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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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UNITED STATES OF AMERICA :

- v. - : **INDICTMENT**

VLADIMIR ZISKIND, :

a/k/a "Mike Palmer," :

KEITH ORLEAN, :

a/k/a "Jack Allen," and :

KEVIN WEINZOFF, :

a/k/a "Mike Palmer," :

Defendants.

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18 CRIM 375

JUDGE BRODERICK

COUNT ONE

(Conspiracy to Commit Securities Fraud)

The Grand Jury charges:

Relevant Entities and Individuals

1. On or about August 22, 2003, Digital Processing Solutions, Inc. was incorporated in Texas. On or about January 24, 2014, KEITH ORLEAN, a/k/a "Jack Allen," the defendant, filed an application for Digital Processing Solutions, Inc. to do business in New York.

2. On or about March 10, 2014, Digital Donations Inc. was incorporated in New York.

3. Beginning at least as early as on or about December 10, 2015, potential stockholders of Digital Processing Solutions, Inc. and Digital Donations Inc. were informed that Digital Donations

Inc. had acquired the assets and liabilities of Digital Processing Solutions, Inc.

4. In or about January 2016, KEITH ORLEAN, a/k/a "Jack Allen," the defendant, and a business partner ("Partner-1") assumed control over "Fishing Ridge Acquisition Corporation" and changed its name to "Digital Donations Technologies Inc." ORLEAN became Chief Executive Officer and Treasurer of Digital Donations Technologies Inc. and Partner-1 became President.

5. On or about October 17, 2016, Digital Donations Technologies Inc. acquired Digital Donations Inc. The merged firm operated out of offices in or around Melville, New York. Digital Processing Solutions, Inc., Digital Donations Inc., and Digital Donations Technologies Inc. are referred to collectively herein as "Digital Donations."

6. MNTR, Inc. was a New York business entity created in or about 2008 that was dissolved by proclamation on or about January 29, 2016.

7. Computer Solutions Laboratories, Ltd. was a business entity with a Manhattan, New York service address that was dissolved by proclamation on July 28, 2010.

Overview of Fraudulent Scheme

8. Beginning at least in or about April 2014, VLADIMIR ZISKIND, a/k/a "Mike Palmer," KEITH ORLEAN, a/k/a "Jack Allen,"

and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, operated a fraudulent scheme in which a person pretending to be named "Mike Palmer" would make unsolicited phone calls to individuals who were typically retired and between the ages of 60 and 90, and who had purchased corporate stock shares in the past (collectively, the "Victims"), and purport to offer them a time-sensitive opportunity to make certain investments, including investments in Digital Donations (the "Sales Pitch"). ZISKIND and WEINZOFF each used the alias "Mike Palmer" in placing these calls to the Victims. In the guise of "Mike Palmer," ZISKIND and WEINZOFF made materially false statements to solicit investments from the Victims. The time-sensitive opportunity that ZISKIND and WEINZOFF pitched to the Victims did not exist, and the actual purpose of the scheme was to obtain money from the Victims under false pretenses and convert that money to ZISKIND's, ORLEAN's, and WEINZOFF's personal use.

False Statements to Victims

9. During the course of the scheme described above (the "Sales Pitch Scheme"), each of VLADIMIR ZISKIND, a/k/a "Mike Palmer," and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, represented to the Victims that his name was "Mike Palmer" in furtherance of soliciting investments from the Victims. KEITH ORLEAN, a/k/a "Jack Allen," the defendant, agreed to contact the Victims using the alias "Jack Allen." The defendants also made or

caused to be made, in furtherance of the Sales Pitch Scheme, the misrepresentations summarized below, among others.

10. Beginning in or about late 2015, and continuing into 2016, each of VLADIMIR ZISKIND, a/k/a "Mike Palmer," and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, contacted one of the Victims ("Victim-1") using the alias "Mike Palmer" and attempted to solicit an investment from Victim-1 in Digital Donations. Collectively, ZISKIND and WEINZOFF falsely represented to Victim-1, in substance and in part, that Digital Donations had positive revenues; that investor funds would only be used for corporate purposes; that there would be an initial public offering ("IPO") for Digital Donations within several months; and that the stock price of Digital Donations would increase from \$1 per share to at least \$3 per share. In fact, however, at or around the time these representations were made, Digital Donations did not have positive revenues; investor funds were diverted to personal bank accounts or credit card accounts associated with KEITH ORLEAN, a/k/a "Jack Allen," the defendant, as well as a close relative of ORLEAN, WEINZOFF, and a close relative of ZISKIND; there was no imminent IPO for Digital Donations; and the stock price of Digital Donations did not increase to \$3 per share.

11. After "Mike Palmer" initiated contact with Victim-1 in or about late 2015, Victim-1, who was in Virginia, received by

Federal Express from an address in Brooklyn, New York corresponding to the residence of KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendant, a private offering memorandum and a note directing Victim-1 to write a \$5,000 check to MNTR, Inc. to purchase 5,000 shares of Digital Processing Solutions, Inc. (the "Offering Materials"). The "Confidential Private Placement Memorandum" included a section entitled, "Strategic Partners (Signed contracts)." Under that heading, the Memorandum identified, among others, the "Morgan Stanley-Global Impact Funding Trust" and "Global Payments" as strategic partners with whom Digital Donations had contracted. In fact, however, neither the Morgan Stanley-Global Impact Funding Trust nor Global Payments had signed a contract or entered into any kind of strategic partnership with Digital Donations.

12. In or about August 2017, VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, contacted one of the Victims ("Victim-2") by phone, using the alias "Mike Palmer." ZISKIND represented to Victim-2, in substance and in part, that Digital Donations had finished the process of listing itself on the Over-the-Counter Bulletin Board (the "OTCBB"), the electronic trading service provided by the National Association of Securities Dealers. In fact, however, Digital Donations had not even initiated the process of being listed on the OTCBB.

13. In or about April 2018, VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, contacted one of the Victims ("Victim-3") by phone, using the alias "Mike Palmer." ZISKIND represented to Victim-3, in substance and in part, that Digital Donations had an offer for an IPO valued at approximately \$300 million. In fact, however, at or around the time this representation was made, Digital Donations had little or no actual commercial value.

14. During the course of the scheme, law enforcement intercepted various telephone calls pursuant to a judicially-authorized wiretap. In one of those calls on April 2, 2018, VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, dispensed advice to KEITH ORLEAN, a/k/a "Jack Allen," the defendant, on how to handle investor calls during the scheme:

Nobody gives a shit about how good your product is. Don't forget that. You, you again you are caught in that loop because you think they care. They don't. Okay? . . . No, the package doesn't sell, doesn't matter how sexy it is or how good the story is. Nobody cares. This is about ramming it down their throat. And this is the fact that you, uh, I mean, it's great for like second trading. It's great when you have clients. All of those things are great. But if you think that I'm going to give them a sexy story. Do you know how many sexy stories I have told over the years on company that were just bullshit company. That were invented? You know what I mean? I mean the stories was fucking incredible! The sexiest thing you ever heard. You think they bought? Absolutely not! It always came down to one thing: you ram it down their fucking throat.

Misuse of Investor Funds

15. From in or about April 2014 up to and including in or about December 2017, MNTR, Inc. received approximately \$2,030,000 in funds from the Victims.

16. MNTR, Inc., in turn, distributed hundreds of thousands of dollars to bank accounts held in the names of Digital Donations and Computer Solutions, as well as in the name of a close relative of VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant.

17. Digital Donations, in turn, has transferred tens of thousands of dollars to bank accounts held in the names of KEITH ORLEAN, a/k/a "Jack Allen," the defendant, as well as a close relative of ORLEAN.

Statutory Allegations

18. From at least in or about April 2014 up to and including in or about May 2018, in the Southern District of New York and elsewhere, VLADIMIR ZISKIND, a/k/a "Mike Palmer," KEITH ORLEAN, a/k/a "Jack Allen," and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, and others known and unknown, willfully and knowingly did combine, conspire, confederate, and agree together and with each other to commit an offense against the United States, to wit, securities fraud, in violation of Title 15, United States Code, Sections 78j(b) and 78ff, and Title 17, Code of Federal Regulations, Section 240.10b-5.

19. It was a part and an object of the conspiracy that VLADIMIR ZISKIND, a/k/a "Mike Palmer," KEITH ORLEAN, a/k/a "Jack Allen," and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, and others known and unknown, willfully and knowingly, directly and indirectly, by use of the means and instrumentalities of interstate commerce, and of the mails, would and did use and employ, in connection with the purchase and sale of securities, manipulative and deceptive devices and contrivances in violation of Title 17, Code of Federal Regulations, Section 240.10b-5 by: (a) employing devices, schemes, and artifices to defraud; (b) making untrue statements of material fact and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and (c) engaging in acts, practices and courses of business which operated and would operate as a fraud and deceit upon persons, in violation of Title 15, United States Code, Sections 78j(b) and 78ff.

Overt Acts

20. In furtherance of the conspiracy and to effect the illegal object thereof, the following overt acts, among others, were committed in the Southern District of New York and elsewhere:

a. During a telephone call on or about April 12, 2018, VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, discussed

with a victim who was located in the Bronx, New York, that victim's investment in Digital Donations, and what the process would be for the victim to subsequently sell his shares in Digital Donations.

b. On or about April 23, 2018, KEITH ORLEAN, a/k/a "Jack Allen," the defendant, spoke by telephone to ZISKIND about sending a private stock offering agreement to a particular victim who ORLEAN believed to be hospitalized.

c. In or about December 2015, KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendant, mailed a stock offering memorandum containing materially false statements from Brooklyn, New York to Virginia.

(Title 18, United States Code, Section 371.)

COUNT TWO

(Securities Fraud)

The Grand Jury further charges:

21. The allegations set forth in paragraphs 1 through 17 and paragraph 20 are realleged and incorporated by reference as if fully set forth herein.

22. From at least in or about April 2014 up to and including in or about May 2018, in the Southern District of New York and elsewhere, VLADIMIR ZISKIND, a/k/a "Mike Palmer," KEITH ORLEAN, a/k/a "Jack Allen," and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, willfully and knowingly, directly and indirectly, by

use of the means and instrumentalities of interstate commerce, and of the mails, used and employed, in connection with the purchase and sale of securities, manipulative and deceptive devices and contrivances in violation of Title 17, Code of Federal Regulations, Section 240.10b-5 by: (a) employing devices, schemes, and artifices to defraud; (b) making untrue statements of material fact and omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and (c) engaging in acts, practices, and courses of business which operated and would operate as a fraud and deceit upon persons, to wit, ZISKIND, ORLEAN, and WEINZOFF each called or caused calls to be made to investor-victims using false names to pitch the sales of stock in Digital Donations companies and during those calls made material misstatements about the company's progress in becoming publicly traded and its commercial value.

(Title 15, United States Code, Sections 78j(b) & 78ff;
Title 17, Code of Federal Regulations, Section 240.10b-5; and
Title 18, United States Code, Section 2.)

COUNT THREE

(Wire Fraud Conspiracy)

The Grand Jury further charges:

23. The allegations set forth in paragraphs 1 through 17, and paragraph 20, are realleged and incorporated by reference as if fully set forth herein.

24. From at least in or about April 2014, up to and including in or about May 2018, in the Southern District of New York and elsewhere, VLADIMIR ZISKIND, a/k/a "Mike Palmer," KEITH ORLEAN, a/k/a "Jack Allen," and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, and others known and unknown, willfully and knowingly did combine, conspire, confederate and agree together and with each other to commit an offense against the United States, to wit, wire fraud, in violation of Title 18, United States Code, Section 1343.

25. It was a part and an object of the conspiracy that VLADIMIR ZISKIND, a/k/a "Mike Palmer," KEITH ORLEAN, a/k/a "Jack Allen," and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, and others known and unknown, willfully and knowingly having devised and intending to devise a scheme and artifice to defraud, and for obtaining money and property by means of false and fraudulent pretenses, representations, and promises, would and did transmit and cause to be transmitted by means of wire, radio, and

television communication in interstate and foreign commerce, writings, signs, signals, pictures, and sounds for the purpose of executing such scheme and artifice, which affected a financial institution, in violation of Title 18, United States Code, Section 1343.

(Title 18, United States Code, Section 1349.)

COUNT FOUR

(Wire Fraud)

The Grand Jury further charges:

26. The allegations set forth in paragraphs 1 through 17, and paragraph 20, are realleged and incorporated by reference as if fully set forth herein.

27. From at least in or about April 2014, up to and including in or about May 2018, in the Southern District of New York and elsewhere, VLADIMIR ZISKIND, a/k/a "Mike Palmer," KEITH ORLEAN, a/k/a "Jack Allen," and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, willfully and knowingly, having devised and intending to devise a scheme and artifice to defraud, and for obtaining money and property by means of false and fraudulent pretenses, representations, and promises, transmitted and caused to be transmitted by means of wire, radio, and television communication in interstate and foreign commerce, writings, signs, signals, pictures, and sounds for the purpose of executing such scheme and

artifice, which affected a financial institution, to wit, ZISKIND, ORLEAN, and WEINZOFF made or caused to be made interstate telephone calls to investor-victims using false names to pitch the sales of stock in Digital Donations companies and during those calls made material misstatements about the company's progress in becoming publicly traded and its commercial value.

(Title 18, United States Code, Sections 1343 and 2.)

FORFEITURE ALLEGATIONS

28. As a result of committing the offenses alleged in Counts One and Two of this Indictment, VLADIMIR ZISKIND, a/k/a "Mike Palmer," KEITH ORLEAN, a/k/a "Jack Allen," and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, shall forfeit to the United States, pursuant to Title 18, United States Code, Section 981(a)(1)(C) and Title 28, United States Code, Section 2461(c), any and all property, real and personal, that constitutes or is derived from proceeds traceable to the commission of said offenses, including but not limited to a sum of money in United States currency representing the amount of proceeds traceable to the commission of said offenses that the defendants have personally obtained.

29. As a result of committing the offenses alleged in Counts Three and Four of this Indictment, VLADIMIR ZISKIND, a/k/a "Mike Palmer," KEITH ORLEAN, a/k/a "Jack Allen," and KEVIN WEINZOFF,

a/k/a "Mike Palmer," the defendants, shall forfeit to the United States, pursuant to Title 18, United States Code, Section 982(a)(8), any and all real or personal property used or intended to be used to commit, to facilitate, or to promote the commission of said offenses; and any and all real or personal property constituting, derived from, or traceable to the gross proceeds that the defendants obtained directly or indirectly as a result of said offenses including but not limited to a sum of money in United States currency representing the amount of proceeds traceable to the commission of said offenses that the defendants personally obtained.

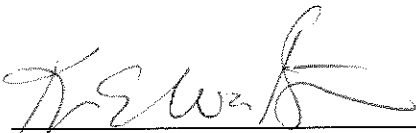
Substitute Asset Provision

30. If any of the above described forfeitable property, as a result of any act or omission of the defendants:


- a. cannot be located upon the exercise of due diligence;
- b. has been transferred or sold to, or deposited with, a third person;
- c. has been placed beyond the jurisdiction of the Court;
- d. has been substantially diminished in value; or
- e. has been commingled with other property which cannot be subdivided without difficulty;

it is the intent of the United States, pursuant to Title 21, United States Code, Section 853(p) and Title 28, United States Code, Section 2461(c), to seek forfeiture of any other property of the defendants up to the value of the above forfeitable property.

(Title 18, United States Code, Section 981,
Title 21, United States Code, Section 853(p), and
Title 28, United States Code, Section 2461(c).)



FOREPERSON



GEOFFREY S. BERMAN
United States Attorney

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA

- v. -

**VLADIMIR ZISKIND,
a/k/a "Mike Palmer,"
KEITH ORLEAN,
a/k/a "Jack Allen," and
KEVIN WEINZOFF,
a/k/a "Mike Palmer,"**

Defendants.

INDICTMENT

18 Cr. ____ (____)

(Title 18, United States Code, Sections 371, 1343, 1349, and 2; Title 15, United States Code, Sections 78j(b) & 78ff; and Title 17, Code of Federal Regulations, Section 240.10b-5;)

GEOFFREY S. BERMAN
United States Attorney.

A TRUE BILL

Foreperson.

[Handwritten signature]

05/29/18
(CA) *INDICTMENT FILED*
WHEEL B - D.J. BRADBICK
PARKER, K
USMJ