 **REFRAIN** from the further offer or sale in the State of California of securities in the form of  
18 shares, unless and until qualification has been made under said law or unless exempt. The  
19 sale of such securities is subject to qualification under said law and such securities are  
20 being or have been offered for sale without first being so qualified.

21           Ace L. Moses and Leanders Duncan also have effected transactions in securities as  
22 broker-dealers without first having applied for and secured from the Commissioner a  
23 certificate, then in effect, authorizing these persons to act in that capacity, in violation of  
24 section 25210 of the Corporate securities Law of 1968. Pursuant to Section 25532 of the  
25 Corporate Securities Law of 1968, Ace L. Moses and Leanders Duncan are hereby ordered  
26 to **DESIST and REFRAIN** from effecting any transaction in, or inducing or attempting to  
27 induce the purchase or sale of, any security in this state, unless and until they have applied  
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1 for and secured from the Commissioner a certificate, then in effect, authorizing these  
2 persons to act in that capacity.

3 Further, the securities of Compclubcasino.com, Inc., were offered and sold in this  
4 state by means of written or oral communications which included an untrue statement of a  
5 material fact or omitted to state a material fact necessary in order to make the statements  
6 made, in light of the circumstances under which they were made, not misleading, in violation  
7 of section 25401 of the Corporate Securities Law of 1968. Pursuant to Section 25532 of the  
8 Corporate Securities Law of 1968, Westminster Holdings, Ltd. and its president, Ace L.  
9 Moses, are hereby ordered to **DESIST and REFRAIN** from offering and selling any security  
10 in the State of California, including but not limited to, by means of any written or oral  
11 communication which includes an untrue statement of material fact or omits to state a  
12 material fact necessary in order to make the statements made, in light of the circumstances  
13 under which they were made not misleading

14 This Order is necessary, in the public interest, for the protection of investors and  
15 consistent with the purposes, policies, and provisions of the Corporate Securities Law of  
16 1968.

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18 Dated: May 8, 2002

19 Sacramento, California

20  
21 DEMETRIOS A. BOURTRIS  
22 California Corporations Commissioner

23  
24 By \_\_\_\_\_  
25 VIRGINIA JO DUNLAP  
26 Acting Supervising Counsel  
27 Enforcement and Legal Services  
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