

1 1. High Tech is an entity with a principal place of business at 38 Second Avenue,
2 Atlantic Highlands, NJ 07716. High Tech currently has no other corporate offices or other
3 commercial business addresses.

4 2. High Tech is a Delaware Corporation.

5 3. High Tech is not licensed with the Division of Finance and Corporate Securities
6 (“DFCS”) as a salesperson, broker-dealer or investment advisory firm. High Tech has not
7 registered its stock or other offering with DFCS, nor has it made a notice filing pursuant to ORS
8 59.055(3).

9 4. High Tech is engaged in the software business,
10 developing software for use in making travel arrangements and reservations. At all times
11 material to this Order, the software development was not completed.

12 5. Through its promoters, High Tech offered interests in
13 the company to investors in the form of stock. In connection with the offering High Tech
14 provided a Private Placement Memorandum to prospective investors. High Tech’s offering was
15 purported to be exempt from registration pursuant to Regulation D under the federal securities
16 laws. A Regulation D filing was not completed with the United States Securities and Exchange
17 Commission (“SEC”), and a Regulation D-type registration was not filed with the State of
18 Oregon.

19 6. Investments in High Tech were promoted in Oregon by Benjamin R. Callari
20 (“Callari”), whose address is 38 Second Avenue, Atlantic Highlands, New Jersey 07716, who
21 attended meetings in Oregon and made presentations at those meetings; by Dennis L. Weathers
22 whose address is 1058 Mason Street, Myrtle Creek, OR 97457; by Donald R. Myatt, Jr., whose
23 address is 5891 Garden Valley Rd., Roseburg OR 97470; all of whom made materials relative to
24 High Tech available to investors, made investors aware of meetings they could attend to
25 purchase stock, received subscription agreements and investments in High Tech stock, and

1 otherwise communicated information about investing in High Tech to prospective investors.
2 None of these individuals was ever licensed as a salesperson, broker-dealer, or investment
3 advisor with DFCS.

4 7. Sales of stock or other interests in High Tech were made to over 100 Oregonians, as
5 well as investors in other states. Their investments totaled over \$1.6 million.

6 8. Respondents made several different stock offerings. In each offering, Respondents
7 used Private Placement Memoranda that were the same in all material respects except for the
8 availability of a repurchase provision and the offering price, where the offering price of the
9 shares increased in five or ten cent increments at each new release. Shares were first offered at
10 50 cents per share in November 1999, and in February 2000 were being offered at 75 cents per
11 share. Callari and the other promoters incorrectly believed the offerings were in compliance
12 with the securities laws.

13 9. Neither Callari nor the other promoters told investors that successive offerings were
14 being made in five or ten cent increments and that this pattern was not in accordance with the
15 securities laws, and that the salespersons were not licensed with DFCS. Callari and the other
16 promoters did not know that the successive offerings failed to comply with the securities laws or
17 that the persons selling the securities needed to be licensed.

18 10. High Tech paid fees and/or commissions to those introducing investors and/or selling
19 shares in the company.

20 11. Most High Tech investors from Oregon were not accredited investors under Oregon
21 Securities law.

22 **CONCLUSIONS OF LAW**

23 The Director **CONCLUDES** that:

24 1. The interests in High Tech are securities under Oregon law.
25

1 This Order shall not serve to trigger the disqualification provisions of OAR 441-065-
2 0130. Waiver of the disqualification provisions shall not limit or affect the Director's merit
3 review of any registration statement filed by High Tech Travel Services Corporation.

4 The Director, pursuant to ORS 59.245, and other applicable authority, **FURTHER**
5 **ORDERS** and Respondents High Tech and Callari agree to the following additional conditions:

6 1. Respondents agree to either complete a full refund or make a rescission offer to all
7 investors in High Tech who have purchased unregistered securities from High Tech in the United
8 States, exclusive of shares purchased by Benjamin Callari, Donald Myatt and Dennis Weathers
9 (with respect to \$5,200 of shares he purchased after he became a High Tech director) and
10 exclusive of investors who have already received a complete refund of their High Tech
11 investment (collectively, the "Investors"). High Tech further agrees to apply for registration of
12 the rescission offer as required by ORS 59.055. The refund or rescission offer shall be
13 accomplished as follows:

14 (a) within ten calendar days of execution of this document, Respondents agree to provide
15 to DFCS a complete list of all investors including their names, addresses, telephone numbers,
16 dates of investment, total shares purchased and total investment in High Tech.

17 (b) Respondents have deposited funds in an escrow account sufficient to:

18 (1) complete refunds to all Investors, or

19 (2) to repay in full Investors who accept the rescission offer; and

20 (3) \$25,000 to compensate any Investors yet unknown to DFCS.

21 (c) Respondents will establish a 35-calendar-day period during which time Investors
22 must accept or reject the rescission offer (which 35-day period will commence on the date the
23 notices of rescission are mailed to Investors). Acceptance will be considered timely if post-
24 marked within the 35-day period. Acceptance notices must be mailed to Carol Dey Hibbs,
25 Tonkon Torp LLP, 888 SW 5th Ave., 16th Floor, Portland, OR 97204. At the close of that 35-

1 day period, Respondents will compile instructions for disbursement to Investors accepting the
2 rescission offer. These instructions and supporting documents are to be submitted to DFCS
3 within five business days after the close of the rescission offer. DFCS will review and the
4 Director will approve or deny the instructions within five business days after receipt of the
5 instructions and supporting documents. Respondents will have two business days after any denial
6 by the Director to resubmit the request for disbursement, and the Director will then have two
7 business days to review and approve or deny the amended request. The Director and the
8 Respondents will then instruct the escrow agent to disburse the funds to all Investors accepting
9 the rescission offer, and will require the escrow agent to provide DFCS with satisfactory proof of
10 disbursement and mailing.

11 (d) Respondents agree to include a cover letter with the rescission offer and with any
12 refund initiated by High Tech explaining the reasons for the rescission offer or company-initiated
13 refund, and containing language substantially as specified in Attachment A.

14 (e) High Tech agrees that it will bear all costs of the escrow agent, disbursement, postage
15 and mailing.

16 (f) Respondents agree to diligently proceed with a rescission offer. To evidence its
17 diligence, High Tech will use its best efforts to complete the following steps within the specified
18 time periods:

19 (1) High Tech's independent accountants will use their best efforts to complete an audit
20 of High Tech's financial statements from inception through December 31, 1999, and to complete
21 a review of High Tech's unaudited financial statements for the quarter ended March 31, 2000,
22 within 30 calendar days after this document is executed.

23 (2) Within 90 calendar days after this document is executed, High Tech will use its best
24 efforts to prepare and file a registration statement on Form SB-2 with the SEC, and the Director
25

1 and in any other states deemed appropriate by High Tech to register the rescission offer and to
2 register such additional High Tech securities for sale as High Tech deems appropriate.

3 (3) High Tech will use its best efforts to respond to comments from the SEC and the
4 states in which the registration statement is filed within three weeks after High Tech receives
5 such comments.

6 (4) If, after High Tech responds to the initial comments from the SEC and states, High
7 Tech receives any additional comments from the SEC or the states, High Tech will use its best
8 efforts to respond within three weeks after receipt of the additional comments.

9 (5) High Tech will cause the registration statement to become effective as soon as
10 practicable after it has responded to all comments from the SEC and states.

11 (6) High Tech will mail rescission offers to Investors as soon as practicable after the
12 registration statement has been declared effective by the SEC and the applicable states.

13 (7) If High Tech is unable to have its registration statement declared effective in any
14 state or if High Tech determines not to pursue registration in a state, High Tech will refund in
15 full all investments made by Investors residing in that state.

16 (8) High Tech will leave the rescission offer open for 35 days after the offer is mailed
17 to Investors.

18 (g) If the rescission offer has not been completed within eight months of the date this
19 document is signed, or such longer period as the Director may permit, High Tech will refund to
20 all the Investors their investments in High Tech.

21 (h) Within 30 calendar days from the date the rescission offer or the refund is completed,
22 High Tech shall file a report with the Director identifying investors repaid, amount repaid, and
23 date of repayment.

24 The Director, pursuant to ORS 59.995 **HEREBY ORDERS** respondent High Tech to
25 pay a **CIVIL PENALTY** in the amount of \$20,000 for violations of the securities laws, and to

1 make a \$5,000 contribution to The Oregon Investor Information Program. High Tech agrees to
2 pay to DFCS \$2,500 when this document is signed, and agrees to pay to DFCS an additional
3 \$2,500 within 30 days after the signing of this document, and agrees to pay to DFCS an
4 additional \$5,000 every 30 days thereafter until the penalties and contribution are paid in full.
5 The first \$5,000 shall be deemed the contribution to the Oregon Investor Information Program.

6 The entry of this Order in no way limits further remedies which may be available to the
7 Director under Oregon law.

8 Dated this ___ day of August, 2000 at Salem, Oregon.

9
10 MARY C. NEIDIG, DIRECTOR
11 DEPARTMENT OF CONSUMER AND
BUSINESS SERVICES

12 APPROVED AS TO FORM:

13 _____ Dated: _____
14 Carol Dey Hibbs
15 Attorney for Respondents
High Tech Travel Services Corporation

16 **CORPORATE CONSENT TO ENTRY OF ORDER**
17 **for Benjamin R. Callari on behalf of**
18 **High Tech Travel Services Corporation**

19 I, Benjamin R. Callari, state that I am an officer of High Tech Travel Services
20 Corporation, and I am authorized to act on behalf of this entity; that I have read the foregoing
21 Order and that I know and fully understand the contents hereof; that I and this entity have been
22 advised of the right to a hearing and of the right to be represented by counsel in this matter; that
23 the facts alleged are true and correct; that High Tech Travel Services Corporation voluntarily and
24 without any force or duress, consents to the entry of this Order, expressly waiving any right to a
25 hearing in this matter; that High Tech Travel Services Corporation understands that the Director

1 reserves the right to take further actions to enforce this Order or to take appropriate action upon
2 discovery of other violations of the Oregon Securities Law; and that High Tech Travel Services
3 Corporation will fully comply with the terms and conditions stated herein.

4 High Tech Travel Services Corporation further assures the Director that neither High
5 Tech Travel Services Corporation, nor its officers, directors, employees or agents will effect
6 securities transactions or provide investment advice in Oregon unless such activities are in full
7 compliance with Chapter 59 of the Oregon Revised Statutes.

8 High Tech Travel Services Corporation understands that this

9 ///

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11 ///

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13 ///

14 Consent Order is a public document.

15 Dated this ___ day of _____, 2000.

16 HIGH TECH TRAVEL SERVICES CORPORATION

17 By _____

18 Benjamin R. Callari, President

19

20 STATE OF _____)

21)ss.

22 County of _____)

23

24 There appeared before me this ___ day of _____, 2000, Benjamin R. Callari, who was first

25 duly sworn on oath, and stated that he was and is President High Tech Travel Services

Corporation and that as President he is authorized and empowered to sign this Consent to Entry

1 of Order on behalf of High Tech Travel Services Corporation and to bind High Tech Travel
2 Services Corporation to the terms hereof.

3 _____ Print Name:

4 _____
5 Notary Public for: _____
6 My Commission Expires: _____

7 **INDIVIDUAL CONSENT TO ENTRY OF ORDER**

8 **for Benjamin R. Callari, individually**

9 I, Benjamin R. Callari, state that I have read the foregoing Order and that I know and
10 fully understand the contents hereof; that I have been advised of the right to a hearing and of the
11 right to be represented by counsel in this matter; that I voluntarily and without any force or
12 duress, consent to the entry of this Order, expressly waiving any right to a hearing in this matter;
13 that I understand that the Director reserves the right to take further actions to enforce the Order
14 or to take appropriate action upon discovery of other violations of the Oregon Securities Law;
15 and that I will fully comply with the terms and conditions stated herein.

16 I further assure the Director that I or any agent on my behalf will not effect securities
17 transactions in Oregon unless such activities are in full compliance with Chapter 59 of the
18 Oregon Revised Statutes.

19 I understand that this Order is a public document.

20 Dated this __ day of _____, 2000.

21 By _____
22 Benjamin R. Callari

23 STATE OF _____)
24)ss.
25 County of _____)

26 The foregoing instrument was acknowledged before me this __ day of _____, 2000,
27 by Benjamin R. Callari.

28 _____
29 Print Name: _____
30 Notary Public for: _____
31 My Commission Expires: _____

1 **INDIVIDUAL CONSENT TO ENTRY OF ORDER**

2 **for Donald Myatt, Jr., individually**

3 I, Donald R. Myatt, Jr. state that I have read the foregoing Order and that I know and
4 fully understand the contents hereof; that I have been advised of the right to a hearing and of the
5 right to be represented by counsel in this matter; that I voluntarily and without any force or
6 duress, consent to the entry of this Order, expressly waiving any right to a hearing in this matter;
7 that I understand that the Director reserves the right to take further actions to enforce the Order
8 or to take appropriate action upon discovery of other violations of the Oregon Securities Law;
9 and that I will fully comply with the terms and conditions stated herein.

10 I further assure the Director that I or any agent on my behalf will not effect securities
11 transactions in Oregon unless such activities are in full compliance with Chapter 59 of the

12 ///

13 ///

14 ///

15 ///

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17 ///

18 Oregon Revised Statutes.

19 I understand that this Order is a public document.

20 Dated this __ day of _____, 2000.

21 By _____
22 Donald R. Myatt, Jr.

23 STATE OF _____)

)ss.

24 County of _____)

25 The foregoing instrument was acknowledged before me this __ day of _____, 2000,

1 by Donald R. Myatt, Jr.

2
3 Print Name: _____

4 Notary Public for: _____

5 My Commission Expires: _____

6 **INDIVIDUAL CONSENT TO ENTRY OF ORDER**

7 **for Dennis L. Weathers, individually**

8 I, Dennis L. Weathers, state that I have read the foregoing Order and that I know and
9 fully understand the contents hereof; that I have been advised of the right to a hearing and of the
10 right to be represented by counsel in this matter; that I voluntarily and without any force or
11 duress, consent to the entry of this Order, expressly waiving any right to a hearing in this matter;
12 that I understand that the Director reserves the right to take further actions to enforce the Order
13 or to take appropriate action upon discovery of other violations of the Oregon Securities Law;
14 and that I will fully comply with the terms and conditions stated herein.

15 I further assure the Director that I or any agent on my behalf will not effect securities
16 transactions in Oregon unless such activities are in full compliance with Chapter 59 of the
17 Oregon Revised Statutes.

18 I understand that this Order is a public document.

19 Dated this __ day of _____, 2000.

20 By _____
Dennis L. Weathers

21 STATE OF _____)
22)ss.

23 County of _____)

24 The foregoing instrument was acknowledged before me this
25 ___ day of _____, 2000, by Dennis L. Weathers.

Print Name: _____

Notary Public for: _____

My Commission Expires: _____

ATTACHMENT A
Language To Be Contained In The Letter
Accompanying the Refund or Rescission Offer

This rescission offer, or company-initiated refund, is part of an agreement between High Tech Travel Services Corporation and the State of Oregon Division of Finance and Corporate Securities. This agency offers education, information, and assistance to investors in Oregon through its Investor Information Program. The Investor Information Program informs Oregonians about securities laws and protection, alerts investors to potentially fraudulent securities schemes, and provides practical, current investment and securities information to help investors protect themselves.

For more information in Oregon, contact the Investor Information Program Coordinator at (503) 378-4387, or write the Investor Information Program, Oregon Department of consumer and Business Services 350 Winter Street NE, Room 410, Salem, OR 97301.

For information in states other than Oregon, please see the information below:

Alaska Division of Banking, Securities & Corporations	(907) 465-2521
Arizona Securities Division	(602) 542-4242
Arkansas Securities Department	(501) 324-9260
California Department of Corporations	(916) 445-7205
Colorado Department of Regulatory Agencies Division of Securities	(303) 894-2320
Ohio Division of Securities	(614) 644-7381
Washington Securities Division	(360) 902-8760

