

DENISE VOIGT CRAWFORD  
SECURITIES COMMISSIONER

DON A. RASCHKE  
DEPUTY SECURITIES COMMISSIONER

Mail: P.O. BOX 13167  
AUSTIN, TEXAS 78711-3167

Phone: (512) 305-8300  
Facsimile: (512) 305-8310



## Texas State Securities Board

208 E. 10th Street, 5th Floor  
Austin, Texas 78701-2407  
www.ssb.state.tx.us

JOSE ADAN TREVINO  
CHAIRMAN

KENNETH W. ANDERSON, JR.  
MEMBER

JACK D. LADD  
MEMBER

BRYAN K. BROWN  
MEMBER

BETH ANN BLACKWOOD  
MEMBER

IN THE MATTER OF §  
MANHATTAN GOLD, INC.; YASHARE K. §  
RAMEY; TELEMART SERVICES LTD, INC.; §  
AND JAMES M. RAMEY §

Order No. ~~ENE~~ -04-CDO-1558

TO: Manhattan Gold, Inc.  
121 Counter St., #407  
Kingston, Ontario, Canada K7K6C7

Yashare K. Ramey  
8219 Teichman Rd.  
Galveston, Texas 77554

Telemart Services, LTD Inc.  
15150 Middlebrook Dr.  
Houston, Texas 77058

James M. Ramey  
15206 Dawnbrook Dr.  
Houston, Texas 77068

### EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Securities Commissioner of the State of Texas ("Securities Commissioner") of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 23-2 of The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2004) ("Texas Securities Act").

The Staff of the Enforcement Division ("the Staff") of the Texas State Securities Board ("the Securities Board") has presented evidence sufficient for the Securities Commissioner to find that:

#### FINDINGS OF FACT

1. Respondent Manhattan Gold, Inc. ("Respondent Manhattan") maintains a last known address at 121 Counter St., #407, Kingston, Ontario, Canada K7K6C7.
2. Respondent Telemart Services, LTD Inc. ("Respondent Telemart") maintains a last known address at 15150 Middlebrook Dr., Houston, Texas 77058.
3. Respondent Yashare K. Ramey ("Respondent Y. Ramey") maintains a last known address at 8219 Teichman Road, Galveston, Texas 77554.

4. Respondent James M. Ramey ("Respondent J. Ramey") maintains a last known address at 15206 Dawnbrook Dr., Houston, Texas 77068.
5. Respondents are offering for sale shares of stock of Respondent Manhattan on two internet websites, [www.manhattangoldinc.com](http://www.manhattangoldinc.com) and [www.idiamondxchange.com](http://www.idiamondxchange.com).
6. The shares of stock of Respondent Manhattan have not been registered by qualification, notification or coordination and no permit has been granted for their sale in Texas.
7. Respondents have not been registered with the Securities Commissioner as dealers or agents at any time material hereto.
8. In connection with the offer for sale of the above-described shares of stock, Respondents are misrepresenting the following relevant fact:

That Respondent Manhattan owns the Manhattan Mill in Manhattan, Nevada.

#### CONCLUSIONS OF LAW

1. The above-described shares of stock are "securities" as that term is defined by Section 4.A of the Texas Securities Act.
2. Respondents are violating Section 7 of the Texas Securities Act by offering securities for sale in Texas at a time when the securities are not registered with the Securities Commissioner.
3. Respondents are violating Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.
4. Respondents are engaging in fraud in connection with the offer for sale of securities.
5. Respondents' conduct, acts, and practices threaten immediate and irreparable public harm.
6. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Texas Securities Act.

#### ORDER

1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.

2. It is further ORDERED that Respondents immediately CEASE AND DESIST from acting as securities dealers or agents in Texas until Respondents are registered with the Securities Commissioner or are acting pursuant to an exemption from registration under the Texas Securities Act.
3. It is further ORDERED that Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.

NOTICE

Pursuant to Section 23-2 of the Texas Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state the grounds for the request to set aside or modify the Order. Failure to request a hearing will result in the Order becoming final and non-appealable.

You are advised under Section 29.D of the Texas Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Texas Securities Act is a criminal offense punishable by a fine of not more than \$5,000, or imprisonment in the penitentiary for not more than two years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 8<sup>th</sup> day of

April, 2004.

*Denise Voigt Crawford*  
DENISE VOIGT CRAWFORD  
Securities Commissioner