

Division of Securities
Utah Department of Commerce
160 East 300 South, Second Floor
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Salt Lake City, UT 84114-6760
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BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH

IN THE MATTER OF:

FLAVOR BRANDS, INC.,
J.D. PULVER,
TIM HASKIN, and
DENISE SULLIVAN,

Respondents.

AFFIDAVIT OF SERVICE AND NON-
RESPONSE

Docket No. SD-06-0057
Docket No. SD-06-0058
Docket No. SD-06-0059
Docket No. SD-06-0060

I, Pam Radzinski, first being duly sworn, depose and state as follows:

1. I am the Executive Secretary for the Department of Commerce Division of Securities (the Division).
2. As executive secretary for the Division, I am responsible for supervising the mailing of the Division's Orders to Show Cause and for receiving any responses filed by respondents.
3. On August 21, 2006, the Division mailed, by certified mail, an Emergency Order to Flavor Brands Inc., J. D. Pulver, Tim Haskin, and Denise Sullivan, along with a Notice of

Agency Action (Notice), advising that a default order would be entered if they failed to appear at a hearing set for Monday September 25, 2006, or file a written response to the Emergency Order, “clarifying, refining or narrowing the facts” alleged in the Emergency Order within thirty (30) days of the mailing date of the Notice. The Notice designated the adjudicative proceeding as formal.

4. On August 28, 2006, the Emergency Order and Notice sent to Tim Haskin was returned undeliverable by the United States Postal Service.
5. On September 13, 2006, Tim Haskin mailed a letter in response to the Emergency Order.
6. On September 22, 2006, the Division received an unsigned and undated document with attachments from the law firm of Walsh and Friedman from an unknown and unidentified source.
7. On September 25, 2006, J. D. Pulver faxed a cover sheet dated September 24, 2006 and other documents previously sent to the Division on August 2, 2006 and July 30, 2006. On the cover sheet, Pulver said he was being represented by Tim Haskin. On September 26, 2006, Pulver e-mailed a copy of the same documents faxed the day before as a .pdf document.
8. On October 4, 2006, the Division Director entered default judgment against Flavor Brands, and default judgment was later entered against Denise Sullivan on January 19, 2007.
9. Meanwhile, at the hearing held on October 5, 2006, the Division Director ordered Haskin to file an amended answer either admitting or denying the allegations contained in each

paragraph of the Order to Show Cause. The Response was due by November 6, 2006. A hearing was set for November 9, 2006.

10. On November 1, 2006, Haskin requested to participate in the hearing telephonically and provided a telephone number to contact him, however, Haskin failed to file a response meeting the conditions of the Order of October 5, 2006.
11. A telephonic hearing was convened on November 9, 2006. The Division Director reiterated the requirements of an answer, and issued an Order. Haskin was to provide a response by November 16, 2006.
12. As of the date of this Affidavit, Haskin has not filed the required response.

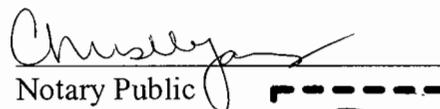
DATED this 3RD day of April, 2007.

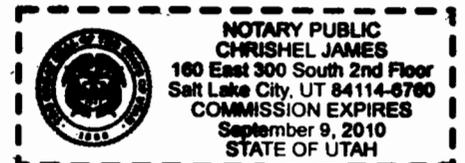


PAM RADZINSKI
Executive Secretary

SALT LAKE COUNTY)
) ss
STATE OF UTAH)

Signed and subscribed to before me this 3rd day of April, 2007.


Notary Public



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IN THE MATTER OF:

FLAVOR BRANDS, INC.,
J.D. PULVER,
TIM HASKIN, and
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Respondents.

NOTICE OF ENTRY OF
DEFAULT AND ORDER ON
TIM HASKIN

Docket No. SD-06-0057
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Docket No. SD-06-0059
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I. BACKGROUND

A formal adjudicative proceeding was initiated by the Division's Emergency Order to Cease and Desist, and Order to Show Cause (OSC) and Notice of Agency Action (Notice) dated August 21, 2006, against Flavor Brands, Inc., J. D. Pulver, Tim Haskin, and Denise Sullivan (Respondents).¹ On October 5, 2006, the presiding officer, Wayne Klein, issued an order

¹Haskin was incorrectly designated as "Haskins" in the Emergency Order.

requiring Haskin to file detailed responses addressing each allegation of each paragraph in the Divisions Orders by November 6, 2006, and to notify the Division if he wished to appear by telephone at the scheduled hearing on November 9, 2006. A hearing was convened by telephone, and Haskin was ordered to file a response required by statute. Haskin was to file his response by November 16, 2006. No responses was received.

II. DEFAULT ORDER

1. On August 21, 2006, the Division mailed, by certified mail, an Emergency Order to Flavor Brands Inc., J. D. Pulver, Tim Haskin, and Denise Sullivan, along with a Notice of Agency Action (Notice), advising that a default order would be entered if they failed to appear at a hearing set for Monday September 25, 2006, or file a written response to the Emergency Order, “clarifying, refining or narrowing the facts” alleged in the Emergency Order within thirty (30) days of the mailing date of the Notice.
2. On August 28, 2006, the Emergency Order and Notice sent to Tim Haskin were returned undeliverable by the United States Postal Service.
3. On September 13, 2006, Tim Haskin mailed a letter in response to the Emergency Order.
4. On September 22, 2006, the Division received an unsigned and undated document with attachments from the law firm of Walsh and Friedman from an unknown and unidentified source.
5. On September 25, 2006, J. D. Pulver faxed a cover sheet dated September 24, 2006 and other documents previously sent to the Division on August 2, 2006 and July 30, 2006.

On the cover sheet, Pulver said he was being represented by Tim Haskin. On September 26, 2006, Pulver e-mailed a copy of the same documents faxed the day before as a .pdf document.

6. On October 5, 2006, the Presiding Officer issued a Scheduling Order requiring Haskin to notify him and the Division whether he intend to defend himself, to file a responsive Answer in conformity with both the rule and statute, and appear at a scheduling hearing, either in person, through an attorney or by telephone. All required answers and notices were due on or before November 6, 2006. A hearing was scheduled for Thursday, November 9, 2006 at 9:00 a.m. The Order required Haskin to notify Pam Radzinski, in writing, with copies to counsel for the Division of any requests to participate telephonically.
7. On November 1, 2006, Haskin requested to participate in the hearing telephonically and provided a telephone number to contact him, however, he did not file the required responses provided or in the Order issued October 5, 2006.
8. At the November 9, 2006 hearing, Haskin was ordered to provide a detailed response to the Order to Show Cause to the Division and to counsel for the Division by November 16, 2006.
9. The Presiding Officer took judicial notice that on September 21, 2006, the Utah Division of Corporations and Commercial Code received, by facsimile transmission, an application for dissolution of Flavor Brands, Inc. The application was signed by Joseph

Arcaro as president of Flavor Brands. The Utah Division of Corporations recorded that Flavor Brands was voluntarily dissolved effective September 21, 2006.

10. As of the date of this Affidavit, the Division has not received the required response ordered on October 5 and November 9, 2006 from Haskin.

III. FINDINGS OF FACT

Based upon the undisputed averments in the Emergency Order, the Presiding Officer makes the following findings of fact:

11. Flavor Brands, Inc., Utah Division of Corporations Entity No. 861408-0142 (Flavor Brands I), is an expired Utah corporation. Flavor Brands I registered as a Utah corporation under the name of Turkey Jerky, Inc. (Turkey Jerky), in March 1984, but changed its name to Flavor Brands I in October 1991.² The business address for Flavor Brands I, at the time of its incorporation as Turkey Jerky, was 1360 East 13200 South, Draper, UT. Flavor Brands I was involuntarily dissolved in June 1999 for failure to file an annual report.³
12. Flavor Brands, Inc., Utah Division of Corporations Entity No. 5918144-0142 (Flavor Brands II), is a Utah corporation that was in good standing until September 21, 2006,

²The incorporators and directors of Turkey Jerky in 1984 were Utah residents Clifford L. Green, Blake L. Franzman, and Robert L. Jackman and the original officers and directors of Turkey Jerky were Clifford L. Green, president; Carroll I. Draper, Vice-president; G. Blaine Davis, Secretary; and Robert L. Jackman.

³In 1998, after the name change to Flavor Brands, and at the time of the last annual renewal, Flavor Brands I named Illinois residents Charles Shriver as president, Christopher R. Cline as secretary of the company, and also named Charles Shriver, Christopher Cline and Utah resident Jeff Cline as directors. The business address was listed as Taylor and Associates, Inc., 3090 E. 3300 South, Suite 400, Salt Lake City, UT.

after the commencement of these proceedings.⁴ Flavor Brands II registered as a Utah corporation in May 2005. In 2005, its principal place of business given with the Utah Division of Corporations was 9050 W. Warm Springs Road, #1136, Las Vegas, NV, 89148, the same address as Denise Sullivan, the incorporator of Flavor Brands II. In 2006, Flavor Brands II listed the same business address in information given to the Pink Sheets, an electronic service that publishes the bid and asking prices for low-priced, thinly-traded stocks. Its current business listed with the Division of Corporations, however, is 9101 W. Sahara Avenue, #105-250, Las Vegas, NV 89117.

13. Tim Haskin (Haskin) is a resident of Nevada. Haskin is vice president, secretary and treasurer of Flavor Brands II. Haskin was appointed secretary of Flavor Brands II in May 2006. His address is 924 Demet, Las Vegas, NV 89119.
14. Denise Sullivan, the former president of Flavor Brands II, is a resident of Nevada. Her address is 9050 Warm Springs Rd., #1136, Las Vegas, NV 89148.

FRAUDULENT STOCK OFFER

15. Flavor Brands I was a publicly-held company until 1999 when the company dissolved. Indeed, before the name change to Flavor Brands I in 1991, Turkey Jerky had registered a one-year stock offering with the Division effective January 24, 1985. After dissolution

⁴The original officers and directors of Flavor Brands II were Denise S. Sullivan, president; and Charles E. Langrill, secretary and treasurer. Sullivan, Langrill and Joseph Arcaro were also the directors of the company. In March 2006, Sullivan filed a change form, removing herself and adding J. D. Pulver as president, removing Arcaro and adding Tim Haskin as vice president; removing Langrill and adding Haskin as secretary/treasurer. In May 2006, Arcaro filed a competing registration change form, removing Sullivan and adding himself as president, and naming Tim Haskin as vice-president, secretary and treasurer.

and after the two-year period for reinstatement had expired, any outstanding shares of Flavor Brands I stock became invalid.⁵

16. Although Flavor Brands I stock had become invalid, when Flavor Brands II incorporated in 2005, the new company declared its future intent and purported ability to accept shares of Flavor Brands I as follows:

It is the preferences, limitations and relative rights of the corporation to let it be known that the previous Flavor Brands, Inc., Utah Corporate ID Number 861-0142 was dissolved in the year 2001. It is the intent of this, the new Flavor Brands, Inc, to notify by public notice, all shareholders of the previous Flavor Brands., that any shares of Flavor Brand, Inc. issued and outstanding on the books of that Corporation, as recorded by American Registrar & Transfer Co., Salt Lake City, Utah, will be accepted for exchange as per the terms, limitations, and relative rights of the incorporator herein.

17. Flavor Brands II waited until 2006 to formally act on the stated intent of Flavor Brands II and its purported ability to accept Flavor Brands I stock.
18. On May 17, 2006, members of the board for Flavor Brands II adopted a resolution, approving the issuance of a combined total of forty million shares of its common stock. The resolution was approved by Haskin as an officer of the company.
19. In June 2006, Flavor Brands II announced, in the Pink Sheets, it was swapping new shares of Flavor Brands II stock for old shares of Flavor Brands I stock. Flavor Brands I

⁵In Utah, dissolved corporations may apply for reinstatement only within a two-year period after dissolution. Utah Code Ann. § 16-10a-1422(1); see also Biothrust v. Division of Corporations, 2003 UT App 360, ¶8, 80 P.3d 164, 166, (citing Holman v. Callister, Duncan & Nebeker, 905 P.2d 895, 897 (Utah App. 1995)), cert. denied, 87 P.3d 1163.

stock was listed in the Pink Sheet under the symbol FLVB. Flavor Brands II adopted the same stock symbol on the Pink Sheets. Information posted about FLVB in the Pink Sheets is available online in Utah.

20. On June 29, 2006, the Division learned that Flavor Brands II submitted information to the Pink Sheets, claiming to be the successor to Turkey Jerky, in the Pink Sheets, as follows:

FLVB–Flavor Brands, Inc. Com (\$0.001); State of Incorporation: Utah; Outstanding Shares: 150,000,000 as of 2006-05-03; Company Notes: Formerly Turkey Jerky, Inc., to 10-91; and Transfer Agent: American Registrar & Transfer Co., Salt Lake City, UT 84111.

21. Flavor Brands II not only claimed to be the purported successor to Turkey Jerky in the Pink Sheets, but also claimed to have the ability to seek a stock swap as follows:

...

Business Description

In May 2005, articles of Inc for Flavor Brands, Inc., were filed w/ the dept. of commerce, state of Utah. The new incorporator of Flavor Brands, Inc. will seek a stock swap of old Flavor Brands stock for newly issued stock.

...

Company Notes

Formerly = Turkey Jerky, Inc. to 10-91

...

22. In a letter dated July 10, 2006, the Division told Flavor Brands II to delist information about FLVB stock in the Pink Sheets within ten days and to discontinue the representation that it was the successor to Turkey Jerky because Flavor Brands I has no successor.

23. Flavor Brands II did not delist as directed and continued to represent, in the Pink Sheets, that Flavor Brands I would be merging with Flavor Brands II, and that FLVB stock listed was Flavor Brand I stock.
24. On August 1, 2006, the information about Flavor Brands II in the Pink Sheets was the same as on June 29, 2006 as stated in ¶¶ 18-19.
25. The representations by Respondent Flavor Brands II in the Pink Sheets are false for several reasons:
 - a. A dissolved corporation continues its corporate existence after dissolution only to wind up and liquidate its business affairs. Utah Code Ann. § 16-10a-1405(1). Merger is not consistent with liquidation or winding up and is not authorized by statute. Id. A dissolved company can merge only if it is reinstated before expiration of the two-year deadline;
 - b. A dissolved corporation has no officers or directors to act on behalf of either the entity or the shareholders in approving a merger or the sale of stock;
 - c. A dissolved corporation has no shares to offer, sell or swap. The shares of a dissolved corporation are invalid.
 - d. Because a dissolved corporation cannot be reinstated after the two-year period for reinstatement has expired, Flavor Brands II has no legal basis for claiming to be the successor to Flavor Brands I.
26. Flavor Brands II has never registered with the Division to offer its stock to the public.

27. Haskin has never registered with the Division to offer stock to the public.

REGISTRATION VIOLATIONS

28. The stocks offered for sale by Haskin are securities under the Utah Uniform Securities Act.

29. The stocks were offered for sale or exchange in the State of Utah.

30. The stocks offered by Haskin are not registered under the Act.

31. Haskin offered unregistered securities in Utah in violation of Utah Code Ann. § 61-1-7.

MISREPRESENTATIONS, OMISSIONS, FRAUDULENT PRACTICES

32. In connection with the offer of securities in this state, Haskin made misrepresentations of material facts, omitted to state material facts, and engaged in acts, practices, and courses of business that operate or would operate as a fraud or deceit on investors.

33. The material misrepresentations made by Haskin include:

- a. Claims that a dissolved corporation can merge with a corporation in good standing;
- b. Telling shareholders of FLVB I that their shares are valid;
- c. Claims that Flavor Brands II is the successor to Flavor Brands I, f.k.a. Turkey Jerky; and
- d. Telling shareholders of FLVB stock that this exchange will make Flavor Brands II a public company.

34. Haskin omitted to disclose material information to offerees and investors about the investment. The information that should have been disclosed includes:
 - a. That Flavor Brands I, a Utah corporation that has been dissolved for more than two years, cannot be now be reinstated as a corporate entity;
 - b. That Flavor Brands I, a dissolved corporation, has no stock that can be swapped; and
 - c. That the securities being offered and sold as Flavor Brands II were not registered, as required, and that the sellers of the securities were not licensed to sell securities in Utah, as required.
35. Haskin engaged in acts, practices, or courses of business that operate or would operate as a fraud or deceit on an investor, including:
 - a. The acts and practices used in the attempted deception of shareholders that Flavor Brands II is the successor to Flavor Brands I; and
 - b. The acts and practices used to deceive the Pink Sheets and its readers that Flavor Brands II is the successor to Flavor Brands I.
36. Haskin offered securities to investors when they had no valid stock to offer or swap.
37. Haskin refused to delist the stock in the Pink Sheets when notified by the Division of their inability to be the successor to Flavor Brands I.

IV. CONCLUSIONS OF LAW

Based on the undisputed findings of fact, the Presiding Officer makes the following conclusions of law:

38. The Division has jurisdiction over the subject matter of this action.
39. Service of the Emergency Order and Notice initiating these proceedings is valid upon Haskin.
40. Haskin is in default for failure to file a written response by November 16, 2006.
41. The offer of invalid securities is a violation of the Utah Uniform Securities Act (Act).
42. In connection with the offer of invalid securities, Haskin made untrue statements of fact in violation of § 61-1-1(2) of the Act.
43. Based on the above, the Director hereby:

V. ORDER

Based on the above, the Director hereby:

1. DECLARES Respondent Tim Haskin in default for failure to file the required response to the Emergency Order by November 16, 2006.
2. ENTERS, as his own findings, the Findings of Fact described in Section III above.
3. ENTERS, as his own conclusions, the Conclusions of Law in Section IV above.
4. FINDS that Tim Haskin willfully violated the Utah Uniform Securities Act by:
 - a. Offering invalid shares of stock in Flavor Brands I;
 - b. Purporting to offer unregistered stock of Flavor Brands II;

- c. Making material misrepresentations in connection with the offer or sale of securities in the State of Utah in violation of Utah Code Ann. § 61-1-1(2);
 - d. Omitting to disclose material information in connection with the offer and sale of securities in the State of Utah in violation of Utah Code Ann. § 61-1-1(2).
5. ORDERS that Tim Haskin, together with his employees, agents, affiliates, successors, and associated entities, shall immediately CEASE AND DESIST from offering or selling securities in this State, and from directly or indirectly aiding or assisting other individuals or entities from offering or selling securities in this State when the securities are not registered.
 6. ORDERS that Tim Haskin, together with his employees, agents, affiliates, successors, and associated entities, shall immediately CEASE AND DESIST from selling securities in this State by means of misrepresentations and omissions of material fact and the use of fraudulent acts, practices and courses of business.
 7. ORDERS that Tim Haskin, together with its employees, agents, affiliates, successors, and associated entities, shall immediately CEASE AND DESIST from listing on the Pink Sheets or elsewhere information about Flavor Brands II stock, an acceptance or exchange of outstanding shares, a stock swap, a merger or being a successor to Flavor Brands I.
 8. ORDERS that Tim Haskin, together with its employees, agents, affiliates, successors, and associated entities, shall immediately and permanently CEASE AND DESIST from any other violations of the Act.

9. ORDERS Tim Haskin to pay a fine of \$50,000 within sixty days of the entry of this Order.

DATED this 3rd day of April, 2007.


WAYNE KLEIN
Director, Division of Securities



Pursuant to § 63-46b-11(3), Respondent may seek to set aside the Default Order entered in this proceeding by filing such a request with the Division consistent with the procedures outlined in the Utah Rules of Civil Procedure.

Certificate of Mailing

I certify that on the 3rd day of April, 2007, I mailed a true and correct copy of the Stipulation and Consent Order to:

Tim Haskins
924 Demet
Las Vegas, NV 89119

Attorney Robert Zito
Schiff Hardin, LLP
623 Fifth Avenue, 28th Floor
New York, NY 10022



Executive Secretary