

ORIGINAL

DENISE SULLIVAN
P.O. Box 11274
Las Vegas, Nevada 89111
(702) 237-0268
Respondent In Proper Person

**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH**

<p>IN THE MATTER OF:</p> <p>FLAVOR BRANDS, INC., J.D. PULVER, TIM HASKINS, and DENISE SULLIVAN</p> <p>Respondents.</p>	<p>Docket No. SD-06-0057 Docket No. SD-06-0058 Docket No. SD-06-0059 Docket No. SD-06-0060</p> <p>Date of Hearing: September 25, 2006 Time of Hearing: 10:00 am</p>
---	---

**AFFIDAVIT OF DENISE SULLIVAN IN RESPONSE TO THE DIVISION'S
EMERGENCY ORDER TO CEASE AND DESIST, AND ORDER TO SHOW CAUSE**

STATE OF NEVADA)
 : ss.
COUNTY OF CLARK)

DENISE SULLIVAN, being first duly sworn, deposes and says:

1. That I am a Respondent in the above-entitled action. I have personal knowledge of the facts contained herein and am competent to testify thereto, except for those matters stated upon information and belief, and as to those matters I believe them to be true.
2. That I am a resident of the City of Las Vegas, State of Nevada;

3. That on or about May of 2005, I filed Articles of Incorporation with the Department of Commerce in the State of Utah for the purpose of establishing a Corporation in that state. The name of the company is known as Flavor Brands, Inc.

4. Upon filing of the documents, the Department of Commerce let it be known that the name Flavor Brands, Inc. was also used by a previous company that was administratively dissolved. They also stated that a new incorporator could not re-instate a corporation if the corporation was left dormant for a certain period of time. Upon consultation with my partner Charles Langrill, we decided to form a new corporation known as Flavor Brands, Inc. and add an additional article to the articles of incorporation which would allow the new corporation to solicit the old shareholders to vote an assumption of identity of the old Flavor Brands .

5. During this time, one of the officers of the new Flavor Brands, Joseph Arcaro was raising funds for the new Flavor Brands. From what we have been informed, Joseph Arcaro raised funds from several investors in an amount believed to be in excess of \$150,000.00.

6. Some time in June of 2005, we received a call from the securities regulators office in the state of Utah. I believe the gentlemans name was Mr. Bowan or Cowan. He informed us that we could not continue doing business as Flavor Brands unless we received a court order to do so. Thus, on that information, I immediately ceased all operations of Flavor Brands, Inc. and notified the appointed officers of the same. As far as I was concerned, the corporation was dissolved voluntarily in June of 2005, but have just been made aware that nothing was ever filed with the state in regard to that matter.

7. Since then, I have formed a corporation in the state of Nevada which is currently in good standing.

8. As far as Joseph Arcaro is concerned, I have filed complaints with the Las Vegas police, the offices of the FBI, the Division of Corporations in the state of Florida, and with Pink Sheets

making them aware of Joseph Arcaro ' s fraud against investors and his continuing attempt to defraud others using Flavor Brands and other companies as his vehicles .

9. I have spoken several times to (2) of Mr. Arcaros investors and have informed them that if Mr. Arcaro made promises to them which he did not keep, to send us copies of any documents that they received from Mr. Arcaro and we would review them. To date, we have not received any documents.

10. In April 2006, I was approached by Mr. Tim Haskin in regard to the standing of Flavor Brands, Inc. and the required Court Order. He stated that he wanted me to resign and turn control over to him. Although I did agree to resign I have no recollection of the date(s) I executed any such documents.

11. I have no knowledge of what may have transpired in the name of Flavor Brands from that time forward.

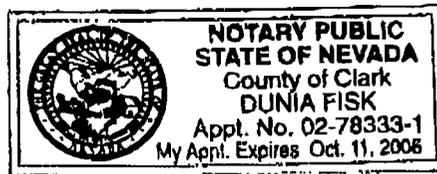
FURTHER AFFIAN SAYETH NAUGHT

Dated this 22nd day of September, 2006.

Denise Sullivan
Denise Sullivan, Affiant

SUBSCRIBED and SWORN to before me
this 22nd day of September, 2006

[Signature]
NOTARY PUBLIC in and for the above
County and State



CERTIFICATE OF SERVICE BY FAX

I, Neal McSorley, certify that on the 22 day of September, 2006, I served Respondent Denise Sullivan's Response to the Cease and Desist Order and Order to Show Cause by faxing a true and correct copy thereof to:

Pam Radzinski
Division of Securities
P.O. Box 146760
Salt Lake City, Utah 84114-6760

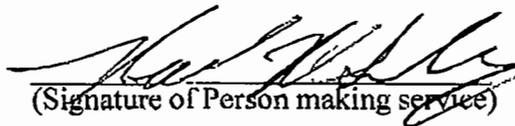
Fax #: 1 (801) 530-6980

Jeff Buckner, Esq.
Assistant Attorney General
160 East 300 South
P.O. Box 140872
Salt Lake City, Utah 84114-0872

Fax #: 1 (801) 366-0315

Director Wayne Klein, Presiding Officer
Division of Securities
160 East 300 South
P.O. Box 146760
Salt Lake City, Utah 84114-6760

Fax #: 1 (801) 530-6980


(Signature of Person making service)