

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION

UNITED STATES OF AMERICA

v.

ROGER LEE SHOSS
NICOLETTE LOISEL

CASE NO. 8:11-cr-*366-T-30TBM*
18 U.S.C. § 371
18 U.S.C. § 981(a)(1)(C) (Forfeiture)
28 U.S.C. § 2461(c) (Forfeiture)

INDICTMENT

The Grand Jury charges:

COUNT ONE
(Conspiracy to Commit Wire Fraud)

Introduction

At times material to this Indictment:

A. Definitions

1. The Committee on Uniform Securities Identification Procedures ("CUSIP") administered a system that uniformly and uniquely identifies most securities, specifically U.S. and Canadian registered stocks and U.S. government and municipal bonds, through the use of what are known as CUSIP numbers. CUSIP numbers, which appear on the face of securities, were issued by the CUSIP Bureau, which was operated by Standard and Poor's on behalf of the American Bankers Association in New York, New York.

2. The National Association of Securities Dealers ("NASD") was a self-regulatory organization of the securities industry responsible for the operation and regulation of the NASDAQ Stock Market and the Over-The-Counter markets. It also

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administered exams for investments professionals, such as the Series 7 exam. The United States Securities and Exchange Commission ("SEC") had oversight of the NASD. In 2007, the NASD merged with the New York Stock Exchange's Regulation Committee to form the Financial Industry Regulatory Authority ("FINRA").

3. The National Association of Securities Dealers Automated Quotation System ("NASDAQ") was an electronic stock market that used a computerized system to provide brokers and dealers with price quotes. The NASDAQ was comprised of two separate markets: (1) the NASDAQ National Market, which traded the largest and most active securities, and (2) the NASDAQ Smallcap Market, which listed a smaller number of emerging growth companies. For a company to trade on the NASDAQ, it had to meet a number of listing requirements, such as having a minimum market capitalization and number of publicly-held shares. NASDAQ had a department called Corporate Data Operations, which handled the assignment and re-assignment of trading symbols for securities.

4. The Over-The-Counter Bulletin Board ("OTC Bulletin Board") was a quotation medium for market makers, that is, market participants who quote securities, provided by the NASD. The issuers who were quoted on the OTC Bulletin Board were required to report to the SEC or another regulatory authority. Typically, OTC Bulletin Board issuers were smaller issuers.

5. The Pink Sheets was a privately-owned, electronic quotation medium for market makers. If a market maker wanted to quote a security on the Pink Sheets, that market maker was first required to file a form, known as a 15c2-11 Form, with the NASD, later known as FINRA, in accordance with Rule 15c2-11, promulgated pursuant

to the Securities Exchange Act of 1934. This was a one-time filing requirement. Once the form was filed and a company became Pink-Sheets eligible, the market maker could quote that security on the Pink Sheets. Thirty (30) days later, any market maker could quote that security. Generally, once a company became Pink-Sheets eligible, it remained Pink-Sheets eligible. There was no requirement of any further or ongoing due diligence or filings.

6. A Transfer Agent was a trust company, bank, or similar financial institution assigned by an issuer of securities to maintain records of investors and account balances and transactions, to cancel and issue certificates, to process investor mailings, and to deal with any associated problems, such as lost or stolen certificates. Companies that had publicly-traded securities typically used transfer agents to keep track of individuals and entities that owned their stocks and bonds. Although most transfer agents were banks or trust companies, sometimes a company acted as its own transfer agent.

7. A Publicly-Traded Shell Company existed in name only and/or was not operated for itself; it had no independent assets or operations, but was used by its owners to conduct specific business or maintain control of other companies or assets. A publicly-traded shell company was valuable when it was listed on a stock exchange because it provided a cheap way for another company to acquire a listing by "reversing" into the shell company.

B. The Individuals

8. ROGER LEE SHOSS, an attorney licensed to practice law in Texas, was residing in Houston, Texas, and affiliated with the law firm of Shoss & Associates

Attorneys & Counselors. ROGER LEE SHOSS participated in the hijacking of the identities, histories, and shareholder bases of dormant, publicly-traded shell companies, including, but not limited to, 3E International Corp., Webgalaxy, Inc., Pacific Chemical, Inc., and Greensmart Corporation.

9. NICOLETTE LOISEL, an attorney licensed to practice law in Texas, was residing in Houston, Texas, and affiliated with the law firm of Shoss & Associates Attorneys & Counselors. NICOLETTE LOISEL participated in the hijacking of the identities, histories, and shareholder bases of dormant, publicly-traded shell companies, including, but not limited to, 3E International Corp., Webgalaxy, Inc., Pacific Chemical, Inc., and Greensmart Corporation.

C. The Entities

10. 3E INTERNATIONAL, INC. [hereinafter "3E 1998"], which was incorporated in the state of Delaware in 1998, was a publicly-traded company with a CUSIP number and a trading symbol. In 2003, 3E 1998 was voided by the Delaware Division of Corporations for non-payment of taxes.

11. 3E INTERNATIONAL, INC. [hereinafter "3E 2005"], which was incorporated in the state of Delaware in 2005, was not a publicly-traded company. 3E 2005 was a sham entity created by conspirators, and renamed MOBILESTREAM, INC., for the purpose of hijacking the CUSIP number and trading symbol of 3E 1998 and, thereby, 3E 1998's identity, history and shareholder base. 3E 2005, renamed MOBILESTREAM, INC., was sold by conspirators to others, whom the conspirators knew intended to sell shares of stock in MOBILESTREAM, INC. overseas.

12. PACIFIC CHEMICAL INC. [hereinafter "PACIFIC CHEMICAL 1988"], which was incorporated in the state of Delaware in 1988, was a publicly-traded company with a CUSIP number and a trading symbol. In 1999, PACIFIC CHEMICAL 1988 was voided by the Delaware Division of Corporations for non-payment of taxes.

13. PACIFIC CHEMICAL INC. [hereinafter "PACIFIC CHEMICAL 2005"], which was incorporated in the state of Delaware in 2005, was not a publicly-traded company. PACIFIC CHEMICAL 2005 was a sham entity created by conspirators, and renamed REGALTECH, INC., for the purpose of hijacking the CUSIP number and trading symbol of PACIFIC CHEMICAL 1988 and, thereby, PACIFIC CHEMICAL 1988's identity, history and shareholder base. PACIFIC CHEMICAL 2005, renamed REGALTECH, INC., was sold by conspirators to others, whom the conspirators knew intended to sell shares of stock in REGALTECH, INC. overseas.

14. WEBGALAXY, INC. [hereinafter "WEBGALAXY"], which was incorporated in the state of Nevada in 1979, was a publicly-traded company with a CUSIP number and a trading symbol. In 2004, WEBGALAXY became dormant for failure to file an annual report with the state of Nevada. In 2005, conspirators fraudulently assumed control of WEBGALAXY, and renamed it NANOFORCE, INC., for the purpose of hijacking the CUSIP number and trading symbol of WEBGALAXY and, thereby, WEBGALAXY's identity, history and shareholder base. WEBGALAXY, renamed NANOFORCE, INC., was sold by conspirators to others, whom the conspirators knew intended to sell shares of stock in NANOFORCE, INC. overseas.

15. GREENSMART CORPORATION [hereinafter "GREENSMART 1997"], which was incorporated in the state of Delaware in 1997, was a publicly-traded

company with a CUSIP number and a trading symbol. In 2005, GREENSMART 1997 was voided by the Delaware Division of Corporations for non-payment of taxes.

16. GREENSMART CORPORATION [hereinafter "GREENSMART 2006"], which was incorporated in the state of Delaware in 2006, was not a publicly-traded company. GREENSMART 2006 was a sham entity created by conspirators, and renamed ROCKY MOUNTAIN GOLD MINING, INC., for the purpose of hijacking the CUSIP number and trading symbol of GREENSMART 1997 and, thereby, GREENSMART 1997's identity, history and shareholder base. GREENSMART 2006, renamed ROCKY MOUNTAIN GOLD MINING, INC., was sold by conspirators to others, whom the conspirators knew intended to sell shares of stock in ROCKY MOUNTAIN GOLD MINING, INC. overseas.

The Conspiracy

17. Beginning on an unknown date, but at least as early as in or about February 2005, and continuing thereafter, through and including at least July 31, 2006, in the Middle District of Florida and elsewhere,

ROGER LEE SHOSS
and
NICOLETTE LOISEL,

the defendants herein, knowingly and willfully did combine, conspire, confederate and agree with others, both known and unknown to the Grand Jury, to commit certain offenses against the United States, specifically, to devise and intend to devise a scheme and artifice to defraud and for obtaining money and property by means of materially false and fraudulent pretenses, representations, and promises, utilizing transmissions by means of wire and radio communication in interstate and foreign

commerce of any writings, signs, signals, and sounds, in violation of Title 18, United States Code, Section 1343.

Manner and Means of the Conspiracy

18. It was a part of the conspiracy that conspirators would and did identify existing, dormant, publicly-traded companies in the United States.

19. It was a further part of the conspiracy that conspirators would and did incorporate new companies with the same names as the existing, dormant, publicly-traded companies identified. In other instances, conspirators would and did update the filings and, thereby, reinstate the existing, dormant, publicly-traded companies identified.

20. It was a further part of the conspiracy that conspirators would and did prepare board of directors resolutions and/or other documents to change the names of the new companies conspirators had incorporated as well as the names of the companies conspirators had reinstated.

21. It was a further part of the conspiracy that conspirators would and did prepare board of directors resolutions and/or other documents purporting to reflect reverse splits of the stocks previously issued by the existing, dormant, publicly-traded companies which conspirators had identified.

22. It was a further part of the conspiracy that conspirators would and did send, via facsimile and other means, to state agencies regulating corporate entities operating in their jurisdictions, certificates of amendment of articles of incorporation, board of directors resolutions, and/or other documents reflecting the name changes of the new companies conspirators had incorporated, the name changes of the companies

conspirators had reinstated, and/or the purported reverse splits of the stocks previously issued by the existing, dormant, publicly-traded companies which conspirators had identified.

23. It was a further part of the conspiracy that conspirators would and did send, via email, the internet, facsimile and other means, to the CUSIP Bureau, false and fraudulent applications for new CUSIP numbers and related documentation in order to secure new CUSIP numbers for securities to be issued by the new, renamed companies conspirators had incorporated as well as by the renamed companies conspirators had reinstated.

24. It was a further part of the conspiracy that conspirators would and did send, via email, facsimile and other means, to NASDAQ Corporate Data Operations, applications for new trading symbols and related documentation in order to secure new trading symbols for the new, renamed companies conspirators had incorporated as well as for the renamed companies conspirators had reinstated.

25. It was a further part of the conspiracy that conspirators would and did cause a transfer agent to send, via facsimile and other means, to NASDAQ Corporate Data Operations, false and fraudulent transfer agent verification forms in support of conspirators' applications for new trading symbols.

26. It was a further part of the conspiracy that conspirators would and did, through false and fraudulent statements, representations and documents sent to the CUSIP Bureau and NASDAQ Corporate Data Operations, effectively hijack the identities, histories, and shareholder bases of the existing, dormant, publicly-traded companies which conspirators had identified [hereinafter "the hijacked companies"].

27. It was a further part of the conspiracy that conspirators would and did sell the companies that emanated from the hijacked companies to others, whom conspirators knew intended to sell shares of stock in the companies they had purchased overseas.

28. It was a further part of the conspiracy that conspirators would and did conceal, misrepresent, and hide, and cause to be concealed, misrepresented, and hidden, the purpose of acts performed in furtherance of the conspiracy.

Overt Acts

29. In furtherance of the conspiracy and to effectuate the objects thereof, the following overt acts, among others, were committed within the Middle District of Florida, and elsewhere:

A. MOBILESTREAM

(1) On or about June 28, 2005, ROGER LEE SHOSS and NICOLETTE LOISEL caused the incorporation of 3E INTERNATIONAL, INC. ("3E 2005") in the state of Delaware.

(2) On or about July 24 and 25, 2005, NICOLETTE LOISEL prepared and filed with the Delaware Division of Corporations a Certificate of Amendment of Certificate of Incorporation, indicating that 3E 2005's board of directors had approved a change in the name of the company to MOBILESTREAM, INC.

(3) On or about August 1, 2005, NICOLETTE LOISEL submitted, via the internet, to the CUSIP Bureau, an online application for assignment of a new CUSIP number to MOBILESTREAM.

(4) On or about August 5, 2005, NICOLETTE LOISEL sent, via facsimile, to NASDAQ's Corporate Data Operations, a letter insinuating that 3E 1998 had changed its name to MOBILESTREAM, INC. and that the company had effected a reverse stock split, along with a Certificate of Amendment of Certificate of Incorporation and a Consent of the Board of Directors purporting to substantiate the content of the letter.

(5) On or about August 8, 2005, ROGER LEE SHOSS and NICOLETTE LOISEL caused a transfer agent to send, via facsimile, to NASDAQ Corporate Data Operations, a Transfer Agent Verification Form, in support of a request for assignment of a new trading symbol to MOBILESTREAM.

(6) On or about August 24, 2005, NICOLETTE LOISEL placed an order for 1,000 common stock certificates in the name of MOBILESTREAM, INC. and bearing the CUSIP number fraudulently obtained from the CUSIP Bureau.

B. REGALTECH

(7) On or about February 10, 2005, ROGER LEE SHOSS and NICOLETTE LOISEL caused the incorporation of PACIFIC CHEMICAL INC., ("PACIFIC CHEMICAL 2005") in the state of Delaware.

(8) On or about March 7, 2005, NICOLETTE LOISEL prepared and filed with the Delaware Division of Corporations a Certificate of Amendment of Certificate of Incorporation, indicating that PACIFIC CHEMICAL 2005's board of directors had approved a change in the name of the company to REGALTECH, INC.

(9) On or about March 9, 2005, NICOLETTE LOISEL submitted, via the internet, to the CUSIP Bureau, an online application for assignment of a new CUSIP number to REGALTECH.

(10) On or about March 9, 2005, ROGER LEE SHOSS and NICOLETTE LOISEL caused a transfer agent to send, via facsimile, to NASDAQ Corporate Data Operations, a Transfer Agent Verification Form, in support of a request for assignment of a new trading symbol to REGALTECH.

C. **NANOFORCE**

(11) On or about March 18, 2005, ROGER LEE SHOSS and NICOLETTE LOISEL caused to be filed with the Nevada Secretary of State an Annual List of Officers, Directors and Agents for WEBGALAXY, INC.

(12) On or about March 22, 2005, ROGER LEE SHOSS and NICOLETTE LOISEL caused to be filed with the Nevada Secretary of State a Certificate of Amendment to Articles of Incorporation, indicating that WEBGALAXY's board of directors had approved a change in the name of the company to NANOFORCE, INC.

(13) On or about March 24, 2005, NICOLETTE LOISEL submitted, via the internet, to the CUSIP Bureau, an online application for assignment of a new CUSIP number to NANOFORCE.

(14) On or about April 4, 2005, NICOLETTE LOISEL sent, via facsimile, to NASDAQ's Corporate Data Operations, a letter insinuating that WEBGALAXY had changed its name to NANOFORCE, INC. and that the company had effected a reverse stock split, along with a Certificate of Amendment to Articles of Incorporation and a Consent of the Board of Directors purporting to substantiate the content of the letter.

(15) On or about April 4, 2005, ROGER LEE SHOSS and NICOLETTE LOISEL caused a transfer agent to send, via facsimile, to NASDAQ Corporate Data

Operations, a Transfer Agent Verification Form, in support of a request for assignment of a new trading symbol to NANOFORCE.

D. ROCKY MOUNTAIN GOLD MINING

(16) On or about July 17, 2006, ROGER LEE SHOSS caused the incorporation of GREENSMART CORPORATION, INC., ("GREENSMART 2006") in the state of Delaware.

(17) On or about July 20, 2006, ROGER LEE SHOSS prepared and filed with the Delaware Division of Corporations a Certificate of Amendment of Certificate of Incorporation, indicating that GREENSMART 2006's board of directors had approved a change in the name of the company to ROCKY MOUNTAIN GOLD MINING, INC.

(18) On or about July 26, 2006, ROGER LEE SHOSS submitted, via the internet and facsimile, to the CUSIP Bureau, an online application for assignment of a new CUSIP number to ROCKY MOUNTAIN.

(19) On or about July 31, 2006, ROGER LEE SHOSS sent, via facsimile, to NASDAQ's Corporate Data Operations, a letter insinuating that GREENSMART 1997 had changed its name to ROCKY MOUNTAIN GOLD MINING, INC. and that the company had effected a reverse stock split, along with a Certificate of Amendment of Certificate of Incorporation and a Consent of the Board of Directors purporting to substantiate the content of the letter.

(20) On or about July 31, 2006, ROGER LEE SHOSS caused a transfer agent to send, via facsimile, to NASDAQ Corporate Data Operations, a Transfer Agent

Verification Form, in support of a request for assignment of a new trading symbol to
ROCKY MOUNTAIN.

All in violation of Title 18, United States Code, Section 371.

FORFEITURE

1. The allegations contained in Count One of this Indictment are hereby realleged and incorporated by reference for the purpose of alleging forfeitures pursuant to the provisions of Title 18, United States Code, Section 981(a)(1)(C) and Title 28, United States Code, Section 2461(c).

2. From their engagement in the violations alleged in Count One of this Indictment, involving conspiracy to commit wire fraud, in violation of Title 18, United States Code, Sections 371 and 1343, the defendants,

ROGER LEE SHOSS
and
NICOLETTE LOISEL,

shall forfeit to the United States of America, pursuant to Title 18, United States Code, Section 981(a)(1)(C) and Title 28, United States Code, Section 2461(c), all of their interest in any property, real or personal, which constitutes or is derived from proceeds traceable to such violations, including, but not limited to, a sum of money equal to \$800,000, representing the amount of proceeds which the defendants obtained as a result of their participation in the offense described in Count One of the Indictment, for which the defendants are jointly and severally liable.

3. If any of the property described above, 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 party;
- 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 divided without difficulty,

the United States of America shall be entitled to forfeiture of substitute property under the provisions of Title 21, United States Code, Section 853(p), as incorporated by Title 28, United States Code, Section 2461(c).

A TRUE BILL



Foreperson

ROBERT E. O'NEILL
United States Attorney

By: 

RACHELLE DESVAUX BEDKE
Assistant United States Attorney

By: 

KELLEY C. HOWARD-ALLEN
Assistant United States Attorney

By: 

ROBERT A. MOSAKOWSKI
Assistant United States Attorney
Chief, Economic Crimes Section

UNITED STATES DISTRICT COURT

Middle District of Florida
Tampa Division

THE UNITED STATES OF AMERICA

vs.

ROGER LEE SHOSS
NICOLETTE LOISEL

INDICTMENT

Violations:

18 U.S.C. § 371
18 U.S.C. § 981(a)(1)(C) (Forfeiture)
18 U.S.C. § 2461(c) (Forfeiture)

A true bill,


Foreperson

Filed in open court this 13th day

of July, 2011.

Clerk

Bail \$