

18 MAG 3754

Approved:

ANDREW THOMAS/MAX NICHOLAS
Assistant United States Attorneys

Before: THE HONORABLE DEBRA FREEMAN
United States Magistrate Judge
Southern District of New York

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UNITED STATES OF AMERICA : SEALED COMPLAINT
v. :
VLADIMIR ZISKIND, : Violations of
a/k/a "Mike Palmer," : 15 U.S.C. §§ 78j(b) & 78ff,
KEITH ORLEAN, : 17 C.F.R. § 240.10b-5; and
a/k/a "Jack Allen," and : 18 U.S.C. §§ 371
KEVIN WEINZOFF, : & 2
a/k/a "Mike Palmer," : COUNTY OF OFFENSE:
Defendants. : NEW YORK
- - - - - X

SOUTHERN DISTRICT OF NEW YORK, ss.:

JONATHAN H. POLONITZA, being duly sworn, deposes and says that he is a Special Agent with the Federal Bureau of Investigation ("FBI") and charges as follows:

COUNT ONE

(Conspiracy to Commit Securities Fraud)

1. From at least in or about April 2014, up to and including on or about the date of this Complaint, 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, 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.

2. 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, used and employed manipulative and deceptive devices and contrivances in connection with the purchase and sale of securities, in violation of Title 15, United States Code, Sections 78j(b) &

78ff, and Title 17, Code of Federal Regulations, Section 240.10b-5.

3. 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," attempted to sell stock in Digital Donations Technologies, Inc. to a particular victim who was located in Bronx, New York.

b. On or about April 23, 2018 KEITH ORLEAN, a/k/a "Jack Allen," 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," 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)

4. From at least on or about April 2014 up to and including on or about the date of this Complaint, 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 manipulative and deceptive devices and contrivances in connection with the purchase and sale of securities, 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 facts and omitting to state material facts necessary in order to make the statements made, in 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 other persons, to wit, ZISKIND, ORLEAN, and WEINZOFF each called investor-victims using false names to pitch the sales of stock in ORLEAN's company 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)

5. From at least in or about April 2014, up to and including in or about the date of this Complaint, 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, the defendants, and others known and unknown, knowingly and willfully 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.

6. 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, 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, and attempting to do so, 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, in violation of Title 18, United States Code, Section 1343.

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

COUNT FOUR

(Wire Fraud)

7. From at least in or about April 2014, up to and including in or about the date of this Complaint, 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, that affected a financial institution, 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, to wit, ZISKIND, ORLEAN, and WEINZOFF made interstate telephone calls to investor-victims using false names to pitch the sales of stock in ORLEAN's company 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 & 2.)

The bases for my knowledge and for the foregoing charges are, in part, as follows:

8. I have been a Special Agent with the FBI since 2011. I am currently assigned to a squad responsible for investigating economic crimes, such as violations of the federal securities laws and related offenses, including mail fraud, wire fraud, and bank fraud. I have participated in investigations of securities fraud, money laundering, financial institution fraud, and other complex financial crimes, and have made and participated in arrests of individuals who have committed such offenses.

9. The information contained in this Complaint is based upon my personal knowledge, as well as information obtained during this investigation, directly or indirectly, from other sources, including, but not limited to: (a) business formation documents; (b) records filed with the U.S. Securities and Exchange Commission; (c) audio recordings of phone calls intercepted pursuant to judicial order or recorded by consent; (d) conversations with, and reports of interviews with, non-law-enforcement witnesses; (e) conversations with, and reports prepared by, other FBI agents; and (f) bank records. Because this Complaint is being submitted for the limited purpose of establishing probable cause, it does not include all the facts that I have learned during the course of my investigation. Where the contents of documents and the actions and statements of and conversations with others are reported herein, they are reported in substance and in part. Where figures, calculations, and dates are set forth herein, they are approximate, unless stated otherwise.

Relevant Entities and Individuals

10. Based on a review of incorporation records maintained by the New York Division of Corporations, a review of records maintained by the New York Department of Labor, and a review of documents publicly filed through the SEC's Electronic Data Gathering, Analysis, and Retrieval system ("EDGAR"), I have learned, among other things, the following:

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

b. On or about March 10, 2014, the entity Digital Donations Inc. was incorporated in New York State.

c. At least beginning in or about December 10, 2015, potential stockholders of Digital Processing Solutions and Digital Donations, Inc. were informed that Digital Donations,

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

d. In or about January 2016, ORLEAN 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 and Partner-1 became President.

e. On or about October 17, 2016, Digital Donations Technologies, Inc. acquired Digital Donations Inc. The merged firm operates out of offices in Melville, New York.

f. MNTR, Inc. was a New York business entity created in or about 2008 and dissolved by proclamation on or about January 29, 2016. Notwithstanding MNTR's dissolution, a series of bank accounts opened in the name of MNTR, Inc. continued to receive and transmit investor funds to the defendants until at least in or about December 2017.

g. Computer Solutions Laboratories, Ltd. was a business entity with a Manhattan, New York service address and dissolved by proclamation on July 28, 2010. Computer Solutions Laboratories reported wages for KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendant, in, among other years, 2015, 2016, and 2017.

Overview of the Fraudulent Scheme

11. Since in or about 2016, other law enforcement agents and I have been investigating reports that a salesman named "Mike Palmer" has called numerous individuals—typically elderly persons who have purchased corporate stock shares in the past—and offered them a time-sensitive opportunity to invest in certain companies (the "Sales Pitch"). While the particular urgencies and companies have changed over time, the Sales Pitch currently focuses on Digital Donations Technologies, Inc. and a purportedly impending initial public offering.

12. As described in more detail below, there is probable cause to believe that the Sales Pitch is a fraud (the "Sales Pitch Scheme"), that investor money is sought and obtained through materially false statements and through manipulative sales tactics, and that investments solicited for Digital Donations Inc. or Digital Donations Technologies, Inc. are used to enrich members of the scheme, rather than for legitimate business purposes.

False Statements to Victims

13. During the course of this investigation, other law enforcement officers and I have interviewed at least approximately seven individuals (collectively, the "Victims"),

each of whom has communicated by phone with "Mike Palmer" about investments in Digital Donations Technologies, Inc. or predecessor entities. Based on those interviews, I have learned, in part, that (a) the Victims were almost all retired individuals, ranging in age from approximately 60 to 90 years old; (b) "Mike Palmer" made unsolicited calls to each of the Victims; (c) "Mike Palmer" has described himself as working for, or owning, MNTR, Inc.; (e) "Mike Palmer" has claimed that he and MNTR, Inc. are helping Digital Donations and its founder, KEITH ORLEAN, a/k/a "Jack Allen," the defendant, raise investor funds in advance of an initial public offering ("IPO"); and (f) "Mike Palmer" has, in substance and in part, described Digital Donations Technologies, Inc. , and its predecessors (collectively, "Digital Donations"), as being in the business of processing retail point-of-sale charity donations.

The Defendants Conceal Their Identities

14. I have learned that each of the defendants has used an alias to communicate with investor-victims.

a. Based on visual surveillance, I know that VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, carries and uses a particular cellphone (the "Ziskind Phone"). Based on intercepted calls occurring over the Ziskind Phone, I have learned that ZISKIND repeatedly refers to himself as "Mike Palmer" in conversation with potential investor-victims and answers to the name "Mike Palmer."

b. At the FBI's direction, a particular victim ("Victim-1") recorded a series of calls Victim-1 received in early 2016 from "Mike Palmer." Based on a review of subscriber information for the telephone number used to contact Victim-1, toll data for other Victims who were contacted by "Mike Palmer," and a voice comparison between the "Mike Palmer" recorded by Victim-1 and intercepted calls between ZISKIND and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, I believe that WEINZOFF has also posed as "Mike Palmer" in communications with Victim-1 and in communications with other Victims.

c. From intercepted calls between ZISKIND and KEITH ORLEAN, a/k/a "Jack Allen," the defendant, I have learned, in part, that ORLEAN has recently agreed to make calls to potential investor-victims himself. I have also learned that ORLEAN has adopted the alias "Jack Allen" for this purpose. During an intercepted call on April 17, 2018, for example, ORLEAN referred to "Jack Allen" as "my stage name."

15. The use of aliases concealed from investor-victims publicly available information about certain of the defendants. Based on public court records, for example, I have learned that (a) on or about March 17, 2005, VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, was convicted of securities fraud in the

U.S. District Court for the Eastern District of New York; and (b) KEITH ORLEAN, a/k/a "Jack Allen," the defendant, was ordered on September 10, 2007 by the Pennsylvania Securities Commission to cease and desist in the sale of unregistered stock related to a prior business entity.

The Defendants Made Materially False Statements

16. Based on interviews of the Victims, and a review of intercepted calls occurring over the Ziskind Phone, I have learned that the Sales Pitch has often presented Victims with various false explanations for why Digital Donations Technologies, Inc. stock would be valuable, such as that it had important business partnerships, that it was profitable, and that its stock price would dramatically increase once its stock became publicly traded.

17. For example, on or about January 12, 2016, I spoke by telephone with Victim-1. Based on that conversation, I learned, in substance and in part, the following:

a. A few weeks before Victim-1 contacted the FBI, Victim-1 received an unsolicited call from "Mike Palmer," a male who described himself as a representative of MNTR, Inc.

b. "Mike Palmer," in substance and in part, offered Victim-1 the opportunity to invest in Digital Donations Inc. by purchasing shares of Digital Processing Solutions Inc., which, "Mike Palmer" said, was an affiliate of Digital Donations Inc. Among other things, "Mike Palmer" told Victim-1 that Digital Donations, Inc. would be going public within a few months and the stock price would increase from \$1 per share to at least \$3 per share.

c. After speaking to "Mike Palmer," Victim-1, who was in Virginia, received by FedEx from New York 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.

18. Victim-1 provided a copy of what Victim-1 had received from "Mike Palmer" to the FBI (the "Offering Materials"). From my review of the Offering Materials, I have learned, in part, the following:

a. The Offering Materials (i) were sent to Victim-1 by Federal Express, (ii) identified "Mike Palmer" as the Sender's Name, (iii) were sent from a particular address in Brooklyn, New York (the "Mike Palmer Address"), and (iv) listed a particular telephone contact number (the "Mike Palmer Phone"). Based on a public property records search, credit reporting history, and visual surveillance, I know that KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendant, lives at the Mike Palmer

Address. Further, based on telephone company subscriber records, I know that the Mike Palmer Phone is registered in the name of "Kevin Weinzoff."

b. The Offering Materials included, among other things (a) an approximately forty-page "Confidential Private Placement Memorandum" (the "Memorandum") for Digital Donations dated December 10, 2015 and (b) various annexed tables, including a "Summary Projected Statement of Operations" that estimated \$13,197,000 in net income after five years of operations. At various points, the Memorandum described a variety of investment risks, including that the company may never be profitable and that no market existed for the company's stock.

19. 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 stated "DPS has signed an agreement to provide the donation processing for this Morgan Stanley Donor Advised Fund." Also under that heading, the Memorandum identified "Global Payments" and stated that Global Payments was "a leading provider of electronic transaction processing services for merchants, Independent Sales Organizations (ISOs), financial institutions, government agencies and multi-national corporations located throughout the United States, Canada, Europe, and the Asia-Pacific Region." These statements were false. Based on information provided by Morgan Stanley and Global Payments, Inc., I have learned that neither Morgan Stanley nor Global Payments has any records related to Digital Processing Solutions, Inc., Digital Technologies Inc., Digital Donations, or KEITH ORLEAN, a/k/a "Jack Allen," the defendant.

20. Beginning on or about January 29, 2016, Victim-1 recorded a series of calls between Victim-1 and "Mike Palmer." Based on a review of those calls, I have learned, in part, that "Mike Palmer" said the following during a January 29, 2016 call regarding Digital Donations:

I work, I work for MNTR, yes. We got paid in stock when we came in, we made our deal, we're raising money. We're the only ones raising money for [Digital Donations], and thank god now, this last million, we're at the end. [Digital Donations is] basically fulfilling all the contracts, they've got a lot of software they're putting in and it's all good. I don't know if you read the website, if you read the memorandum thoroughly, but it's all good. We've got great connections,

we're in the plus and we're going to be in the plus very much this year, which makes the IPO very attractive. MasterCard is going to be backing us, we just got PayPal about three weeks ago. We weren't even allowed to post it, but finally it's there. If you go to the website and you look at strategic partners and you go down, PayPal is right in the middle. So that's big, very big for us on the IPO.

Based on a voice comparison between the recordings of "Mike Palmer" created by Victim-1 and recordings of KEVIN WEINZOFF a/k/a "Mike Palmer," the defendant, obtained from interceptions of the Ziskind Phone, I believe that WEINZOFF acted as "Mike Palmer" on the January 29, 2016 call. Based on a review of bank accounts opened in the name of Digital Donations, Inc., a review of Digital Donations Technologies, Inc.'s public filings on EDGAR, and interceptions over the Ziskind Phone, I have learned this call included numerous false statements such as (a) "they're basically fulfilling all the contracts" and (b) "we're in the plus and we're going to be in the plus very much this year." In truth, Digital Donations Inc. had no significant source of revenue outside of stock purchases by investor-victims and Digital Donations Technologies Inc. has publicly reported losses in every year of its existence.

21. On or about April 27, 2016, Victim-1 recorded another call with "Mike Palmer." During that call, the following conversation ensued:

MP: Hello.

V1: Mike? Mike Palmer.

MP: Yes, yes, yes. How are you [Victim-1]?

V1: [Victim-1], yeah.

MP: You ready?

* * *

MP: If you don't have any questions for me, let me explain to you who I am and how I do my business, ok? Now look the first thing you got to realize, you do realize I'm not a broker, correct?

V1: It seems that way.

MP: Ok, I do not charge.

V1: But your very familiar with the, the business obviously.

MP: Absolutely. Absolutely. I have been a broker in my life and I have decided that's not really something for me, it was over many years ago and so I decided a totally different route and I'm going to explain to you why in a little bit. But so no, you don't pay me commission on the way, if you buy something from me on the way in, on the way out, you don't pay me period. Ok?

* * *

Now after going through all that due process I might call you back and say, hey [Victim-1], listen, you know, I know you wanted 10 million dollars for your company, come on in, let's talk. He'll come in and I'm gonna tell you, look I'm interested in your company. I'm going to give you, you know, 10 million dollars, alright. But there is a but. The first thing is, is that I don't really give you the money. The money goes to my lawyers, to my accountant, or it goes into escrow and you can use that money for whatever you want as long as it has to do with the company business, which is mergers, acquisitions, you need to buy supplies, equipment, write a check to your secretary, or write a check for your buying a building, or you're paying rent. As long as it has to do with the business and everything goes through my accountant, through my lawyer. I want to make sure you didn't go out there and on my 10 million dollars buy yourself a Lear jet or a Ferrari or your buying yourself a boat or your buying yourself a house, I'm not okay with that, you know what I mean? Because I'm investing my money into this as well as my client's money, ok? [. . . .]

Based on a comparison of the audio recording of the call to an intercepted call of VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, from the Ziskind Phone, I believe that the April 27, 2016 call reflects ZISKIND—posing as "Mike Palmer"—making false

statements as part of the Sales Pitch Scheme. For instance, ZISKIND represents that he is not a broker ("I'm not a broker") and that he does not make a commission, but, from a review of bank account records, I know that ZISKIND receives a portion of the funds obtained from investors. Further still, ZISKIND represents that the investor funds will be used only for corporate purposes ("you can use that money for whatever you want as long as it has to do with the company business") and that the funds won't be used on personal luxuries ("I want to make sure you didn't go out there on my 10 million dollars buy yourself a Lear jet or a Ferrari"). Based on a review of bank records for KEITH ORLEAN, a/k/a "Jack Allen," the defendant, for ZISKIND, and for Digital Donations, however, I have learned that this statement was, at a minimum, misleading because, hundreds of thousands of investor dollars have gone to the personal bank accounts or credit card accounts of ZISKIND's mother, ORLEAN, ORLEAN's wife, and an entity associated with KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendant.

22. Based on conversations with an individual ("Victim-2"), and a review of a recording created with Victim-2's consent, I have learned that on or about August 30, 2017, Victim-2 placed a telephone call to "Mike Palmer." During part of that call, "Mike Palmer" made the following statement about Digital Donations:

Anyway, so let me just give you quick so we, everything is pretty much on track. Um, he is gonna announce the date pretty soon. I still have to talk to you in kinda like one of those puzzling, September, October, so you know, you, can't tell you the date yet but yeah he just, he's trying to do some, um, OTC came back. It was all ready. OTC is done. Over the Counter, okay? And so he's scrambling some things for the 15c 211, which is something he needs to do with the FINRA. So hopefully that, that will be done as well quick. And so everything's on track. Everything is looking good.

Based on a voice comparison between this recording and interceptions of calls to and from VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, I believe that ZISKIND is using the name "Mike Palmer" on this August 30, 2017 call. Further, based on conversations with representatives of the Financial Industry Regulatory Authority, Inc. ("FINRA"), I believe that ZISKIND's representation that Digital Donations had finished the process of listing itself on the Over-the-Counter Bulletin Board ("OTC is done. Over the Counter, okay?") was false because, at that time, FINRA had no record of being contacted by Digital Donations Technologies, Inc., Digital Donations, Inc., or KEITH ORLEAN, a/k/a "Jack Allen," the defendant, in connection with a

listing on the OTC Bulletin Board. (Based on those same conversations and guidance published on FINRA's website, I know that to initiate or resume stock quotations on the OTC Bulletin Board, a company must first file certain forms with FINRA.) Moreover, while ZISKIND suggested that the company would be going public shortly after the date of the call ("September, October, so you know, you, can't tell you the date yet")—that statement was misleading because the company did not, and still has not, become publicly traded.

23. As the Sales Pitch Scheme has progressed, the participants have taken to predicting sensational growth to solicit additional investments. During an April 20, 2018 call between VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, and an individual ("Victim-3"), ZISKIND, using the name "Mike Palmer," in substance and in part, assured Victim-3 that "our company is doing great," that Digital Donations had an offer for an IPO valued at approximately \$300 million, and that KEITH ORLEAN, a/k/a "Jack Allen," the defendant, was considering a private sale of the company for more than \$1.5 billion.

24. In truth, however, the defendants recognized that Digital Donations had little, if any, actual commercial value. For example, during part of an intercepted April 10, 2018 call between VLADIMIR ZISKIND, a/k/a "Mike Palmer," and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, ZISKIND recounted how he had told KEITH ORLEAN, a/k/a "Jack Allen," the defendant, in part, that "your company's basically uh not a company," to which WEINZOFF replied, in part, "Doesn't exist. It's no . . . not making money."

The Defendants Used Manipulative Sales Tactics

25. The participants in the Sales Pitch Scheme also use high-pressure sales tactics to manipulate victims into sending funds. Based on conversations with Victims, I have learned that Victims have repeatedly received numerous unsolicited calls from "Mike Palmer" and that often "Mike Palmer" would impart urgency to the Victims' investment decision by referencing an external event, such as a time-limited stock offering or an impending corporate deadline. For example, based on interviews of Victims, calls recorded by certain of the Victims at the FBI's direction, and intercepted calls over the Ziskind Phone, I have learned that since at least in or about December 2015, "Mike Palmer" has been making false statements to Victims about Digital Donations' purportedly substantial progress and imminent plan to become publicly traded, including, in substance and in part, that Digital Donations would be going public (a) very soon, (b) in or about September or October 2016, (c) in January 2018, (d) in February 2018, and (e) May 2018.

26. I have also learned that the defendants used manipulative tactics on purpose. For example, on April 2, 2018,

VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, called KEITH ORLEAN, a/k/a "Jack Allen," the defendant using the Ziskind Phone. During that conversation, ZISKIND, in part, explained his sales strategy:

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.

27. The participants in the Sales Pitch Scheme have also targeted elderly individuals. Based on telephone toll records, intercepted calls over the Ziskind Phone, and driver's license records checks, I have learned that, since in or about April 2014, the defendants have convinced more than approximately 50 elderly persons to purchase stock through MNTR, Inc.

28. During the course of the investigation, one of the Victims ("Victim-5") died. On April 3, 2018, VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, using the Ziskind Phone, called KEITH ORLEAN, a/k/a "Jack Allen." Upon hearing that Victim-5 had died, ZISKIND remarked, in part, "I knew I should have pulled the last \$10,000 out of him."

The Defendants Use Investor Funds for Themselves

29. In the course of the investigation, the Government obtained and reviewed bank account records related to multiple accounts opened in the name of MNTR, Inc.; an account opened in the name of KEITH ORLEAN, a/k/a "Jack Allen," the defendant; an account opened in the name of Digital Donations; an account opened in the name of KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendant; and an account opened in the name of the mother of VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, and over which ZISKIND has signature authority. Based on a review of those records, I have learned, among other things, the following:

a. From in or about April 2014 up to in or about December 2017, MNTR, Inc. has received approximately \$2,030,000 in funds from the Victims and other individuals who appear to be investor-victims;

b. MNTR, Inc., in turn, has distributed hundreds of thousands of dollars, in total, to the bank accounts of ZISKIND's mother, Digital Donations, and Computer Solutions;

c. Digital Donations and Digital Processing Solutions have, in turn, transferred tens of thousands of dollars to ORLEAN, to ORLEAN's wife, and to an American Express credit account; and,

d. A number of checks drawn on the MNTR, Inc. account were addressed to "Computer Solutions" and were cashed by an individual who provided WEINZOFF's home address at the time the check was presented.


In light of this analysis, I believe that, contrary to the statements in various phone calls to Victims and to the investment purposes set out in the Offering Materials, the defendants are using investor funds to enrich themselves and not primarily for business purposes.

The Sales Pitch Scheme Continues


30. Based on a review of intercepted calls occurring over the Ziskind Phone, I have learned that (a) VLADIMIR ZISKIND, a/k/a "Mike Palmer," the defendant, has contacted potential investor-victims as recently as on or about April 25, 2018 and (b) ZISKIND, KEITH ORLEAN, a/k/a "Jack Allen," and KEVIN WEINZOFF, a/k/a "Mike Palmer," the defendants, frustrated by the increasing hesitance of investor-victims to purchase additional stock, now intend to take Digital Donations public, to use the fact of an IPO to raise additional funds from investor-victims, and then to sell their respective shares for a profit.

31. During an April 23, 2018 call between VLADIMIR ZISKIND, a/k/a "Mike Palmer," and KEVIN WEINZOFF, a/k/a "Mike Palmer," which was intercepted, ZISKIND, in substance and in part, remarked to WEINZOFF, "I want to hit 'em before it goes public and I wanna hit 'em after it goes public." During that same call, ZISKIND and WEINZOFF agreed, in substance and in part, "this is our chance."

WHEREFORE, I respectfully request that an arrest warrant be issued for 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 that they be arrested and imprisoned or bailed, as the case may be.


Special Agent Jonathan H. Polonitza
Federal Bureau of Investigation

Sworn to before me this
2nd day of May, 2018


HONORABLE DEBRA FREEMAN
UNITED STATES MAGISTRATE JUDGE
SOUTHERN DISTRICT OF NEW YORK

