

Chapter 3

In 1998 I started to complain to Keith that we were not splitting our 50% down the middle. I had worked for nearly 10 years by 1998 and I could see that we were bringing in enough money that I had no problem in starting to take my share each month out of the company.

Keith said he had not been making as much money as I had over the years. Keith said let me take some money for a while and I said; for how long? Keith said; about a year? I had been making money selling the FaxForce systems to other companies along with other projects. So, when Keith asked me to let him have the majority of our 50% I agreed to a year or so.

So in about a year I went to Keith and said; ok it's been about year now, so I want to start splitting things down the middle now and then he said to me "things change". (He repeated "things change" later at the other meeting with my parents")

When I heard Keith say, "things change" and he was going to renege on our agreement and that he was going to keep taking what he has been taking all along, but I would still get my 10%, I got very angry. I had heard no complaints from Keith up to this point until I wanted my 25%.

So now for the first time he was not blaming Chris, how could he, Chris had nothing to do with our deal in 1994. By 1999 I had already developed the internet code and integrated it into FaxForce so most of what I was doing was maintaining the code. I guess after 10 years of developing all of this leading-edge technology that gave us the edge, Keith and Chris had everything they wanted from me. I'm pretty sure that's what Keith was referring to when he said, "things change".

Well now I can't even trust Keith.

Now its 5 years later after the 1994 events and Keith can't blame anybody on this. I guess to him it was worth it in order to keep a majority of my share too. I suppose if I had not been successful in selling FaxForce Keith would not have broken his promise.

From the beginning I told Keith and Chris I would never sell any of this technology and trade secrets to our competitors. I never went back on my word...

I'm sure people were telling Keith in 1999; Harvey didn't put any money in and so on...

That was not the deal in 1989 and in 1994 when we merged; but now after 10 years these people were going to use it against me the minute I wanted my share.

What's funny is Keith would still call me and I would still help him because he said it's just not him in this and that everything would be ok... just give me some time Harvey...

After the "things change" event they began to get nervous because I started to ask questions.

In 2007 I talked to a past employee who worked for NetQuote and he told me that for a long period of time Keith was never in the office and that he saw my dad just as much as Keith. That's true because I would either be working at my house or Keith's and that's where Keith spent most of the time.

So, no one saw me developing all of this code except Keith and Karen and Karen was not there most of the time to see us. Many other people saw me work over those years.

Someone said to me years ago; Harvey, he was taking what you developed at your house and his and then claiming he did it. Who would know Harvey, Keith was working at home, he knew no one in the company or anyone close to him besides Karen would know the truth.

Keith worked, he had to make small changes to the code sometimes but most of the time he was operating the computers. He was doing things like data entry and uploading and downloading the data from each of the systems we had in several states. He would be up late at night doing this because we could not move the data during the busy hours. I would work late into the night all the time, but my parents or Karen would never see what I had to do, they just saw Keith.

I went to a shareholder meeting where I was given a 1999 profit and loss report. In that report I could see the advertising costs were about 2/3's of sales as usual. I never said anything at the meeting, but I knew by now that there was no difference between Keith and Chris and I had to watch out for my own interests.

I took the profit and loss and showed it to a few of the company owners that I had consulted for. Every one of them said the advertising costs looked very high. They said either they did not know what they were doing or that the cost of advertising in that business does not follow a typical companies requirement. So, they said it looked strange and that no matter what I should ask to see where the money was going and for what.

Soon after this I called Chris and asked if he could show me why we were spending so much on advertising and that I would like to see who the money was going to and how much. He immediately became very angry...

Before this call to Chris I had already been talking to one of the owners of a company I was consulting for and they said that the reason they had their own marketing company was that it saved them some significant cash for various reasons. I'll mention some of

those reasons later. So, in 1999 I began to ask questions to Keith and Chris and that's when all hell broke loose.

So now I had Keith in 1998 saying he was not going to keep his promise to me and in 1999 I have Keith and Chris hiding the check registers from me.

In 2007 the same employee who worked for NetQuote told me about a company called Resolution Research & Marketing Inc. I had never heard of this company before until this discussion with this employee. The employee told me that this company was actually running out of the same office that AIS/NetQuote was in, which was in Chris's basement. I had been in that basement several times but neither Keith nor Chris ever told me this marketing company even existed never mind being owned by Chris's wife Nina. This company was running soon after we merged. He also said they had about 5 RR employees at that time and that he had worked for RR for about a year and then AIS/NetQuote hired him. AIS/NetQuote also had several employees in the same offices.

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ARTICLES OF INCORPORATION

Corporation Name The Telephone Research Co Inc

Principal Business Address PO Box 44264, Denver CO 80201-4264
(Include City, State, Zip)

Cumulative voting shares of stock is authorized. Yes ☐ No ☒

If duration is less than perpetual enter number of years _____

Preemptive rights are granted to shareholders. Yes ☐ No ☒

Stock information: (If additional space is needed, continue on a separate sheet of paper.)

Stock Class Common Authorized Shares 100,000 Par Value none

Stock Class _____ Authorized Shares _____ Par Value _____

The name of the initial registered agent and the address of the registered office is:(If another corporation, use last name space)

Last Name Findlater First & Middle Name Nina Nichols

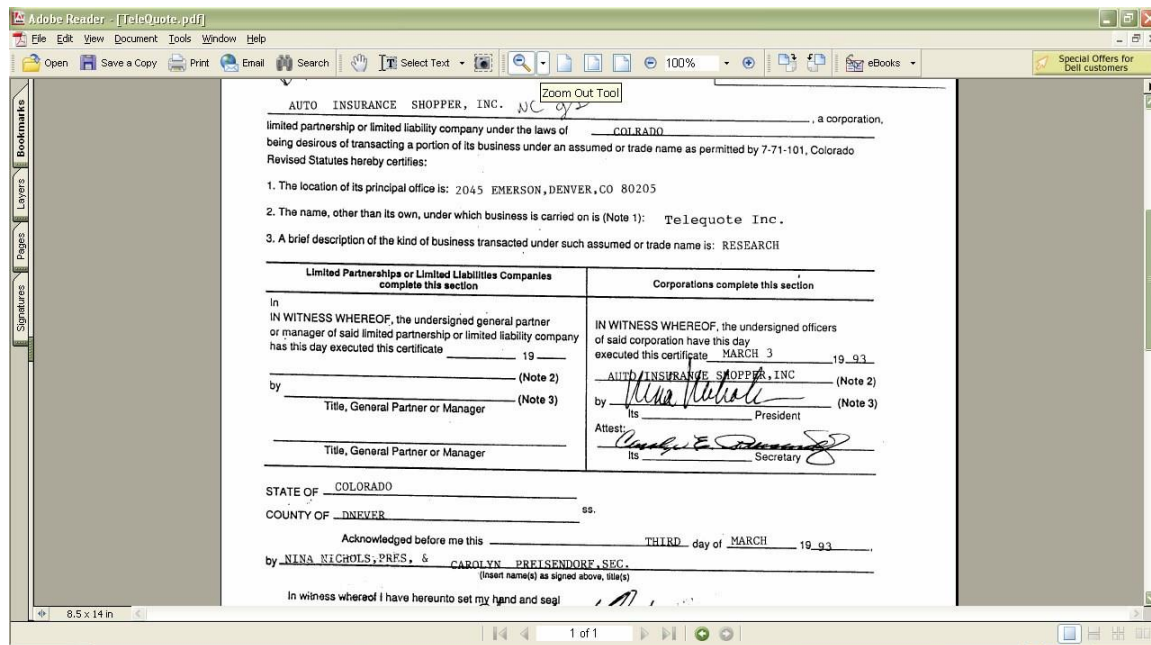
8.5x14 in 1 of 1

Resolution Research was incorporated in 1996 it says, but two pictures below on their web site it says it started in 1990.

I will include these documents with this email.

Besides being a shareholder in Resolution Reaserch & Marketing Nina was also a shareholder at some point in AIS/NetQuote.

TeleQuote Inc.'s papers...



Now we have another company that was stamped 11/05/1993. TeleQuote is now another company they created but look closely it says RESARCH for the type of business the company will be involved with. It only has Nina & Carolyn (accountant) named not Chris or Keith. If you look who's the witness, it's Chris.

Could TeleQuote Inc. be another marketing company besides Resolution Research and Marketing?

It uses word RESARCH and the other company has the word RESEARCH in its name?

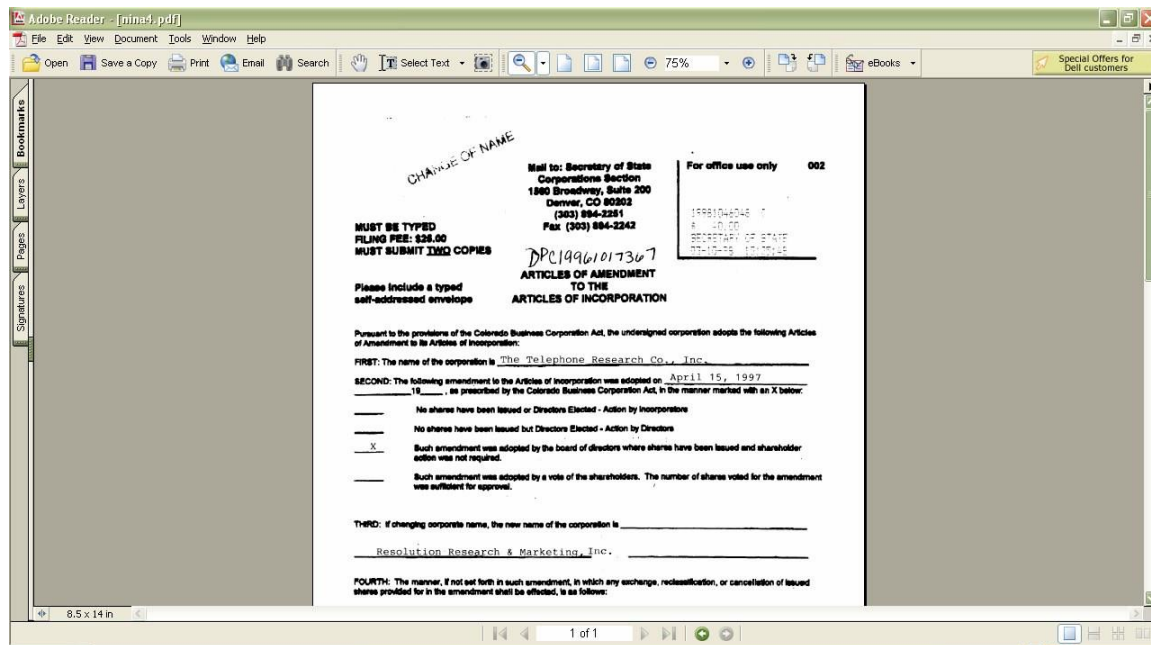
TeleQuote was labeled the DBA name of the AIS/NetQuote bank accounts were in. Nina could come back and say; well we did that because we wanted a tax deduction for research. Our company AIS/NetQuote were not research companies. We sold leads.

I know the bank accounts were in TeleQuote Inc's name up to 1999 (that's as far as my records go).

We already had Auto Insurance Shopper; what was this TeleQuote company for?

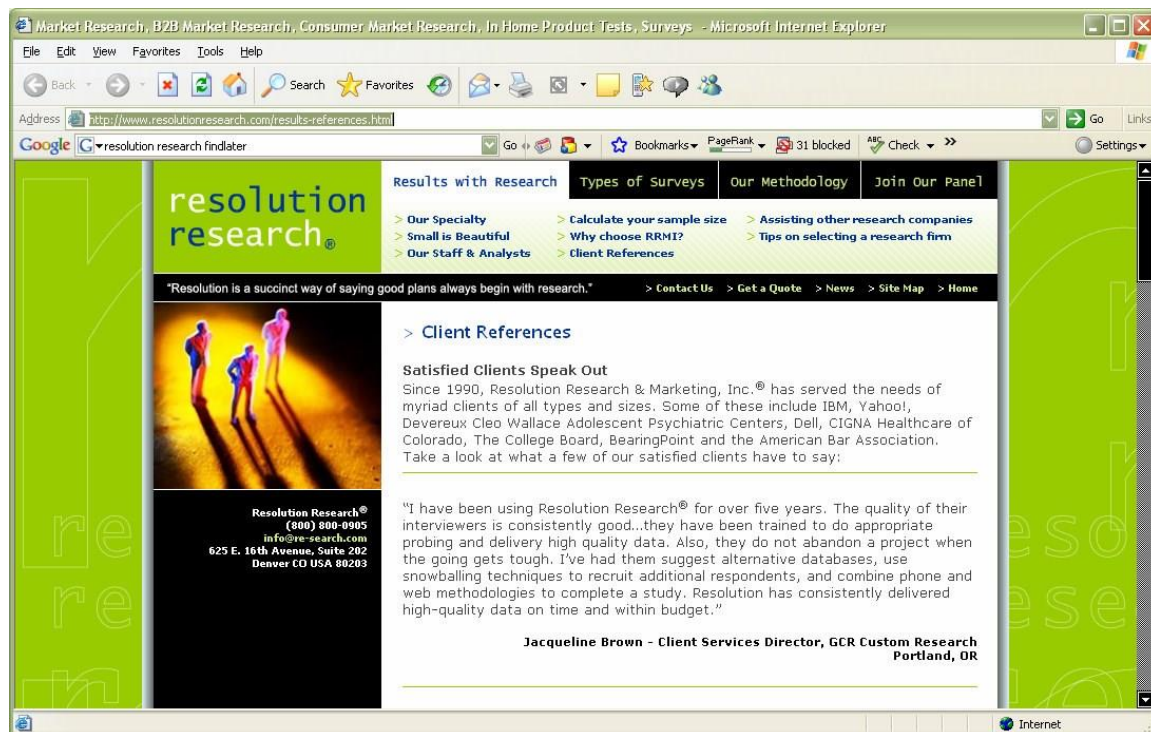
So, we have Auto Insurance Shopper Inc., then we have TeleQuote Inc, then we have Resolution Research & Marketing Inc.

So, what was going on here?



They changed their name in 1997 from “The Telephone Research Co Inc.” to “Resolution Research and Marketing Inc.”.

Resolution’s web site...

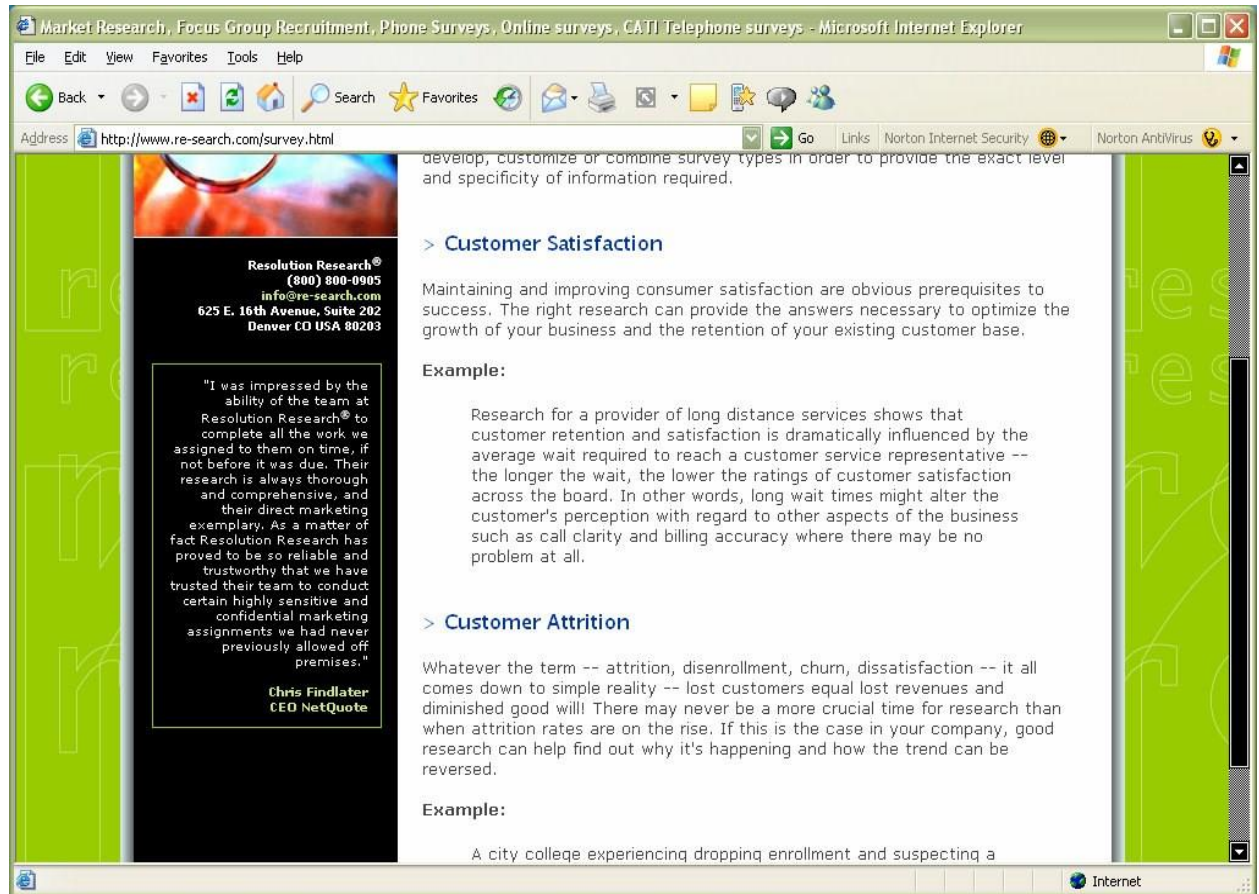


Some of what they state...

Satisfied Clients Speak Out

Since 1990, Resolution Research & Marketing, Inc.[®] has served the needs of myriad clients of all types and sizes. Some of these include IBM, Yahoo!, Devereux Cleo

Wallace Adolescent Psychiatric Centers, Dell, CIGNA Healthcare of Colorado, The College Board, BearingPoint and the American Bar Association. Take a look at what a few of our satisfied clients have to say:



This is Chris Findlater's testimonial on the left with black background...

"I was impressed by the ability of the team at Resolution Research[®] to complete all the work we assigned to them on time, if not before it was due. Their research is always thorough and comprehensive, and their direct marketing exemplary. As a matter of fact, Resolution Research[®] has proved to be so reliable and trustworthy that we have trusted their team to conduct certain highly sensitive and confidential marketing assignments we had never previously allowed off premises."

Chris Findlater – CEO, NetQuote
Denver, CO

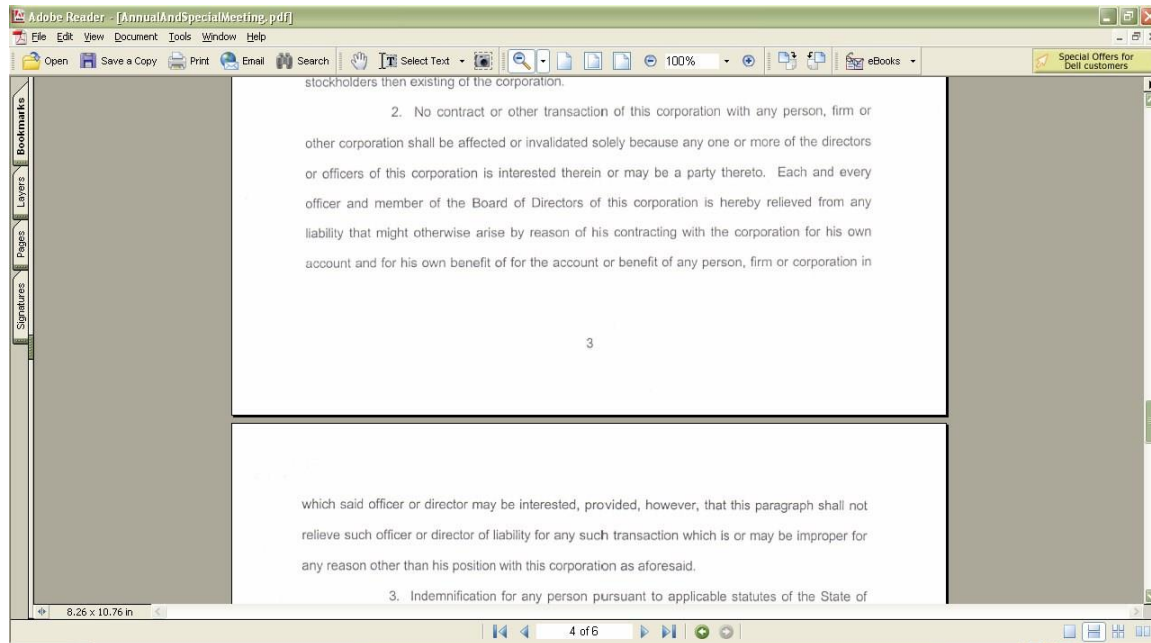
It says on another page under Marketing Services that they help with marketing and advertising challenges...

I never heard about this company from my own brother, even after asking him directly.

Resolution Research is still in business... URL is <http://www.resolutionresearch.com>

So, it looks like Resolution Research was already in business in 1990. That means that even before Keith and I merged with Chris, Nina already had this company running.

Now take a look below at item 2.



THE ABOVE DOCUMENT PROVIDED BY CHRIS, KEITH & KAREN - This is a document called "Agenda for Annual and Special Meeting" in July 2001.

If I remember correctly just about everybody who were shareholders were there at this meeting. Chris's mom even flew in from Florida for this meeting. I'm pretty sure Keith and Chris's new accountants were there. I'm not sure but they may have had a lawyer there too. I had a lawyer with me at this meeting. It was the largest meeting ever and more than likely it was because I was asking questions.

This item #2 says that Keith and Chris are not liable if they had other interests that were doing business with NetQuote where they had benefited.

They wanted me to agree to this and I distained per my lawyer.

Not until 2007 did I fully understand...

I asked a lawyer in July 2007 about this item and they said it's very unusual that this would ever be written by the directors and especially after the company had been in business all of these years.

At this meeting I remember Keith and I going outside the building for a smoke break and Keith saying that; yes, the books were not in order, but we have very good accountants working on that now to fix it.

As usual, Keith blamed Chris and acted like he was not aware of what was going on.

I was told by one company that was using FaxForce that having your own marketing company to place your ads with the publishers can save you some significant cash. Marketing companies get special pricing with the publishers.

Here are some of the benefits...

One, you can get a significant rebate on the ads that you place.

Two, if you use another company that you do not have any interests in you know that they have to jack up your costs to pay all the executives' salaries and more. With your own company you can save more money and know/control the costs.

Three, I'm not sure about this but there may be some tax advantages.

There are probably others that I'm not aware of but if I made a few calls I'm sure I'd hear some more.

So, when a company says they're spending money on advertising and they have interests in a marketing company you can be sure it's benefiting them in many ways. I'll just leave it at that...

So, after looking at all of this;

1994 - Keith and Chris trying to get me to sign over my rights and contributions and Keith saying he was the "Techie One" ...

1998 - Keith not keeping his agreement with me on splitting things down the middle and wants more time...

1999 - Next meeting on splitting things down the middle and "things change".

1999 - Keith and Chris not showing me the check register...and Chris cancels his pre-paid vacation because he's so upset.

2001 - Meeting with my parents with Keith and Karen taking Chris's side and "things change".

2001 - Keith & Chris wanting me to sign a legal document so they're not liable...

2001 - Keith & Chris sending letters to me with more lies and misinformation.

2007 - Finding out that Keith & Chris never told me about Resolution Research & Marketing Inc. or that TeleQuote may have been the marketing company.

I was upset... What made it worse...

Years ago, I heard other people (some in my family) were talking about poor Keith, Chris and Karen being the victims of my unwarranted attacks.

In 2001 Chris and Keith actually had the gall to write...

How dare you... you should be grateful...

If you read the timeline above, you'll see who did what and when.

I'm waiting for these people to respond.

If they have the guts to respond I bet their excuses change in a desperate attempt to exonerate themselves...

If any new excuses come up why didn't they use them years ago?

They tried everything they could to lie, scheme and gain sympathy then...

My parents were getting checks from NetQuote for labor and expenses for years. I found the NetQuote expense documents in both Sylvia and Harvey's names but as far as I knew my dad was the only one working. Karen's name was also on expense documents for a while. So, we had Keith, Karen, my parents and me on NetQuote expense reports. So, my parents and Keith's wife were connected with our business.

2001 or so (not exactly sure) was about the time I had the meeting with Keith, Karen, Mom, Dad, Sherry and I at a restaurant. After what I heard at this meeting from Keith, Karen and my parents I gave up completely on all of them. Is it any wonder after seeing all of this all of those years? All of them also sided with Chris. Now I have my parents taking sides and not having a problem with Keith and Chris's lies and schemes.

I guess its “just business... don’t take it personal...”

I heard in 2004 that Keith and Chris were really upset at each other and one of my parents said they no longer liked Chris for various reasons, but I have a problem believing anything from any of them. They have to cover for each other even now.

I know for a fact if Chris ever tried to get me to use Keith and lie and scheme for him I would have nailed him.

I could have in 1994 just said to Keith and Chris that I would shut down all of my software unless my 25% was on paper and not just a handshake. The company would have come to a halt. I would have had the right because I was paid nothing for 5 years and owned all of the software. I thought I did not have to worry about that because Keith had my back.

Back to marketing... In 1994 our total sales were \$329K.

08/17/99

Profit and Loss
January through December 1994

Jan - Dec '94

Ordinary Income/Expense	
Income	
TQSales	329,428.60
Total Income	329,428.60
Expense	
Advertising	
Print	2,607.42
Production	1,876.25
Radio	38,953.62
Referral Fee	275.00
Telerate Advertising	45,136.75
TV	40,573.03
Yellow Pages	75,149.00
Total Advertising	204,571.07
Bank Service Charges	102.12
Contract Labor	375.00
Depreciation Expense	1,025.00
Insurance	
Health Employee	1,084.40
Health Mgmt	1,236.51

THE ABOVE DOCUMENT PROVIDED BY CHRIS, KEITH & KAREN - Our advertising expenses were \$204k.

As an example, if this money was going through ABC Inc’s own marketing company part of it could be just spent and the ads they place with publishers like “Google” or they could also place the ads with a company like “DoubleClick.com” another marketing company. The money left over, and the rebates could go to owners and employees of ABC Inc. Some money could also go to consultants.

I would guess that if Chris and Nina knew what they were doing they would have setup a marketing company and reduced the cost as much as they could and also provide income for his wife Nina.

When I talked to other companies about this they said any person who has any experience with marketing would create a company and they also said with the advertising costing \$204k out of \$329k they would be crazy if they didn't.

The next year 1995 sales went to \$646k and we spent \$406k on advertising.

In the year 1998 it was at \$1,125,000 in sales and advertising was at \$705,302.

Now since I never got to see the books of all of our companies or the check registers of any of our companies we had then I can't prove any of this but like other people have told me; Chris, Nina and Keith would have been crazy not to.

The point is; why did I just find out in 2007 about this marketing company?

Again, why did Chris cancel his pre-paid vacation just because I wanted to see the books?

If they didn't do anything wrong... Why would they try to get me to agree to that item in the Special Meeting document that says they aren't liable? Were they hoping it would slip by me and I'd agree like previous schemes they attempted?

I asked Keith around 1999 if we had any relationships with a marketing company and he said no. I asked Keith and Chris several times after and got no for an answer...

Also, was Resolution Research & Marketing using my software without my knowledge? They were doing automated telephone surveys which could easily be done with FaxForce and Resolution Research was running in the same office as AIS/NetQuote.

Look at all of **their documents** and the timing...

Looks like a Duck...

Harvey 11/20/2007