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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES

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| COMMONWEALTH OF PENNSYLVANIA | : | PA DEPARTMENT OF |
| DEPARTMENT OF BANKING AND | : | BANKING AND SECURITIES |
| SECURITIES, BUREAU OF SECURITIES | : | |
| LICENSING, COMPLIANCE AND | : | Docket No. : 14 <u>0042</u> (SEC-OSC) |
| ENFORCEMENT | : | |
| | : | |
| | : | |
| v. | : | |
| | : | |
| *INTUBATION PLUS, INC. | : | |
| *NATALIE A. MCCRAY a/k/a | : | |
| NATALIE A. LARSON | : | |
| JAMES W. WISHART | : | |
| A. JOHN LEONTAKIANAKOS | : | |
| ANTHONY CUBB | : | |

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, acting through the Department of Banking and Securities ("Department), Bureau of Licensing, Compliance and Examinations ("Bureau") has conducted an investigation of the business practices of Intubation Plus, Inc. ("Intubation"), Natalie A. McCray a/k/a Natalie A. Larson ("Larson"), James W. Wishart ("Wishart"), A. John Leontakianakos ("Leontakianakos"), and Anthony Cubb ("Cubb"). Based on the results of its investigation, the Bureau has concluded that Intubation, Larson, Wishart, Leontakianakos, and Cubb operated in violation of the Pennsylvania Securities Act of 1972, 70 P.S. § 1-101 et. seq. ("1972 Act"). Intubation and Larson, in lieu of litigation, and without admitting or denying the allegations herein, and intending to be legally bound, hereby agree to the terms of this Consent Agreement and Order ("Order").

*This Consent Agreement and Order applies only to Intubation Plus, Inc. and Natalie A. McCray a/k/a Natalie A. Larson

BACKGROUND

1. The Department is the Commonwealth of Pennsylvania's administrative agency authorized and empowered to administer and enforce the 1972 Act.

2. The Bureau is primarily responsible for administering and enforcing the 1972 Act for the Department.

3. Intubation was, at all times material herein, a Pennsylvania corporation with an address at 1524 Enterprise Road, Corry, Pennsylvania 16407.

4. Larson was, at all times material herein, an individual with an address at 1524 Enterprise Road, Corry, Pennsylvania 16407. At all times material herein, Larson was the co-founder, chairman, chief technology officer, secretary, and treasurer of Intubation.

5. Wishart was, at all times material herein, an individual with an address at 23235 Lake Drive, Lexington Park, Maryland 20653. At all times material herein, Wishart was the president, chief executive officer, and director of Intubation.

6. Leontakianakos was, at all times material herein, an individual with an address at 28 McLane Drive, Dix Hills, New York 11746. At all times material herein, Leontakianakos was the chief financial officer, executive vice-president of finance, and director of Intubation.

7. Cubb was, at all times material herein, an individual with an address at 19714 Texas Laurel Trail, Apartment 6058, Humble, Texas 77325. At all times material herein, Cubb was the co-founder, director, and technical advisor of Intubation.

8. Intubation's offering materials (Materials) state that Intubation is a "development stage medical device company that has developed a powerful new proprietary and patented medical device called the RespiScope™."

9. From in or about February 2002 through April 2002, Intubation offered and sold units (Units) in Intubation to at least 214 investors (Investors) for an aggregate amount of at least \$789,800, and at least 4 of the Investors were Pennsylvania residents who purchased Units for an aggregate amount of at least \$7,000.

10. One of the Investors filed a complaint concerning Intubation with the Department on March 4, 2014.

11. According to the Materials, each Unit represents "100,000 shares of 7% Coupon Series "A" Convertible Preferred Shares" of stock in Intubation, and the cost of a Unit is \$100,000.

12. From October 2001 until July 2010, Ares Venture Partners, Inc. ("Ares") was a New York corporation, and at all times material herein, Ares offered and sold Units to investors (Investors) on behalf of Intubation.

13. At all times material herein, Leontakianakos was the general partner of Ares.

14. The Units described above are "securities" within the meaning of Section 102(t) of the 1972 Act, 70 P.S. §1-102(t).

15. Intubation is the "issuer" of the Units described above within the meaning of Section 102(l) of the 1972 Act, 70 P.S. §1-102(l).

16. Larson acted as an "affiliate" of Intubation within the meaning of Section 102(b) of the 1972 Act, 70 P.S. §1-102(b), and, as such, caused Intubation to commit the herein stated acts which violated the 1972 Act.

17. Wishart acted as an "affiliate" of Intubation within the meaning of Section 102(b) of the 1972 Act, 70 P.S. §1-102(b), and, as such, caused Intubation to commit the herein stated acts which violated the 1972 Act.

18. Leontakianakos acted as an "affiliate" of both Intubation and Ares within the meaning of Section 102(b) of the 1972 Act, 70 P.S. §1-102(b), and, as such, caused Intubation and Ares to commit the herein stated acts which violated the 1972 Act.

19. Cubb acted as an "affiliate" of Intubation within the meaning of Section 102(b) of the 1972 Act, 70 P.S. §1-102(b), and, as such, caused Intubation to commit the herein stated acts which violated the 1972 Act.

20. The Units were (a) not registered under Section 201 of the 1972 Act, 70 P.S. §1-201; (b) not exempt from registration under Section 202 of the 1972 Act, 70 P.S. §1-202; and (c) not federally covered securities; and further, the securities transactions relating to the Units were not exempt from registration under Section 203 of the 1972 Act, 70 P.S. §1-203.

21. Ares acted as a "broker-dealer" within the meaning of Section 102(e) of the 1972 Act, 70 P.S. §1-102(e).

22. No broker-dealer registration was filed or in effect under Section 301 of the 1972 Act, 70 P.S. §1-301 for Ares and no exemptions from registration were available.

VIOLATIONS

23. By engaging in the acts and conduct set forth in paragraphs 1 through 20 above, Intubation, Larson, Wishart, Leontakianakos, and Cubb offered and sold the Units to Pennsylvania residents in willful violation of Section 201 of the 1972 Act, 70 P.S. §1-201.

24. By engaging in the acts and conduct set forth in paragraphs 1 through 22 above, Leontakianakos has engaged in acts and practices in wilful violation of Section 301(a) of the 1972 Act, 70 P.S. §1-301(a).

AUTHORITY

25. Because Intubation and Larson offered and sold the Units, which were not registered, in Pennsylvania in willful violation of Section 201 of the 1972 Act, 70 P.S. §1-201, the Department may bar, for such period of time as the Department shall determine, Intubation and Larson pursuant to Section 512 of the 1972 Act, 70 P.S. §1-512.

RELIEF

26. Pursuant to Sections 512(a)(1), (2), (3), (4) and (5) of the 1972 Act, 70 P.S. §1-512(a) (1), (2),(3),(4), and (5), Intubation and Larson are BARRED, for a period of six (6) months from the date of this order from:

- a. Representing an issuer offering or selling securities in this State;
- b. Acting as a promoter, officer, director, or partner of an issuer (or an individual occupying a similar status or performing similar functions) offering or selling securities in this State or of a person who controls or is controlled by such issuer;
- c. Being registered as a broker-dealer, agent, investment adviser or investment adviser representative under Section 301 of the 1972 Act;
- d. Being an affiliate of any person registered under Section 301 of the 1972 Act; or
- e. Relying upon an exemption from registration contained in Section 202, 203, or 302 of the 1972 Act.

27. After the expiration of the bar period set forth in paragraph 26 above, Intubation and Larson must retain counsel knowledgeable and experienced in securities laws who will make

all applicable filings with the Department or obtain an opinion of counsel knowledgeable and experienced in securities laws that no filing is required with the Department to exempt the securities or securities transactions.

28. Intubation and Larson are ORDERED to comply with the 1972 Act, and Regulations adopted by the Department, and in particular Sections 201 of the 1972 Act, 70 P.S. §201.

29. Should Intubation and Larson fail to comply with any and all provisions of this Order, the Department may impose additional sanctions and costs and seek other appropriate relief subject to Intubation's right and Larson's right to a hearing pursuant to the 1972 Act.

FURTHER PROVISIONS

30. Consent. Intubation and Larson hereby knowingly, willingly, voluntarily and irrevocably consents to the entry of this Order pursuant to the Bureau's authority under the 1972 Act and agrees that both understand all of the terms and conditions contained herein. Intubation and Larson, by voluntarily entering into this Order, waive any right to a hearing or appeal concerning the terms, conditions and/or penalties set forth in this Order.

31. Entire Agreement. This Order contains the entire agreement among the Department, Intubation, and Larson. There are no other terms, obligations, covenants, representations, statements, conditions, or otherwise, of any kind whatsoever concerning this Order. This Order may be amended in writing by mutual agreement by the Department, Intubation and Larson.

32. Binding Nature. The Department, Intubation, Larson, and all officers, owners, directors, employees, heirs and assigns of Intubation and Larson intend to be and are legally bound by the terms of this Order.

33. Counsel. This Order is entered into by the parties upon full opportunity for legal advice from legal counsel.

34. Effectiveness. Intubation and Larson hereby stipulate and agree that the Order shall become effective on the date the Bureau executes the Order ("Effective Date").

35. Other Enforcement Action.

(a) The Department reserves all of its rights, duties, and authority to enforce all statutes, rules and regulations under its jurisdiction against Intubation and Larson in the future regarding all matters not resolved by this Order.

(b) Intubation and Larson acknowledge and agree that this Order is only binding upon the Department and not any other local, state or federal agency, department or office regarding matters within this Order.

36. Authorization. The parties below are authorized to execute this Order and legally bind their respective parties.

37. Counterparts. This Order may be executed in separate counterparts, by facsimile and by PDF.

38. Titles. The titles used to identify the paragraphs of this document are for the convenience of reference only and do not control the interpretation of this document.

39. Finding. The Department finds that it is necessary and appropriate in the public interest and for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the 1972 Act to issue this Order.

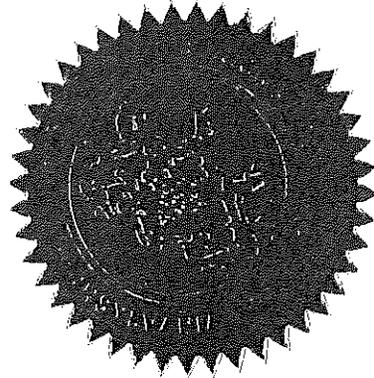
WHEREFORE, in consideration of the foregoing, including the recital paragraphs, the Commonwealth of Pennsylvania, Department of Banking and Securities, Bureau of Securities, Licensing, Compliance and Examinations, Intubation Plus, Inc. and Natalie A. McCray a/k/a

Natalie A. Larson intending to be legally bound, do hereby execute this Consent Agreement and Order.

**FOR THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES
BUREAU OF SECURITIES, LICENSING, COMPLIANCE AND EXAMINATIONS**

Glenn R. Skreppen, Assistant Bureau Director

Date: 4-13-15



FOR INTUBAION PLUS, INC.

(Officer Signature)

Natalie A. Larson
(Print Officer Name)

Chief Technology Officer; Acting CEO
(Title)

Date: 4-8-2015

FOR NATALIE A. MCCRAY a/k/a NATALIE A. LARSON

Date: 4-8-2015