

CONDENSED TRANSCRIPT

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

UNITED STATES SECURITIES
AND EXCHANGE COMMISSION,
Plaintiff,

v. CAUSE NO. IP 01-0259C H/G

JOHN E. BRINKER, JR., GARY J. BENTZ,
CASTLEROCK CONSULTING, LLC,
GUARDIAN FIRST LIMITED, INC.
(A NEVADA CORPORATION, GUARDIAN FIRST LIMITED, INC.
(A GRENADA CORPORATION, WELLINGTON BANK AND TRUST, LTD.,
WELLINGTON CAPITAL HOLDINGS, LTD, INC.,
WELLINGTON CAPITAL HOLDINGS, LTD.,
WELLINGTON INTERNATIONAL INVESTMENTS, INC.,
WELLINGTON FIRST INTERNATIONAL INVESTMENTS, INC.
and ALL SUBSEQUENTLY NUMBERED WELLINGTON
INTERNATIONAL INVESTMENTS, INC. ENTITIES,
Defendants,

and

ALPHA ADVANTAGE II, INC.,
ELEVEN EIGHTY-FIVE, LP and
STEADFAST MINISTRIES, INC.,
Relief Defendants.

~~~~~

The deposition upon oral examination of  
**JOHN EDWARD BRINKER, JR.**, a witness produced and sworn  
before me, Don Oakes, Notary Public, in and for the  
County of Marion, State of Indiana, taken on behalf of  
the Court-appointed Receiver and Examiner, James A.  
Knauer, in the law office of Kroger Gardis & Regas, 111  
Monument Circle, Suite 900, Indianapolis, Indiana, on  
July 27, 2001, pursuant to Notice and the Federal Rules  
of Civil Procedure.



**(317) 231-9004**

**FAX (317) 231-1950**

**111 Monument Circle • Circle Center • Suite 582 • Indianapolis, IN 46204**  
**BaynesandShirey@Earthlink.net** [www.BaynesandShirey.com](http://www.BaynesandShirey.com)

EXHIBIT INDEX

| <u>NO.</u>                                 | <u>DOCUMENT</u>                                                                                                                                                                                                                                                                                 | <u>PAGE</u> |
|--------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| <u>JOHN EDWARD BRINKER, July 27, 2001:</u> |                                                                                                                                                                                                                                                                                                 |             |
| 1                                          | Document entitled Securities and Exchange Commission's Complaint for Permanent Injunction and Other Equitable Relief<br>United States Securities And Exchange Commission<br>v.<br>John E. Brinker, Jr., et al.<br>Civil Action<br>File No. IP01-0259 C H/G                                      | 4           |
| 2                                          | Document entitled<br>Eleven Eighty-Five<br>KeyBank<br>Account #352391000226                                                                                                                                                                                                                     | 4           |
| 3                                          | Document entitled<br>Castlerock Consulting<br>KeyBank<br>Account #352391001083                                                                                                                                                                                                                  | 6           |
| 4                                          | Letter dated May 21, 2001<br><u>By Facsimile and Regular Mail</u><br>To: James A. Knauer, Esq.<br>Brett R. Fleitz, Esq.<br>Kroger, Gardis & Regas,<br>L.L.P.<br>From: Peter B. Shaeffer,<br>Attorney for referenced<br>companies<br>Re: SEC v. John F. Brinker<br>et al.<br>No. Ip01-0259-C-H/G | 6           |
| 5                                          | Document entitled<br>Meeting 9-26-2000<br>Gary Bentz and John Brinker<br>Hilton-Garden Inn at Wards<br>Corner<br>10% Program                                                                                                                                                                    | 7           |
| 6                                          | Document entitled<br>Greg and John Meeting                                                                                                                                                                                                                                                      | 8           |

EXHIBIT INDEX

| <u>NO.</u>                                                    | <u>DOCUMENT</u>                                                                                                                                                             | <u>PAGE</u> |
|---------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| <u>JOHN EDWARD BRINKER,</u><br><u>July 27, 2001 - Cont'g:</u> |                                                                                                                                                                             |             |
| 7                                                             | Document entitled<br>Allied Aggregates, Inc.<br>Dated: October 31, 2000<br>"The present members of the<br>Board of Directors having<br>met and agreed hereby<br>resolve..." | 8           |
| 8                                                             | Document entitled<br>Eleven Eighty-Five<br>A Family Limited Partnership                                                                                                     | 8           |

DEPOSITION OF JOHN EDWARD BRINKER - JULY 27, 2001

Page 2

1                    APPEARANCES  
 2  
 3 FOR THE PLAINTIFF:  
 4     Brett R. Fleitz  
 5     KROGER GARDIS & REGAS  
 6     111 Monument Circle  
 7     Suite 900  
 8     Indianapolis, IN 46204  
 9  
 10 FOR ALL DEFENDANTS and RELIEF DEFENDANTS  
 11    Except Gary J. Bentz:  
 12    Peter B. Schaeffer  
 13    135 S. LaSalle Street  
 14    Chicago, IL 36060  
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Page 4

1                    DEPOSITION OF JOHN EDWARD BRINKER, JR.  
 2                    July 27, 2001  
 3                    JOHN EDWARD BRINKER, JR., having been  
 4 first duly sworn to tell the truth, the  
 5 whole truth, and nothing but the truth, took  
 6 the stand and testified as follows:  
 7     DIRECT EXAMINATION  
 8     BY-MR.FLEITZ:  
 9     Q. Mr. Brinker, please state your full  
 10 name for the record.  
 11    A. John Edward Brinker, Jr.  
 12    Q. Where do you reside?  
 13    A. 746 Stonehill Run. Cincinnati.  
 14    Q. What is your Social Security Number?  
 15    A. [REDACTED]  
 16    Q. Have you ever had your deposition  
 17 taken before?  
 18    THE WITNESS: I decline to answer that  
 19 and exercise my Fifth Amendment rights.  
 20    Q. I would like to hand you a copy of  
 21 what I have marked as Deposition Exhibit 1.  
 22    MR. FLEITZ: Peter, here is a set for  
 23 you.  
 24    MR. SHAEFFER: Okay.  
 25    MR. FLEITZ: That's a complete set.

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1                    INDEX  
 2  
 3                    Page  
 4     DIRECT EXAMINATION                    4  
 5     Questions By: Mr. Fleitz  
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Page 5

1                    MR. SHAEFFER: Okay. Great.  
 2                    Q. I would like to ask whether you can  
 3 identify that one-page Exhibit?  
 4                    THE WITNESS: I exercise my Fifth  
 5 Amendment rights.  
 6                    Q. I would like to hand you what I have  
 7 marked as Deposition Exhibit 2.  
 8                    And for the record, I will state that  
 9 this is a spreadsheet prepared by the  
 10 accountants in this case that have been  
 11 engaged with the approval of the United  
 12 States District Court. So, this is not a  
 13 document that was produced through your  
 14 counsel or in the context of the litigation.  
 15                    Exhibit No. 2 is a spreadsheet  
 16 reflecting activity in the account of Relief  
 17 Defendant Eleven Eighty-Five, a Key Bank.  
 18                    Exhibit 2. Totals transferred to  
 19 various entities.  
 20                    Airbourne Express, \$18,000.  
 21                    Bengals tickets, \$2,800 - on and on.  
 22                    I would like to know whether you  
 23 would provide any testimony concerning  
 24 Exhibit 2?  
 25                    THE WITNESS: I exercise my Fifth

## DEPOSITION OF JOHN EDWARD BRINKER - JULY 27, 2001

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p style="text-align: right;">Page 6</p> <p>1 Amendment rights.<br/> 2 Q. Let me also show you Exhibit No. 3<br/> 3 which is a similar spreadsheet. However,<br/> 4 this one concerns activity at Key Bank on<br/> 5 behalf of Castlerock Consulting. Again, I<br/> 6 would ask whether you would testify<br/> 7 concerning the transfers reflected on Exhibit<br/> 8 No. 3?<br/> 9 THE WITNESS: I exercise my Fifth<br/> 10 Amendment rights.<br/> 11 Q. Let me hand you what I have marked as<br/> 12 Exhibit No. 4, which is a letter from<br/> 13 Attorney Schaeffer to myself and the Court-<br/> 14 appointed Examiner and Receiver in this case,<br/> 15 Jim Knauer. And for the record, Exhibit 4<br/> 16 contains a recycle of various transfers<br/> 17 undertaken by the Defendants and Relief<br/> 18 Defendants in this case. The transfers are<br/> 19 substantial.<br/> 20 Will you explain the transfers<br/> 21 reflected in Exhibit No. 4?<br/> 22 THE WITNESS: I exercise my Fifth<br/> 23 Amendment rights.<br/> 24 Q. So, it is correct that you would<br/> 25 assert the Fifth Amendment with regard to any</p> | <p style="text-align: right;">Page 8</p> <p>1 Amendment rights.<br/> 2 Q. Let me hand you Deposition Exhibit<br/> 3 No. 6, which too was obtained from a<br/> 4 computer produced in the context of this<br/> 5 litigation. I would like to ask whether you<br/> 6 would comment upon the contents of Exhibit<br/> 7 No. 7?<br/> 8 THE WITNESS: I exercise my Fifth<br/> 9 Amendment rights.<br/> 10 Q. Let me also hand you what I have<br/> 11 marked as Deposition Exhibit 8, which<br/> 12 purports to reflect assets of the Eleven<br/> 13 Eighty- Five and ask whether you would<br/> 14 discuss the details of this Exhibit with me?<br/> 15 THE WITNESS: I exercise my Fifth<br/> 16 Amendment rights.<br/> 17 Q. Will you provide any testimony<br/> 18 regarding the assets or liabilities of any of<br/> 19 the Defendants or Relief Defendants in this<br/> 20 case?<br/> 21 MR. SHAEFFER: Other than by asserting<br/> 22 the Fifth Amendment?<br/> 23 MR. FLEITZ: Let me rephrase the<br/> 24 question.<br/> 25 Q. Would you assert the Fifth Amendment</p> |
| <p style="text-align: right;">Page 7</p> <p>1 questions relating to any of the information<br/> 2 conveyed in Exhibit No. 4?<br/> 3 A. That is correct.<br/> 4 Q. Let me hand you what I have marked as<br/> 5 Deposition Exhibit No. 5. Are you familiar<br/> 6 with the document identified as Deposition<br/> 7 Exhibit No. 5?<br/> 8 THE WITNESS: I exercise my Fifth<br/> 9 Amendment rights.<br/> 10 Q. So, I may correctly assume that you<br/> 11 would assert the Fifth with regard to any<br/> 12 follow-up questions concerning the content of<br/> 13 Exhibit No. 5?<br/> 14 A. That is correct.<br/> 15 Q. Let me hand you Exhibit No. 6. I<br/> 16 will ask you if you will please review that<br/> 17 as well.<br/> 18 A. (Witness complied.)<br/> 19 Q. And I would represent that Exhibit 6<br/> 20 is a document derived from a laptop, produced<br/> 21 by one of the entity Defendants in this<br/> 22 case. And I would like to ask whether or<br/> 23 not you would provide comment on the contents<br/> 24 of Deposition Exhibit 6?<br/> 25 THE WITNESS: I exercise my Fifth</p>                               | <p style="text-align: right;">Page 9</p> <p>1 if questioned about the assets and<br/> 2 liabilities of any Defendant or Relief<br/> 3 Defendant in this case?<br/> 4 A. Yes, I would.<br/> 5 Q. Would you also assert the Fifth<br/> 6 Amendment concerning your personal financial<br/> 7 situation from the date of the filing of the<br/> 8 Complaint and the corresponding assets freeze<br/> 9 and today's date?<br/> 10 A. Yes.<br/> 11 Q. What is your current source of<br/> 12 income?<br/> 13 THE WITNESS: I exercise my Fifth<br/> 14 Amendment rights.<br/> 15 Q. And is it correct that you would<br/> 16 assert your Fifth Amendment Right concerning<br/> 17 your personal assets and liabilities?<br/> 18 A. Yes.<br/> 19 Q. Have you transferred any assets<br/> 20 subject to the Court's freeze order of<br/> 21 February 27, 2001?<br/> 22 THE WITNESS: I exercise my Fifth<br/> 23 Amendment rights.<br/> 24 Q. Have you depleted any assets subject<br/> 25 to the Court's freeze order of February 27,</p>                                         |

## DEPOSITION OF JOHN EDWARD BRINKER - JULY 27, 2001

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p style="text-align: right;">Page 10</p> <p>1 2001?<br/> 2 THE WITNESS: I exercise my Fifth<br/> 3 Amendment rights.<br/> 4 Q. Do you recall when you transferred<br/> 5 certain items of office furnishings to God's<br/> 6 Bible School in Cincinnati, Ohio?<br/> 7 THE WITNESS: I exercise my Fifth<br/> 8 Amendment rights.<br/> 9 Q. Is it true that the Defendants and<br/> 10 Relief Defendants in a large part through<br/> 11 your personal efforts raised approximately<br/> 12 \$20 million from investors?<br/> 13 THE WITNESS: I exercise my Fifth<br/> 14 Amendment rights.<br/> 15 Q. Will you provide any testimony to me<br/> 16 today concerning the First International Bank<br/> 17 in Granada?<br/> 18 THE WITNESS: I exercise my Fifth<br/> 19 Amendment rights.<br/> 20 Q. Are you familiar with Gary Bentz'<br/> 21 parcels of real property on Clara Street and<br/> 22 Duck Creek Road in Cincinnati?<br/> 23 THE WITNESS: I exercise my Fifth<br/> 24 Amendment rights.<br/> 25 Q. Is it correct that you would assert</p> | <p style="text-align: right;">Page 12</p> <p>1 today concerning any computers you may have<br/> 2 in your personal possession?<br/> 3 MR. SCHAEFFER: Part of that question<br/> 4 is certainly objectionable, in that it deals<br/> 5 with matters that exist after the entry of<br/> 6 any orders as to Mr. Brinker.<br/> 7 But to be consistent in this<br/> 8 deposition, exercise your Fifth Amendment<br/> 9 rights.<br/> 10 THE WITNESS: I exercise my Fifth<br/> 11 Amendment rights.<br/> 12 Q. Will you provide me any testimony<br/> 13 today concerning computers that were in your<br/> 14 possession as of February 27, 2001?<br/> 15 THE WITNESS: I exercise my Fifth<br/> 16 Amendment rights.<br/> 17 Q. Do you presently have a Sony Vaio<br/> 18 laptop computer?<br/> 19 THE WITNESS: I exercise my Fifth<br/> 20 Amendment rights.<br/> 21 Q. Can you tell me what you understand<br/> 22 the acronym IDIC stands for?<br/> 23 THE WITNESS: I exercise my Fifth<br/> 24 Amendment rights.<br/> 25 Q. Is it correct that you would assert</p>        |
| <p style="text-align: right;">Page 11</p> <p>1 your Fifth Amendment privileges with regard<br/> 2 to any question that pertains to Mr. Bentz'<br/> 3 real properties?<br/> 4 A. Yes.<br/> 5 Q. And you would also assert the Fifth<br/> 6 Amendment privilege pertaining to any money<br/> 7 or property you may have received from Mr.<br/> 8 Bentz during the pendency of this litigation;<br/> 9 is that correct?<br/> 10 A. Yes.<br/> 11 Q. Mr. Brinker, do you presently<br/> 12 maintain an office?<br/> 13 THE WITNESS: I exercise my Fifth<br/> 14 Amendment rights.<br/> 15 Q. Is it correct that you would assert<br/> 16 your Fifth Amendment rights concerning any of<br/> 17 your present business activities?<br/> 18 A. Yes.<br/> 19 Q. Since February 27, 2001, have you<br/> 20 told any investor of any of the Defendants<br/> 21 or Relief Defendants, that they would be paid<br/> 22 in part or in full?<br/> 23 THE WITNESS: I exercise my Fifth<br/> 24 Amendment rights.<br/> 25 Q. Will you provide any testimony to me</p>   | <p style="text-align: right;">Page 13</p> <p>1 the Fifth Amendment with regard to any<br/> 2 questions concerning your personal<br/> 3 involvement with offshore banking?<br/> 4 A. Yes.<br/> 5 Q. Have the entity Defendants and Relief<br/> 6 Defendants disclosed all of their assets to<br/> 7 the Court-appointed Examiner and Receiver in<br/> 8 this case?<br/> 9 THE WITNESS: I exercise my Fifth<br/> 10 Amendment rights.<br/> 11 Q. Do you believe that Eleven<br/> 12 Eighty-Five or any other Defendant or Relief<br/> 13 Defendant has any equity in any personal or<br/> 14 real property?<br/> 15 THE WITNESS: I exercise my Fifth<br/> 16 Amendment rights.<br/> 17 Q. What is the Brinker Family Trust?<br/> 18 THE WITNESS: I exercise my Fifth<br/> 19 Amendment rights.<br/> 20 Q. So am I correct in assuming that you<br/> 21 would offer no testimony based on the Fifth<br/> 22 Amendment concerning the settler of that<br/> 23 trust, the beneficiaries, the trust assets<br/> 24 and liabilities?<br/> 25 MR. SHAEFFER: You mean today?</p> |

DEPOSITION OF JOHN EDWARD BRINKER - JULY 27, 2001

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1 MR. FLEITZ: That is correct.  
 2 A. Yes, that is correct.  
 3 Q. I believe you testified that you  
 4 continue to reside at [REDACTED]  
 5 [REDACTED]. Do you have any intention to  
 6 vacate that property?  
 7 THE WITNESS: I exercise my Fifth  
 8 Amendment rights.  
 9 Q. Do you anticipate that any funds in  
 10 this case will be repatriated from offshore  
 11 bank accounts?  
 12 THE WITNESS: I exercise my Fifth  
 13 Amendment rights.  
 14 Q. Do you expect any investor in this  
 15 case to be a repaid person to any court  
 16 order that may eventually issue?  
 17 MR. SHAEFFER: I mean that's totally  
 18 outside the scope of anything that the  
 19 Receiver has in front of him on his plate  
 20 today. It is absolutely irrelevant to  
 21 anything that Mr. Knauer has any interest in  
 22 today.  
 23 MR. FLEITZ: I'll rephrase that  
 24 question.  
 25 Q. Are there any monies held by any

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1 Defendant or Relief Defendant on account  
 2 anywhere in the world?  
 3 THE WITNESS: I exercise my Fifth  
 4 Amendment rights.  
 5 Q. Will you provide any testimony today  
 6 concerning the income, assets, or liabilities  
 7 of your spouse or Julieann Brinker?  
 8 A. I will not on the grounds of the  
 9 Fifth Amendment.  
 10 Q. Where does Mr. Tony Huelefeld -  
 11 H-U-E-L-E-F-E-L-D - reside?  
 12 THE WITNESS: I exercise my Fifth  
 13 Amendment rights.  
 14 Q. Will you provide any testimony today  
 15 concerning Eleven Eight-Five office  
 16 furnishings and equipment that have been  
 17 located at the Eastgate Professional Office  
 18 Park in Cincinnati, Ohio?  
 19 A. No.  
 20 Q. And you decline to answer on the  
 21 advice of counsel on the basis of the Fifth  
 22 Amendment?  
 23 A. Yes, I do. Definitely.  
 24 Q. Do you know whether or not Racing  
 25 Beverage is a viable business entity, or

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1 whether it is defunct at the present time?  
 2 THE WITNESS: I exercise my Fifth  
 3 Amendment rights.  
 4 Q. Can you tell me who the principal of  
 5 Racing Beverage is, to the best of your  
 6 knowledge?  
 7 THE WITNESS: I exercise my Fifth  
 8 Amendment rights.  
 9 MR. FLEITZ: Subject to a review of  
 10 the propriety of your assertions of the Fifth  
 11 Amendment under Local Rule No. 30.1, I would  
 12 show this deposition recessed.  
 13 MR. SHAEFFER: Thank you.  
 14 AND FURTHER DEPONENT SAITH NOT  
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Page 17

1 STATE OF INDIANA  
 2 COUNTY OF MARION  
 3 I, Don Oakes, a Notary Public in and  
 4 for said County and State, do hereby certify  
 5 that the deponent herein was by me first  
 6 duly sworn to tell the truth, the whole  
 7 truth, and nothing but the truth in the  
 8 aforementioned matter;  
 9 That the foregoing deposition was  
 10 taken on behalf of the Court- appointed  
 11 Receiver and Examiner James A. Knauer; that  
 12 said deposition was taken at the time and  
 13 place heretofore mentioned between the hours  
 14 of 8:00 a.m. and 6:00 p.m.;  
 15 That said deposition was taken down  
 16 in stenograph notes and afterward reduced to  
 17 typewriting under my direction; and that the  
 18 typewritten transcript is a true record of  
 19 the testimony given by said deponent;  
 20 And that the reading and signature by  
 21 the deponent to the deposition were waived on  
 22 behalf of the parties by their respective  
 23 counsel, the witness being present and  
 24 consenting thereto, the deposition to be read  
 25 with the same force and effect as if signed

DEPOSITION OF JOHN EDWARD BRINKER - JULY 27, 2001

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1 by said deponent.  
2 I do further certify that I am a  
3 disinterested person in this cause of action;  
4 that I am not a relative of the attorneys  
5 for any of the parties.

6 IN WITNESS WHEREOF, I have hereunto  
7 set my hand and affixed my notarial seal  
8 this 29th day of July, 2001.

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DON OAKES, Notary Public  
My Commission Expires:  
July 10, 2008

DEPOSITION  
EXHIBIT  
# 1  
Bumberg No. 5209

FILED  
U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF INDIANA

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF INDIANA

01 FEB 27 PM 1:48

UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION,

Plaintiff,

v.

CIVIL ACTION  
FILE NO.

JOHN E. BRINKER, JR.,  
GARY J. BENTZ,  
CASTLEROCK CONSULTING, LLC,  
GUARDIAN FIRST LIMITED, INC.  
(A NEVADA CORPORATION),  
GUARDIAN FIRST LIMITED, INC.  
(A GRENADA CORPORATION),  
WELLINGTON BANK AND TRUST, LTD.,  
WELLINGTON CAPITAL HOLDINGS,  
LTD., INC.,  
WELLINGTON CAPITAL HOLDINGS, LTD.,  
WELLINGTON INTERNATIONAL  
INVESTMENTS, INC.,  
WELLINGTON FIRST INTERNATIONAL  
INVESTMENTS, INC. AND ALL  
SUBSEQUENTLY NUMBERED  
WELLINGTON INTERNATIONAL  
INVESTMENTS, INC. ENTITIES,

LP01 - 0259 C H/G

Defendants,

and

ALPHA ADVANTAGE II, INC.,  
ELEVEN EIGHTY-FIVE, LP AND  
STEADFAST MINISTRIES, INC.

Relief Defendants.

U.S. DISTRICT COURT SOUTHERN DISTRICT OF INDIANA  
CERTIFIED:  
A TRUE COPY  
CLERK OR DEPUTY  
LAURA A. BRIGGS  
CLERK

SECURITIES AND EXCHANGE COMMISSION'S COMPLAINT  
FOR PERMANENT INJUNCTION AND OTHER EQUITABLE RELIEF

Plaintiff, the United States Securities and Exchange Commission

("Commission"), alleges as follows:

| Eleven Eighty-Five    |                                  |                                    |            |         |            |             |
|-----------------------|----------------------------------|------------------------------------|------------|---------|------------|-------------|
| KeyBank               |                                  |                                    |            |         |            |             |
| Account #352391000226 |                                  |                                    |            |         |            |             |
| Date Cleared B/S      | Account (per Eleven Eighty-Five) | Name, Description                  | Add'l Info | Check # | Deposits   | Withdrawals |
|                       |                                  | A Briggs Passport Total            |            |         | -          | 285.00      |
|                       |                                  | AAA Travel Total                   |            |         | -          | 232.00      |
|                       |                                  | Aames / Litton H Total             |            |         | -          | 3,282.13    |
|                       |                                  | AAMES mtg. Total                   |            |         | -          | 781.46      |
|                       |                                  | ABC Mortgage Total                 |            |         | -          | 6,000.00    |
|                       |                                  | Active Protective Total            |            |         | -          | 7,755.00    |
|                       |                                  | Aic*cheat and Eat Total            |            |         | -          | 36.93       |
|                       |                                  | Airborne Express Total             |            |         | -          | 18,031.32   |
|                       |                                  | Alliance Primary Total             |            |         | -          | 525.47      |
|                       |                                  | American Tuition Total             |            |         | -          | 2,846.03    |
|                       |                                  | Ameritech Total                    |            |         | -          | 273.41      |
|                       |                                  | Anderson Bank Total                |            |         | -          | 7,282.82    |
|                       |                                  | Andres, John Total                 |            |         | -          | 19,821.80   |
|                       |                                  | Anglo Irish Total                  |            |         | 75,000.00  | 40.00       |
|                       |                                  | A-One Cleaners Total               |            |         | -          | 165.85      |
|                       |                                  | APP Total                          |            |         | -          | 40.00       |
|                       |                                  | Applebee's Total                   |            |         | -          | 106.00      |
|                       |                                  | Architectural Digest Total         |            |         | -          | 24.00       |
|                       |                                  | Associates Total                   |            |         | -          | 5,814.20    |
|                       |                                  | AT&T Total                         |            |         | -          | 1,194.89    |
|                       |                                  | Attorneys Title Total              |            |         | -          | 83,814.57   |
|                       |                                  | Auditor of the State of Ohio Total |            |         | 216.00     | -           |
|                       |                                  | Auto Mechanics Plus Total          |            |         | -          | 98.28       |
|                       |                                  | B Zak Total                        |            |         | -          | 245.36      |
|                       |                                  | Bank fees Total                    |            |         | 44.69      | 2,996.99    |
|                       |                                  | Bausch, Mike Total                 |            |         | -          | 17,948.82   |
|                       |                                  | Beaver Tree Service Total          |            |         | -          | 2,829.59    |
|                       |                                  | Beckman, Weil, Feller, & Total     |            |         | -          | 366.58      |
|                       |                                  | Beechmont Motorsport Total         |            |         | -          | 550.14      |
|                       |                                  | Bengals Tickets Total              |            |         | -          | 2,800.00    |
|                       |                                  | Bentz, Gary Total                  |            |         | -          | 9,918.00    |
|                       |                                  | Best Buy Total                     |            |         | 30.00      | 9,386.66    |
|                       |                                  | Big Al Movers Total                |            |         | -          | 359.00      |
|                       |                                  | Biggs Hypermar Total               |            |         | -          | 25.74       |
|                       |                                  | Blockbuster Total                  |            |         | -          | 13.74       |
|                       |                                  | Boehm, Gladys Total                |            |         | 35.00      | -           |
|                       |                                  | Borders Books & Total              |            |         | -          | 122.33      |
|                       |                                  | Bridgestreet Total                 |            |         | -          | 5,820.00    |
|                       |                                  | Brinker, Carol Total               |            |         | -          | 56,785.56   |
|                       |                                  | Brinker, John Total                |            |         | 1,529.74   | 14,759.68   |
|                       |                                  | Brinker, Julie Total               |            |         | -          | 103,668.64  |
|                       |                                  | Brinker, Melinda Total             |            |         | -          | 11,100.00   |
|                       |                                  | Broad Spectrum Total               |            |         | -          | 4,595.00    |
|                       |                                  | Brown, Charles Total               |            |         | 110.00     | -           |
|                       |                                  | Bud Easter Total                   |            |         | -          | 3,500.00    |
|                       |                                  | Buddy's Carpet Total               |            |         | -          | 2,429.21    |
|                       |                                  | Bureau of Motor Vehicles Total     |            |         | -          | 72.53       |
|                       |                                  | Bush, Perry Total                  |            |         | -          | 23,857.22   |
|                       |                                  | BWC Total                          |            |         | -          | 14.31       |
|                       |                                  | Byzak Total                        |            |         | -          | 1,049.53    |
|                       |                                  | Camargo Cadillac Total             |            |         | -          | 777.11      |
|                       |                                  | Capital One Total                  |            |         | -          | 125,377.51  |
|                       |                                  | Car X Total                        |            |         | -          | 568.86      |
|                       |                                  | Cash Total                         |            |         | -          | 82,518.84   |
|                       |                                  | Castlerock Consulting Total        |            |         | 309,800.00 | 45,600.00   |
|                       |                                  | CBLD Total                         |            |         | -          | 1,187.47    |
|                       |                                  | CBT Total                          |            |         | -          | 200.00      |
|                       |                                  | CBW Total                          |            |         | -          | 1,077.90    |
|                       |                                  | Center for Resin. Sleep Total      |            |         | -          | 30.00       |
|                       |                                  | Chase Bank Total                   |            |         | -          | 196.00      |
|                       |                                  | Chase Mellon Bank Total            |            |         | -          | 87.00       |
|                       |                                  | Choice Net Inc. Total              |            |         | -          | 119.00      |
|                       |                                  | Chrysler Financial Total           |            |         | -          | 1,937.18    |

| Date Cleared B/S | Account (per Eleven Eighty-Five) | Name, Description                    | Add'l Info | Check # | Deposits | Withdrawals |
|------------------|----------------------------------|--------------------------------------|------------|---------|----------|-------------|
|                  |                                  | Cincinnati Bell Total                |            |         | 65.00    | 41,018.90   |
|                  |                                  | Cincinnati Bell Wireless Total       |            |         | -        | 4,746.84    |
|                  |                                  | Cincinnati Enquirer Total            |            |         | -        | 214.96      |
|                  |                                  | Cincinnati Marriott N.E. Total       |            |         | -        | 400.00      |
|                  |                                  | Cinergy Total                        |            |         | -        | 6,590.67    |
|                  |                                  | Cinti/Dayton Total                   |            |         | -        | 155.20      |
|                  |                                  | Circuit City Total                   |            |         | -        | 3,429.02    |
|                  |                                  | City of Cincinnati Total             |            |         | -        | 51.51       |
|                  |                                  | Clarion Hotels Total                 |            |         | -        | 120.16      |
|                  |                                  | Classic Amer. H Total                |            |         | -        | 18.00       |
|                  |                                  | Clerk of Courts Total                |            |         | -        | 170.00      |
|                  |                                  | Clermont County clerk office Total   |            |         | -        | 345.00      |
|                  |                                  | Clermont County Sewer Total          |            |         | -        | 352.56      |
|                  |                                  | Clermont Plumbing Total              |            |         | -        | 475.00      |
|                  |                                  | Clermont Waste Total                 |            |         | -        | 214.50      |
|                  |                                  | Clough Pike Baptist Total            |            |         | -        | 100.00      |
|                  |                                  | Compusa Total                        |            |         | -        | 4,361.79    |
|                  |                                  | Coogan, James H. or Kathryn L. Total |            |         | 235.00   | -           |
|                  |                                  | Cooker Total                         |            |         | -        | 60.00       |
|                  |                                  | Copy Systems Total                   |            |         | -        | 318.00      |
|                  |                                  | Courts (Grenada) Ltd Total           |            |         | -        | 99.94       |
|                  |                                  | Covey, Franklin Total                |            |         | -        | 282.17      |
|                  |                                  | Cracker Barrel Total                 |            |         | -        | 71.33       |
|                  |                                  | Craft, Phillip E. Total              |            |         | 65.00    | -           |
|                  |                                  | Creative Cake Design Total           |            |         | -        | 450.00      |
|                  |                                  | Credit Systems, Inc Total            |            |         | -        | 239.60      |
|                  |                                  | Crouch, Brian Total                  |            |         | -        | 540.70      |
|                  |                                  | Crouch, Kelly Total                  |            |         | -        | 44,402.84   |
|                  |                                  | CRT Total                            |            |         | -        | 157.03      |
|                  |                                  | Custom Built Cr Total                |            |         | -        | 1,447.65    |
|                  |                                  | Cyclones Hockey Club Total           |            |         | -        | 2,500.00    |
|                  |                                  | Day Timers, Inc. Total               |            |         | -        | 47.68       |
|                  |                                  | Dayton Power & Light Total           |            |         | -        | 96.57       |
|                  |                                  | De Lage Landen Total                 |            |         | -        | 1,189.95    |
|                  |                                  | Decorator Show Total                 |            |         | -        | 20.00       |
|                  |                                  | Deerfield Comm Total                 |            |         | -        | 1,190.00    |
|                  |                                  | Dep. Park & Traffic Total            |            |         | -        | 30.00       |
|                  |                                  | Dept 53 1-800-6 Total                |            |         | -        | 82.75       |
|                  |                                  | Dick's Clothing Total                |            |         | -        | 31.78       |
|                  |                                  | Dillard's Total                      |            |         | -        | 238.50      |
|                  |                                  | Dmr* INFO@Hlp.com Total              |            |         | -        | 19.95       |
|                  |                                  | Dmr* www.Dmrhlp.com Total            |            |         | -        | 39.90       |
|                  |                                  | Dr. Byerly Total                     |            |         | -        | 725.00      |
|                  |                                  | Dr. Kessler Total                    |            |         | -        | 5.00        |
|                  |                                  | Dr. MacKnight Total                  |            |         | -        | 587.00      |
|                  |                                  | Dr. Ziegler, DDS Total               |            |         | -        | 345.00      |
|                  |                                  | Dr.Vianio Total                      |            |         | -        | 210.00      |
|                  |                                  | Drew, Michael Total                  |            |         | -        | 73,360.82   |
|                  |                                  | Drumbein, Mark Total                 |            |         | -        | 490.00      |
|                  |                                  | Dsw Shoe Warehouse Total             |            |         | -        | 378.42      |
|                  |                                  | Dunes Beach Total                    |            |         | -        | 3,608.12    |
|                  |                                  | E.O.E. Total                         |            |         | -        | 3,965.00    |
|                  |                                  | Eastgate Pools Total                 |            |         | -        | 31,688.80   |
|                  |                                  | Eastgate Professional Total          |            |         | -        | 26,826.61   |
|                  |                                  | EBM Total                            |            |         | -        | 200.00      |
|                  |                                  | Eckstein, Len Total                  |            |         | -        | 1,091.23    |
|                  |                                  | Edgerton, Wayne Total                |            |         | -        | 900.00      |
|                  |                                  | Effective Office Total               |            |         | -        | 57,728.31   |
|                  |                                  | Eleven Eighty Five Total             |            |         | 4,000.00 | -           |
|                  |                                  | Embassy Suites, Las Vegas, NV Total  |            |         | -        | 1,118.24    |
|                  |                                  | Evangelical Bible Mission Total      |            |         | -        | 650.00      |
|                  |                                  | Express Med Se Total                 |            |         | -        | 178.00      |
|                  |                                  | Faris, Vince Total                   |            |         | -        | 252.00      |
|                  |                                  | Fed Ex Total                         |            |         | -        | 3,206.47    |
|                  |                                  | Federal Green Condos Total           |            |         | -        | 1,920.00    |

