

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)	
)	
BIOTELLIGENT, INC.)	ADMINISTRATIVE ORDER
HENY AYATI)	NO. CO-2005-0038
)	
RESPONDENTS)	

CONSENT ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("Act"), upon due consideration of the subject matter hereof, has determined as follows:

RESPONDENTS

1. BIOTELLIGENT, INC. ("BIOTELLIGENT") is a Delaware corporation, with a business address of 6248 Preston Avenue, Livermore, California 94551.

2. HENY AYATI ("AYATI") was an Investor Relations representative with BIOTELLIGENT, with a business address of 85 Enterprise, Suite 400, Aliso Viejo, California, 92656.

STATEMENT OF FACTS

3. In February of 2005, an Alabama investor was contacted by an employee of BIOTELLIGENT, Heny Ayati, and was offered an investment in the common stock of BIOTELLIGENT. The offer was made, allegedly, in reliance on the federal exemption provided by Rule 506 of Regulation D. The investor did not purchase an investment in BIOTELLIGENT and, instead, contacted the Alabama Securities Commission. This offer is the only known offer made to an Alabama resident.

4. A search of the SEC's EDGAR website conducted on August 24, 2005 by the Alabama Securities Commission revealed no filing or registration of BIOTELLIGENT. A review of the files of the Alabama Securities Commission's Registration Division disclosed no notice filing or registration of an offering issued by BIOTELLIGENT.

5. A review of the files of the Commission's Registration Division was conducted on August 24, 2005 and disclosed no record of registration, nor exemption from registration, for AYATI as a Securities Agent or Dealer in the State of Alabama.

6. BIOTELLIGENT did not have a prior relationship with the Alabama investor. However, the Alabama investor was a shareholder in WomensWallStreet, Inc. ("WWS").

7. AYATI was also an employee of WomensWallStreet, a California corporation with offices located in Aliso Viejo, California. AYATI first contacted the Alabama investor in November of 2003, at which time she sold the investor shares in WWS without having first registered the WWS investment. Nor was AYATI licensed with ASC to sell an investment in WWS. David Bennett ("Bennett"), who was Chairman of BIOTELLIGENT and also an executive officer and director of WWS, made the offices of WWS located in Aliso Viejo available to BIOTELLIGENT at no cost. BIOTELLIGENT used the nexus of prior business relationship between Mr. Bennett, as the director of WWS, and the Alabama investor to attempt to satisfy the "substantial prior business relationship" standard required by Section 506 of Regulation D. Because of the alleged connections between AYATI, Bennett and WWS, BioTelligent contends that the conditions of § 506 were met and that the offer was permitted by law. This assertion by Respondent is rejected by the ASC as not within the meaning of "substantial prior business relationship" because WWS was not a 506 excepted filing and because AYATI and Bennett were not registered agents. Consequently, any alleged business relationship was based on illegal transactions and conduct. Respondents and ASC have a substantial difference of opinion whether these facts constitute a "substantial prior business relationship" to meet the standards of § 506 with regard to

BIOTELLIGENT.

8. Based on the information listed in the above paragraphs, the Alabama Securities Commission issued a Cease & Desist Order, Administrative Order No. CD-2005-0038, to BIOTELLIGENT and AYATI on September 12, 2005. The Cease and Desist Orders directed BIOTELLIGENT and AYATI to immediately cease and desist from further offers or sales of any security into, within or from the State of Alabama.

9. The Alabama Securities Commission also issued a Cease and Desist Order against WWS and AYATI, et al. on September 12, 2005. At the time the Alabama investor was offered the shares in BIOTELLIGENT, WWS was not registered. Nor was AYATI licensed to sell WWS shares.

10. Respondent represented to ASC that a paper filing of a Notice of Sale of Securities on a Form D was submitted by BIOTELLIGENT'S counsel's office to the U.S. Securities and Exchange Commission on April 8, 2005. Counsel provided a copy of the alleged filing to the Alabama Securities Commission for review. A second search by the Alabama Securities Commission of the U.S. Securities and Exchange Commission's EDGAR website disclosed a filing for BIOTELLIGENT, INC., with a filing date of October 17, 2005. No filing for BIOTELLIGENT was found in SEC's EDGAR website with the claimed date of April 8, 2005.

11. On November 16, 2005, by phone and letter, counsel for BIOTELLIGENT responded to the ASC's Cease and Desist Order. Counsel for BIOTELLIGENT expressed the company's desire to cooperate fully in all matters and to resolve this matter informally by way of this Consent Order. RESPONDENTS have cooperated with the ASC in its investigation of this matter and represented that they will continue to cooperate with the ASC in its investigation of Bennett and WWS by providing documents, statements and interviews (including depositions) without asserting that the information is otherwise privileged.

12. BIOTELLIGENT has advised ASC that it has taken substantial remedial action in this matter. Counsel for BIOTELLIGENT has advised ASC that he has repeatedly attempted to contact Mr. Bennett, who has not responded for five months. Counsel has also advised ASC that the shareholders of BIOTELLIGENT have removed Mr. Bennett from his position as Chairman and from the board of directors. Counsel has also advised ASC that AYATI has been terminated. In addition, counsel has represented to ASC that private counsel was being retained by the shareholders of WWS for the purpose of, among other things, attempting to place Mr. Bennett's (or that of his affiliates) shares in BIOTELLIGENT in trust for the benefit of Mr. Bennett's creditors. Counsel for BIOTELLIGENT has represented to ASC that he has attempted to resolve these issues for the protection of the shareholders in both BIOTELLIGENT and WWS.

CONCLUSIONS OF LAW

13. Pursuant to § 8-6-4, *Code of Alabama 1975*, it is unlawful for any person to offer or sell any security in Alabama unless the security is registered under the Alabama Securities Act, the security is exempt under § 8-6-10 or the transaction in which the security is sold is exempt under § 8-6-11.

14. Pursuant to § 8-6-3(a), *Code of Alabama 1975*, it is unlawful to employ an agent to transact securities business in this state unless the agent is registered.

WHEREAS, RESPONDENTS and the Alabama Securities Division desire to resolve this matter without further litigation and prior to the entry of a final order by the Director, and hereby stipulate and agree as follows:

1. RESPONDENTS have voluntarily waived all rights to a hearing upon entry of this Order, and have consented to the entry of this Order.

2. The Commission finds this Order necessary and appropriate in the public interest for the protection of investors, and consistent with the purposes fairly intended

by the policy and provisions of the Act.

3. RESPONDENTS agree to cooperate with the ASC in its investigation of matters relating to David Bennett and WWS by providing documents, statements and interviews (including depositions) that relate to the same, if needed, without claiming that the information is otherwise privileged.

4. RESPONDENTS are desirous of settling this matter as hereafter set forth and agree to the entry of this Order.

5. By executing this Consent Order, RESPONDENTS do not dispute any of the grounds set forth in this Consent Order as it relates to RESPONDENTS BIOTELLIGENT and AYATI.

ACCORDINGLY, IT IS HEREBY ORDERED:

1. That RESPONDENTS shall, until such time as the securities are properly registered, or an appropriate exemption from registration has been perfected, refrain from effecting transactions in such securities into, within or from the State of Alabama.

2. That RESPONDENTS shall not employ, or allow to act on its behalf in effecting transactions in securities in this state, any broker-dealer or agent who is not appropriately registered or exempt from registration under the Alabama Securities Act.

3. That RESPONDENT BIOTELLIGENT shall not authorize Heny Ayati to act as an agent or effect transactions in securities on its behalf until such time as she is properly registered as an agent in this state.

4. That in accordance with §8-6-19(k)(1), Code of Alabama 1975, RESPONDENT BIOTELLIGENT shall pay to the Alabama Securities Commission, as partial reimbursement for the Commission's cost for investigating this matter, the sum of One Thousand Five Hundred Dollars (\$1,500.00).

5. That in accordance with §8-6-19(j)(1), Code of Alabama 1975, RESPONDENT BIOTELLIGENT shall pay to the State of Alabama an administrative assessment of Five Hundred Dollars (\$500.00).

6. That the entry of this Order and subsequent completion of all conditions of this Order resolves Cease and Desist Order No. CD-2004-0004, issued September 12, 2005, as it relates to RESPONDENTS BIOTELLIGENT and AYATI.

AGREED AND CONSENTED to on dates indicated:

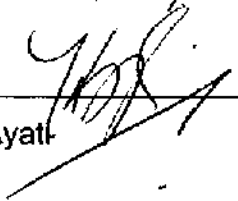
RESPONDENTS:

BIOTELLIGENT, INC

By: 

Dipankar Ganguly, President & CEO

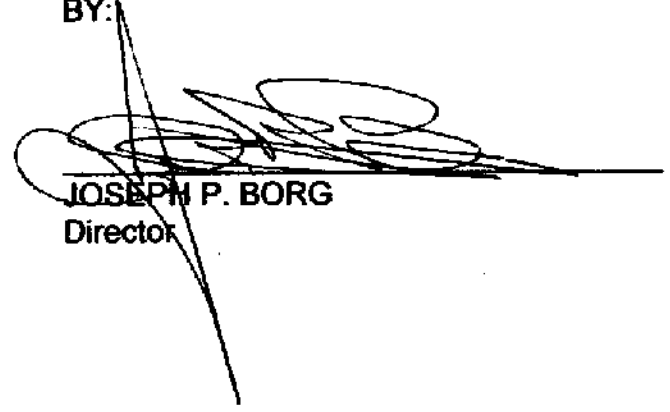
DATE: 6/23/06


Henry Ayati

DATE: 6/23/06

APPROVED AND ORDERED this 14th day of August, 2006.

ALABAMA SECURITIES COMMISSION
770 Washington Avenue, Suite 570
Montgomery, AL 36130-4700
(334) 242-2984
BY:



JOSEPH P. BORG
Director

