2024.08.21

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RE: YAX and PREGER vs. Wellness, etc. Corporation and Stephen Frazer

Mr. Altig,

I have worked as a civilian for the DoD, DoE, DHS, States of Indiana, Ohio and Nevada for decades in Public Service. Much of this time was in medical research with a focus on medical and therapeutic device design and evaluation. Working in the medical research labs of Tier 1 universities as a Medical Research Scientist provides many opportunities. Specifically, these experiences opened doors to be involved in massive projects at the DoD, DOE, Fortune 82, 63, 37 and 8 other Fortune 200 corporations and the understanding and honed skill set to wield massive resources (elite staff and budgets measured in the billions of USD) to reduce or eliminate a list of epic societal challenges.

In the early 1990's, I also Founded a legal support service initially helping an attorney friend who operated a small law firm. This service rapidly and radically expanded to provide secure email, document transfer, digital signatures, case file archives and client/attorney secure common file access. To manage this company effectively, my team developed advanced computer automation … some of the earliest RPA (Robotic Process Automation) and AI systems for legal practice. Ultimately, we supported a long list of law firms – including a few large national firms (Jones, Day) - and designed and built tens of thousands of RPA/AI bots that have literally changed information process flow for the legal profession. I consulted with a list of Attorneys General to help them understand Legal AI Bot issues and helped author relative state legislation. I lectured law students in a number of law schools on various topics … RPA/AI, HIPAA Compliance, various medical issues and was engaged several times by multiple Attorneys General as a Special Investigator for medical industry and insurance fraud and White-Collar Crime (primarily Identity Theft) especially when sophisticated computer systems were involved. I also authored various docket systems for a list of courts. I have years of experience working with the FBI, CIA and INTERPOL on cyber attacks to case conclusion.

Most recently (the past 20 years), I have been serving as the Director of Central Services for a large International Conglomerate. For the purposes of this letter, I will share that I run the Health Services (the ***Wellness, etc.*** clinics – currently 40 staff going to 180K employees within the coming years) and the Legal Services groups (14K legal professionals – wielding 5K RPA/AI Legal Bots or the workload equivalent of about 114K legal professionals). The conglomerate employs six million worldwide.

That said, I calculate over my career I have lectured directly to about 20K attorneys so I will not break stride here. We are at a loss to understand the content and the tone of the Demand Letter your firm has delivered. My initial reaction is that your letterhead has been hijacked and your client actually wrote the letter. As we are medical professionals, we are empathic to your clients' long list of medical conditions … including Yax's altered brain chemistry resulting from his public testimonial admission to 25 years of cocaine abuse. That said, we'll respond to the letter's concepts to provide the facts of the situation, diffuse the confrontations that present a surprising lack of legal professionalism and provide you the proper perspective and arguments to halt the fraudulent effort your client has executed against your firm.

The claims in your letter of 2024.08.09 are wholly false. Again, I will grant you the plausible explanation that you are a victim of your clients' conspiracy to defraud you and your firm in much the same way they both defrauded me and my firms. There are no factual nor actionable statements in your letter and if you should move forward with any court filing reflecting your stated intent, we will allocate the resources and seek the remedy to eliminate your privilege to argue as an Officer of the Court.

> Disbarment or actual suspension is appropriate for an act of moral turpitude, dishonesty, fraud, corruption or concealment of a material fact. The degree of sanction depends on the magnitude of the misconduct and the extent to which the misconduct harmed or misled the victim(s) and related to the member's practice of law.

A stock certificate is an historical anachronism as most states' statutes do not require this to show ownership, relying instead on the formal subscription agreement and the company stock ledgers which are maintained and backed-up electronically.

However, in most U.S. states, an investor may request a certificate from the company and they must issue one within a reasonable time period be it understood that a stock certificate is nothing more than a piece of paper evidencing ownership of a certain number of shares in a corporation. For legal purposes, corporate electronic ownership records are more viable for proof in a court of law over a stock certificate; therefore, physically possessing a piece of paper (certificate) provides no real legal benefit.

We are curious as to why your letter cites NRS when the corporation in which your clients invested is a foreign corporation. Also, your interpretation of the non-applicable NRS 78.235 is skewed. The statute clearly does not require a physical stock certificate be issued unless formally requested by the investor.

Your letter focuses on the non-sequitur argument that we failed to provide a stock certificate when requested while we never received any such formal request. Your clients … as does your letter … claim that the purchases of stock are in some way illegitimate based on the refusal to provide a stock certificate when none was requested at the time of purchase, nor at anytime thereafter. If your client(s) dispute this, please provide a dated copy of such a formal request that can be verified via a 3rd party. If your client(s) desire a stock certificate(s), please provide confirmation and we are happy to prepare and deliver stock certificate(s) though as their legal representative, such an argument should be a bit embarrassing for your office as you are certainly aware such a physical certificate holds less weight in a court of law against the corporate records.

All of the information and corporate policy regarding your clients' stock ownership is contained in the subscription stock purchase agreement. Your letter states there were misrepresentations yet, Mr. Frazer has managed businesses and projects with trillions of dollars of transactions and has a long history of being bonded for billions of USD. There simply was no misrepresentation of business stature, medical efficacy of our protocols, cashflow, assets, etc. Now operating in our fifth year, during the past six months we have been moving from research mode to full clinical production mode.

While Wellness, etc. Corporation is not obligated to repurchase our stock from your clients, we have formally declared these stockholders have executed actions that resulted in calamities which have gravely impacted our operations, corporation net worth and public image and reputation. Therefore, we are highly motivated to remove them as stockholders as quickly as possible.

It is our intention to repurchase the stock from them as funding is available to do so. With that intent, please consider the following as an immediate remedy.

To share our legal position, we have identified 12 actionable issues against your clients. Here are the first 5 … though they are not the most motivating:

1. Yax, who holds a 4 year college degree in Business Management, was engaged as a part-time 1099 Business Consultant with our firm for 60 days. He was assigned specific tasks consistent with business operations of a clinical organization. We were at a loss to understand why he could not recall assignments, could not remember issues, could not focus on tasks and could not perform on what is commonly considered basic business operations.

   For example, company SDS records were assigned to Yax. Update the electronic SDS logs, inspect the property for all new/unlisted chemicals, products, etc., secure and file the SDS Spec sheets for new products into the electronic folder and make certain we are in compliance for all government oversight for safety.

   Yax spent 2 days working on this project, but neglected to download the 14 additional SDS Spec sheets and he failed to make and apply labels for the generic bottles that Staff were using to support the clinic expansion into additional treatment rooms. In fact, once he was terminated, he contacted the State of Nevada Occupational Safety Dept. and filed a complaint against our firm for his own failed performance … knowing he had failed to complete this task. There exists Nevada Case Law that holds Yax directly responsible for aspects of this situation. Yax was engaged as an experienced Business Consultant and in fact held the only university degree in business operations across our clinic staff. Also, as Yax had held business management positions for many years in the restaurant and hospitality industries where SDS compliance would be a normal task within his job responsibilities, failure to perform AND then to use his own performance failure to impact our firm with a governmental non-compliance issue is criminal. Case Law deems this act a conspiracy to defraud an employer by creating the non-compliant condition. Please inform your client we would appreciate the return of $400 for the time he was compensated for the SDS assignment, but he failed to perform. Also, as Mr. Frazer, who had in good faith and with good intent, engaged the services of a credentialed/experienced business consultant so should be able to trust the SDS management was accomplished … and as was reported by Yax. Yet Yax then created an emergency condition within our firm and Mr. Frazer then stepped up to complete the SDS task, but Mr. Frazer's hourly rate far exceeds that of YAX so please inform Yax he needs to compensate our firm an additional $1,500 to resolve this issue.

2. When he inquired, Yax was directed not to create a Google Business Profile for Wellness, etc. as our conglomerate companies have suffered for years from this predatory and labor-intense on-line service. Yax decided his judgement was superior and created the account anyway. When told to eliminate it, he did not. Within 2 weeks from the profile creation, Yax was terminated yet he continued to manage our company Google Business Profile refusing to relinquish administrative control. Mr. Frazer then contacted the Google Legal Dept. and secured the administrative control of the account and began the process of notifying Google to eliminate the list of fake user ID's Yax had created, using them to submit negative reviews of our firm on the Google Business Profile platform. This is an actionable act including conspiracy to defraud and liable. His efforts via this one focused effort cost our firm millions of dollars in investments, tens of thousands in client revenues and thousands in staff time. This halted not one or two, but three investment/new clinic locations and soured the relationships across two dozen serious business and medical professionals for a conservative estimate of $1.6M. We estimate our corporate net worth dropped by over $3M which impacts each share of stock by over $300. Please inform Yax he needs to compensate our firm for our losses. This issue totals $4.7M.

3. After Yax was terminated, he began harassing our company staff, business partners and investors. His texting, emails and calls were non-stop for weeks. Our company compensated 3 of our staff to wait in line at the courthouse to secure Restraining Orders against Yax. As his legal counsel, please request all of these communications from Yax to better understand the scope of the crimes he has committed … as we have done from the recipients of his attacks. They are indeed vicious. Please inform Yax he needs to compensate our firm for our expenses – the paid non-work time staff costs dealing with Yax's attacks total $2,400.

4. Yax termination was beyond odd. As a manager of staff for over 40 years, I have terminated literally over 100,000 workers, but had never encountered a business manager who walked out of his job and was ultimately terminated because he could not properly interpret the written terms of his compensation. He simply could not do the math. When he became belligerent about being paid monies he was not owed on a timeline that was created in own his mind, we terminated his services. It was this vicious confrontation that made us ponder the nature of the real cause of his mental issues (we were not aware of his cocaine addiction history until a week after his termination when members of his church reached out). As our clinic houses millions of dollars of equipment, we increased physical security should he return to the office … and he did, parking and driving around in our clinic's parking lot … to intimidate our staff or for surveillance for a burglary? Please inform Yax of this expense … $4K.

   At this same time, all of the copper in our nine 5ton commercial A/C units was stolen using keys to unlock the back gates that have disappeared from our secure key management location for which Yax had access as our clinic business manager. The insurance covered the $90K A/C unit replacements after the $5K in deductible. While we have only circumstantial evidence Yax was involved with the A/C theft, we had to shut down operations for three weeks in the 120+F daily temperatures and lost another $30K in revenues. The first statement the Metro Officer made about the theft was about drug addicts stealing $300 worth of copper so they can buy one "drug hit" resulting in the $90K replacement compressor units, even though our A/C units were relatively new.

5. Our company stock investment agreement includes clear terms that potential investors confirm by signature including that their funds used to purchase stock are not borrowed and are less than a specific percentage of their net worth. This is a standard investor qualification review common to virtually all companies seeking investors for expansion. Both your clients presented false statements as neither should have qualified for the privilege of investing in our firm. In retrospect, we believe both negotiated their investments based on jobs they were seeking with our company. Preger, a few months after she made her stock purchase, admitted she literally borrowed the money for the investment expecting to work for our firm to make the payments on the loan. We did hire her for medical services for a short period of time and discussed a future for someone with her medical credentials. However, she not only failed the medical review test – answering all of the first 20 of the 100 anatomy and physiology questions incorrectly, (we stopped the test when we realized her medical knowledge was far below our standards), but then we received a list of concerns and complaints from our clients that Preger was not performing well … including not being able to sit on a stool to administer treatments for even a short period of time due to her medical conditions. We could not allow her to continue to work in this capacity. We did offer Preger other tasks we felt she could perform, but she elected not to pursue.

> Yax also has committed conspiracy to defraud our firm in that we now understand well that he is decidedly not the successful businessman he presented himself to be to earn the invite to the investment table and to work as a business manager for our firm. We suspect that an audit would show his assets to be far below the needed threshold to invest in our firm. Our firm has been harmed by the fraud and deceit of your clients. Please suggest a settlement amount for this specific contract fraud issue per your courtroom decision experience … $20,000?

Mr. Altig, we are at a loss to understand the true motivations of your clients. Frankly, negatively impacting the operations and fair market value of a corporation in which one has already invested suggests a profound critical thinking challenge, else, they were engaged in some other enterprise.

Wellness, etc. (ETC) has established a tissue rejuvenation clinic as the Flagship location for a Central Services project for an International Conglomerate. Our mission is to develop 5,000 clinics across the U.S. and an additional 10,000 world-wide to serve the member company employees and the general public to improve their quality of life and to reduce Worker Comp claims. This project will ultimately create an estimated 180,000 new jobs and raise the net worth of some 30,000 worker/investors by several million dollars.

A significant percentage of our current clientele are Police Officers/Administrators, Fire Dept. Staff, Public Health Agency Staff and Veterans. ETC has committed to supporting government agencies across the nation so they will enjoy a Worker Comp Experience Modification Rate premium reduction per reduced claims and higher performance of staff in parallel with our member companies' staff. Per our current 2,400+ clients and nearly 240,000 treatment sessions delivered, the recorded health benefits from our tissue rejuvenation protocols have been unprecedented in medical history (we are willing and able to back up this statement with case results and testimonials from our clients and team of medical research and clinical professionals with 500 years of combined experience). We are currently treating well over 100 board certified medical professionals who have embraced our protocols and business model. Major insurance firms are directly negotiating discounted services with our organization to better manage their ever-rising medical claims.

We are tracking the reduction or total elimination of symptoms of 128 medical conditions including a primary focus of eliminating osteoporosis and the need for hip and knee implants. We have successfully returned over 200 clients from a bone density/mass rating range of -2 and below to over +1 within 12 months (this represents a $50M+ savings in implant surgical procedures to date) with no drugs or injections which almost as a rule present serious side effects.

We also have embraced a combination of protocols from top medical research universities that stimulate extreme stem cell production and stabilize telomeres to eliminate virtually all skin and near-surface tissue blemishes (mutated cell clusters). Our protocols have the very real potential of eliminating all skin cancer. To date, over 800 of our clients who had previously suffered skin cancer have not experienced any additional lesions after a few dozen treatments.

Our non-evasive thyroid, breast, prostate and lung cancer protocols present equally consistent and promising stats. These 5 types of cancer combined represent 92% of all cancer cases in the U.S. We have also recently announced our Type 2 and 3 Diabetes protocols which have been shown to eliminate the symptoms so effectively … arguably the elimination of the conditions themselves. Our Heart and Lung Rejuvenation protocols have attracted the interest of a list of cardiovascular and pulmonary specialists as our/their 70-95 chronological aged common patients are testing at 25-35 as their physiological age after a few months of treatments.

Our efforts are helping to return U.S. citizens to better health with increased human performance abilities … providing a higher quality of life. We are engaged in conversations with the U.S. Chief Surgeon General's Office with projections approaching $2T annually in reduced national healthcare costs when we are fully scaled. This in turn will increase the U.S. GDP by double digits via more productive working citizens.

This involvement with your clients has set our mission back by months which has impacted the health and quality of life including new jobs for a great many people. Be advised our other investors are calling for the civil and criminal prosecution of your clients to the full extent of the law.

We appreciate your involvement in this situation and trust as an attorney you will properly educate your clients and calculate the debt your clients now owe our company based on relative Case Law directives and the initial 5 issues detailed above. We await the compensation check from which they may deduct their now $35,000 combined total in our company stock value. When we receive your confirmation document with the balance payment, we will update our corporate records removing them from our stock ownership ledger. This will diffuse the pressure from the other investors to move forward with legal actions.

Sincerely,

Stephen Frazer
Wellness, etc. Corporation