

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

SECURITIES AND EXCHANGE)
COMMISSION,)
Plaintiff,)

vs.)

GEOFFREY A. GISH; WESTON)
RUTLEDGE FINANCIAL)
SERVICES, INC.; ZAMINDARI)
CAPITAL LLC; LEXINGTON)
INTERNATIONAL FUND LLC)
a/k/a LEXINGTON)
INTERNATIONAL FUND INC.;)
and OXFORD ADAMS CAPITAL)
LLC,)
Defendants.)

Civil Action File
No. 1-06-CV-1171-CC

- - -

Deposition of GEOFFREY A. GISH, taken on
behalf of the receivership companies, pursuant to the
stipulations contained herein, before Teresa Bishop,
RPR, RMR, CCR No. B-307, at 1201 West Peachtree Street,
3rd floor, Atlanta, Georgia, on Monday, November 13,
2006, commencing at the hour of 10:08 a.m.

Shugart & Bishop
Certified Court Reporters
Suite 140
13 Corporate Square
Atlanta, Georgia 30329
(770) 955-5252

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23 (Di s cl osure was made pursuant to O. C. G. A. Annotated 9-11-28
24 (c) and (d) and 15-14-37 (a), (b) and (c).)
25 - - -

1 APPEARANCES OF COUNSEL:

2 FOR THE SEC:

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4 ATTORNEY AT LAW
5 SECURITIES AND EXCHANGE COMMISSION
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ATLANTA, GA. 30305

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FOR THE RECEIVERSHIP COMPANIES:

JENNIFER DEVINE ODOM
THOMAS S. RICHEY
ATTORNEYS AT LAW
POWELL, GOLDSTEIN, FRAZER & MURPHY
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ATLANTA, GA. 30309-3488

FOR THE GEOFFREY GISH:

E. MATTHEW SMITH
RICHARD J. VALLADARES
ATTORNEYS AT LAW
GREENBERG TRAURIG
SUITE 400, THE FORUM
3290 NORTHSIDE PARKWAY
ATLANTA GA. 30327

- - -

GEOFFREY A. GISH,

having been first duly sworn, was examined and testified as follows:

EXAMINATION

BY MS. ODOM:

Q. Mr. Gish, if you would please state your full name for the record.

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A. Geoffrey Arthur Gish.

Q. Have you been deposed before?

A. Yes.

MS. ODOM: Just for objections, do you want to reserve all objections except as to responsiveness of the question and form -- form of the question and responsiveness of the answer?

9 MR. SMITH: Yes. With this one
10 excepti on whi ch we talked about already.
11 Depending upon the nature of the questi on
12 today, Mr. Gi sh may assert hi s Fi fth
13 Amendment pri vi lege.

14 And can I put one prel iminary statement
15 on the record?

16 MS. ODOM: Sure.

17 MR. SMITH: Just to make sure that
18 everybody -- the record is clear on this
19 point, it's our position and the
20 receivership respectfully di sagree s and I'm
21 sure, Ms. Odom, you'll want to put
22 something on the record, too, but because
23 we now essentially in our view settled the
24 SEC cl ai ms against Mr. Gi sh wi th the
25 excepti on of whatever post judgment i ssues

5

1 may arise, because the receiver's motion
2 for leave to file the cross claims has not
3 been granted and therefore Mr. Gi sh has not
4 had the opportunity to answer and state the
5 affirmative defenses thereto, because we
6 filed -- we being Greenberg Traurig, we
7 filed a motion for leave to withdraw in
8 this case and Mr. Gi sh is in the process of
9 and has yet to obtain substi tute counsel
10 and because we are aware currently of what
11 we believe to be U. S. attorney

12 i nvestigation targeted at Mr. Gi sh, we've
13 asked again that the deposition be
14 continued to another point in time after
15 Mr. Gi sh has had an opportunity to confer
16 with substitute counsel .

17 We understand the receiver's position
18 being that they need to move forward today.
19 But we wanted to put that on the record.

20 Also because of that investigation Mr.
21 Gi sh is going to assert his Fifth Amendment
22 privilege to probably a number of the
23 questions today. But I wanted to make a
24 foundation for that objection clear on the
25 record as we began.

6

1 So with that -- with that one
2 exception, yes, I do think we follow the
3 federal rules as far as the objections go.

4 MS. ODOM: All right.

5 MR. LOOMIS: Just as a matter of form,
6 if you want to state as a shorthand, like
7 his full objection of I object on the
8 advice of counsel, bla, bla, bla, we get a
9 short form like invoke the Fifth so he
10 doesn't have to repeat that same litany, it
11 might expedite matters.

12 MR. SMITH: I agree. I think we can be
13 out of here by lunch if we agree that Fifth
14 Amendment means the full assertion of the

15 Fifth Amendment privilege against self
16 incrimination, that would be fabulous.

17 MS. ODOM: That's fine.

18 BY MS. ODOM:

19 Q. Okay. Mr. Gish, what's your current residence
20 address?

21 A. 1821 Bromley Way in Roswell, Georgia, 30075.

22 Q. And do you have any other residences at this
23 time?

24 A. I reserve my right to refuse to answer the
25 question on the Fifth Amendment of the United States

7

1 Consti tuti on.

2 MR. SMITH: All right. From here on out
3 you can say Fifth Amendment as we
4 discussed.

5 MS. ODOM: How does where he's living
6 implicate his Fifth Amendment rights?

7 MR. SMITH: You asked him where he
8 resided and he gave you the answer. You
9 asked him does he have any other
10 residences. That very well may depending
11 upon what the U.S. attorney or anyone else
12 may believe about how those residences were
13 purchased, for example.

14 I don't know anything -- I don't have
15 any information one way or another. But
16 given the fact that we know this
17 investigation, we don't know where it's

18 going, we don't know what the allegations
19 may be at this point in time, I believe
20 that there's a reasonable good faith belief
21 that any such answer may at a later date be
22 used against him.

23 MS. ODOM: Where he may be staying?

24 MR. SMITH: No, you asked him if he had
25 other residences.

8

1 MS. ODOM: Right.

2 MR. SMITH: And we respectfully object
3 to that question. We told you, he answered
4 where he lives.

5 MS. ODOM: Okay.

6 BY MS. ODOM:

7 Q. Other than Bromley Way, do you stay at any
8 other residences overnight?

9 A. Fifth Amendment.

10 Q. Do you own any other property other than the
11 property at Bromley Way?

12 A. Fifth Amendment.

13 Q. Do you own property located at Post Oak Tritt
14 Road?

15 A. Fifth Amendment.

16 Q. How was the property at Post Oak Tritt Road
17 purchased?

18 A. Fifth Amendment.

19 Q. How were the monthly mortgage payments made
20 for Post Oak Tritt Road?

- 21 A. Fi fth Amendment.
- 22 Q. Mr. Gi sh, i f you coul d please starting from
23 high school outline your educational background for me.
- 24 A. Fi fth Amendment.
- 25 Q. Mr. Gi sh, do you have a college education?

9

- 1 A. Fi fth Amendment.
- 2 Q. Have you received training in financial
3 matters?
- 4 A. Fi fth Amendment.
- 5 Q. Do you hold any licenses at this time?
- 6 A. Fi fth Amendment.
- 7 Q. Do you hold a Series 7 license?
- 8 A. Fi fth Amendment.
- 9 Q. Do you hold a Series 65 license?
- 10 A. Fi fth Amendment.
- 11 Q. Have you ever received training in financial
12 pl anni ng?
- 13 A. Fi fth Amendment.
- 14 Q. Do you hold any postgraduate degrees?
- 15 A. Fi fth Amendment.
- 16 Q. What is your current telephone number?
- 17 A. 770-641-8384.
- 18 Q. Is that the phone number to your home?
- 19 A. Yes.
- 20 Q. Do you have a cell phone number?
- 21 A. Yes.
- 22 Q. What's that?
- 23 A. Fi fth Amendment.

24 Q. Do you contend that your cell phone bills are
25 being paid for by the receiver or the receivership

10

1 companies?

2 A. Fifth Amendment.

3 Q. Is this a new cell phone number?

4 A. Fifth Amendment.

5 Q. Who's paying for your cell phone bills at this
6 time?

7 A. Fifth Amendment.

8 Q. Do you have any other phone numbers where you
9 can be reached?

10 A. Fifth Amendment.

11 Q. Are you currently married?

12 A. No.

13 Q. Are you currently engaged to be married?

14 A. Fifth Amendment.

15 Q. What is your fiancée's name?

16 A. Fifth Amendment.

17 Q. What is your fiancée's address?

18 A. Fifth Amendment.

19 Q. Have you transferred funds to the name of your
20 fiancée?

21 A. Fifth Amendment.

22 Q. Do you have a wedding date scheduled?

23 A. Fifth Amendment.

24 Q. What is your current e-mail address?

25 A. Fifth Amendment.

- 1 Q. Do you still use the address
2 geoffg@bell south. net?
3 A. Fi fth Amendment.
4 Q. Have you used that e-mail address,
5 geoffg@bell south. net in the past?
6 A. Fi fth Amendment.
7 Q. Have you used the address
8 geoff. gi sh@mi ndspri ng. com?
9 A. Fi fth Amendment.
10 Q. Do you currently use that e-mail address?
11 A. Fi fth Amendment.
12 Q. Do you use the e-mail address
13 gi sh2100@hotmail . com?
14 A. Fi fth Amendment.
15 Q. Have you used that e-mail address in the past?
16 A. Fi fth Amendment.
17 Q. Do you have any other e-mail addresses that
18 you use?
19 A. Fi fth Amendment.
20 Q. Are there other e-mail addresses that you use
21 or have access to that may be in someone else's name?
22 A. Fi fth Amendment.
23 Q. Do you still have office property that is
24 rented for the benefit of Cortona Construction?
25 A. Fi fth Amendment.

- 1 Q. What is the address of that office space?
- 2 A. Fifth Amendment.
- 3 Q. Have expenses of Cortona Construction been
- 4 paid in the past out of the receivership companies' s
- 5 accounts?
- 6 A. Fifth Amendment.
- 7 Q. Do you currently own a timeshare in Las Vegas
- 8 at Polo Towers?
- 9 A. Fifth Amendment.
- 10 Q. Mr. Gish, how many cars do you currently own?
- 11 A. Fifth Amendment.
- 12 Q. Mr. Gish, do you currently own a 2001 Audi A6
- 13 silver Quatro?
- 14 A. Fifth Amendment.
- 15 Q. Do you currently own a 2001 Audi blue?
- 16 A. Fifth Amendment.
- 17 Q. Do you currently own a 2002 Audi A 3.1 Quatro?
- 18 A. Fifth Amendment.
- 19 Q. Do you currently own a 2000 Toyota Tundra?
- 20 A. Fifth Amendment.
- 21 Q. Do you own a 2002 silver Lexus?
- 22 A. Fifth Amendment.
- 23 Q. Do you own a 1997 Lexus?
- 24 A. Fifth Amendment.
- 25 Q. Do you own a 2004 Volkswagen GTI GLS?

13

- 1 A. Fifth Amendment.
- 2 Q. Do you own a 1999 black Volvo?
- 3 A. Fifth Amendment.

- 4 Q. Do you own a 2000 silver BMW 540?
5 A. Fifth Amendment.
6 Q. Do you own a 1994 Lexus GS 300?
7 A. Fifth Amendment.
8 Q. Do you own a 2006 Jetta?
9 A. Fifth Amendment.
10 Q. Do you own a 2005 red Volvo XC 90?
11 A. Fifth Amendment.
12 Q. Do you own a 2003 black Volkswagen Jetta?
13 A. Fifth Amendment.
14 Q. Do you own a 1988 BMW?
15 A. Fifth Amendment.
16 Q. Do you own a 2004 Lexus E5 450?
17 A. Fifth Amendment.
18 Q. Do you own a 2002 silver Mercedes CN?
19 A. Fifth Amendment.
20 Q. Do you own a 2001 Nissan Pathfinder?
21 A. Fifth Amendment.
22 Q. Do you or your son own a 2000 Honda Accord?
23 A. Fifth Amendment.
24 Q. Do you own a 1994 white Mercedes?
25 A. Fifth Amendment.

14

- 1 Q. Where are these vehicles located?
2 A. Fifth Amendment.
3 Q. Did you pick up the white Mercedes from the
4 offices of Weston Rutledge within the last month?
5 A. Fifth Amendment.
6 Q. Have you sold any of these vehicles since May

7 of 2006?

8 A. Fi fth Amendment.

9 Q. If you sold these vehicles, where are the
10 funds from the sale of those vehicle l ocated?

11 A. Fi fth Amendment.

12 Q. Have you transferred those vehicles to the
13 name of someone else?

14 A. Fi fth Amendment.

15 Q. Have you transferred any of those vehicles to
16 the name of your future father-in-law?

17 A. Fi fth Amendment.

18 Q. What is your future father-in-law's name?

19 A. Fi fth Amendment.

20 Q. Did you pay for any of these vehicles out of
21 the assets of the recei vership companies?

22 A. Fi fth Amendment.

23 Q. How are you currently paying your daily living
24 expenses?

25 A. Fi fth Amendment.

15

1 Q. If you could please list for me all bank
2 accounts or brokerage accounts that are in your name?

3 A. Fi fth Amendment.

4 Q. If you could please list for me all bank or
5 brokerage accounts which you have access to or control
6 of?

7 A. Fi fth Amendment.

8 Q. Where are you getting funds to travel around
9 the country to meet with investors?

- 10 A. Fifth Amendment.
- 11 Q. Have you received funds from Zahra Ghods since
12 May 17th, 2006?
- 13 A. Fifth Amendment.
- 14 Q. Where is the location of the investor funds
15 that are currently owed to the receivership company
16 investors?
- 17 A. Fifth Amendment.
- 18 Q. Where is Zahra Ghods located now?
- 19 A. Fifth Amendment.
- 20 Q. Have you spoken to Zahra Ghods since May 17th,
21 2006?
- 22 A. Fifth Amendment.
- 23 Q. Have you communicated with her by other means?
- 24 A. Fifth Amendment.
- 25 Q. Have you told investors that Zahra Ghods has

16

- 1 their money?
- 2 A. Fifth Amendment.
- 3 Q. Have you made any attempt to recover investor
4 funds from Zahra Ghods?
- 5 A. Fifth Amendment.
- 6 Q. Do you know in fact whether Ms. Ghods has the
7 investor money?
- 8 A. Fifth Amendment.
- 9 Q. What happened to the funds that were in the
10 San Marino bank account in Italy?
- 11 A. Fifth Amendment.
- 12 Q. Do you currently have any bank accounts

- 13 offshore or in foreign banks?
- 14 A. Fifth Amendment.
- 15 Q. If you could please outline for me the names
- 16 of investors that you have met with since this
- 17 receivership began on May 17th, 2006?
- 18 A. Fifth Amendment.
- 19 Q. Have you met with Margaret Begley and her
- 20 husband?
- 21 A. Fifth Amendment.
- 22 Q. Have you met with Mr. Bodwell?
- 23 A. Fifth Amendment.
- 24 Q. What other investors have you met with since
- 25 the receivership began?

17

- 1 A. Fifth Amendment.
- 2 Q. Are you telling investors that if the SEC had
- 3 not filed suit they would have gotten their money back?
- 4 A. Fifth Amendment.
- 5 Q. Are you telling investors that their money
- 6 exists in a safe?
- 7 A. Fifth Amendment.
- 8 Q. Are you telling investors that Zahra Ghods has
- 9 all of their money?
- 10 A. Fifth Amendment.
- 11 Q. Did you tell the Begleys that you don't know
- 12 who took their money?
- 13 A. Fifth Amendment.
- 14 Q. Are you asking investors to make new
- 15 investments with you?

- 16 A. Fifth Amendment.
- 17 Q. Are you telling investors that you are working
- 18 on getting your company up and running again and may
- 19 come to them for future investment opportunities?
- 20 A. Fifth Amendment.
- 21 Q. Mr. Gish, did you start the company Weston
- 22 Rutledge Financial Services?
- 23 A. Fifth Amendment.
- 24 Q. Are you the 100 percent owner of that company?
- 25 A. Fifth Amendment.

18

- 1 Q. Did you begin Lexington?
- 2 A. Fifth Amendment.
- 3 Q. Are you the 100 percent owner of that company?
- 4 A. Fifth Amendment.
- 5 Q. Did you begin Oxford Adams?
- 6 A. Fifth Amendment.
- 7 Q. Are you the 100 percent owner of that company?
- 8 A. Fifth Amendment.
- 9 Q. Did you begin the company Charleston Private
- 10 Equity Fund?
- 11 A. Fifth Amendment.
- 12 Q. Are you the 100 percent owner of that company?
- 13 A. Fifth Amendment.
- 14 Q. Did you start the company Zamindari Capital
- 15 LLC?
- 16 A. Fifth Amendment.
- 17 Q. Are you the 100 percent owner of that company?
- 18 A. Fifth Amendment.

19 Q. When I refer to the receivership companies
20 I'll be referring to Weston Rutledge Financial Services
21 Inc., Zamindari Capital LLC, Lexington International
22 Fund LLC, also called Lexington International Fund Inc.,
23 and Oxford Adams Capital LLC.
24 Did you have signatory power on the bank
25 accounts for all of the receivership companies?

19

1 A. Fifth Amendment.
2 Q. Did you direct the transfer of funds out of
3 the receivership companies to other bank accounts?
4 A. Fifth Amendment.
5 Q. Did you direct the transfer of funds out of
6 the receivership companies offshore?
7 A. Fifth Amendment.
8 Q. Did you direct the transfer of funds in the
9 receivership companies' s bank accounts overseas or to
10 foreign bank accounts?
11 A. Fifth Amendment.
12 Q. Where are the funds belonging to the
13 receivership companies currently located?
14 A. Fifth Amendment.
15 Q. Did you raise 30 million dollars from
16 investors on behalf of Weston Rutledge and the
17 receivership companies?
18 A. Fifth Amendment.
19 Q. How much money of the funds that you raised
20 from investors actually went back to investors?
21 A. Fifth Amendment.

22 Q. And how much of the money that you raised and
23 supposedly invested actually earned a return?

24 A. Fifth Amendment.

25 Q. Did you make transfers out of receivership

20

1 companies to Steve Arena and Champion Partners?

2 A. Fifth Amendment.

3 Q. Did you make transfers out of the receivership
4 companies to Derrick Pelling?

5 A. Fifth Amendment.

6 Q. Did you make transfers out of the receivership
7 companies to Waterways?

8 A. Fifth Amendment.

9 Q. Did you make transfers out of the receivership
10 companies to No Guilt Chocolate?

11 A. Fifth Amendment.

12 Q. Did you make transfers out of the receivership
13 companies to Business Data Transfer Services?

14 A. Fifth Amendment.

15 Q. Did you transfer funds belonging to the
16 receivership companies to Zahra Ghods?

17 A. Fifth Amendment.

18 Q. Did you transfer funds of the receivership
19 companies to the companies controlled by Zahra, such as
20 RussaCap or Unisource Capital?

21 A. Fifth Amendment.

22 Q. Did you transfer funds of the receivership
23 companies to Carl Johnson and his company Majestic
24 Capital?

25

A. Fi fth Amendment.

21

1 Q. Di d you tell i nvestors that their i nvestments
2 were 100 percent secured?

3 A. Fi fth Amendment.

4 Q. Di d you tell i nvestors that their funds were
5 i n blocked accounts and fully protected?

6 A. Fi fth Amendment.

7 Q. Di d you tell i nvestors that there were bonds
8 to protect the full amount of the i nvestors' s
9 i nvestments?

10 A. Fi fth Amendment.

11 Q. Were the i nvestors' s funds actually put i n
12 blocked accounts?

13 A. Fi fth Amendment.

14 Q. Di d you ever obtain a bond or i nsurance to
15 protect i nvestor funds?

16 A. Fi fth Amendment.

17 Q. How di d you come up wi th the fi gure that you
18 provided to i nvestors each month reflecting the
19 purported return that they were earning on their
20 i nvestments?

21 A. Fi fth Amendment.

22 Q. Are those numbers that you came up wi th on
23 your own?

24 A. Fi fth Amendment.

25 Q. Do you have a si ngle document showi ng the

1 returns that were actually earned on investor funds?

2 A. Fifth Amendment.

3 Q. Do you have any document showing returns that
4 were earned on investor funds?

5 A. Fifth Amendment.

6 Q. With respect to the persons and entities to
7 whom you transferred funds from the receivership
8 companies, did you do due diligence to determine whether
9 those persons could be trusted with investor funds?

10 A. Fifth Amendment.

11 Q. Did you meet each person in person before you
12 transferred funds to them?

13 A. Fifth Amendment.

14 Q. Did you run background checks on the people
15 and companies to whom you were transferring investor
16 funds?

17 A. Fifth Amendment.

18 Q. Did you obtain legal advice as to the
19 investments that you were making with investor funds?

20 A. Fifth Amendment.

21 Q. Did you obtain written agreements for each
22 amount of money that you transferred out of the
23 receivership companies for investments?

24 A. Fifth Amendment.

25 Q. Did you ever visit the mine that Zahra Ghods

23

1 supposedly owned in Mexico?

2 A. Fifth Amendment.

3 Q. When did you first learn that what you were
4 involved in was possibly a violation of the securities
5 laws?

6 A. Fifth Amendment.

7 (Exhibit No. 100
8 was marked for identification
9 by the reporter.)

10 BY MS. ODOM:

11 Q. I'm handing you what's been marked as Exhibit
12 100. This was found in the records of the receivership
13 companies. Do you recognize this letter?

14 A. Fifth Amendment.

15 Q. Do you recall receiving this letter?

16 A. Fifth Amendment.

17 Q. Did you read this letter upon receipt?

18 A. Fifth Amendment.

19 Q. Upon receiving this letter did you stop the
20 activities of the receivership companies?

21 A. Fifth Amendment.

22 Q. Did you follow the advice given to you in this
23 October 14th, 2005 letter from Clayton Carmack of Moore
24 Ingram Johnson & Steele?

25 A. Fifth Amendment.

24

1 MS. ODOM: For the record, the letter
2 is dated October 14th, 2005.

3 (Exhibit No. 101
4 was marked for identification
5 by the reporter.)

6 BY MS. ODOM:

7 Q. I don't have extra copies of this since it's
8 so lengthy.

9 Mr. Gi sh, I'm handing you what's been marked
10 as Exhi bi t 101 enti tled Lawyers Gui de Advi si ng Cli ents
11 On Hi gh Yi eld Investment Programs and Ponzi Schemes that
12 was found in the office of the recei vershi p compani es.

13 Did you review this guide upon receipt of the
14 October 14th, 2005 letter from Moore Ingram Johnson &
15 Steele?

16 A. Fi fth Amendment.

17 (Exhi bi t No. 102
18 was marked for i denti fi ca ti on
19 by the reporter.)

20 BY MS. ODOM:

21 Q. Mr. Gi sh, I'm handing you what is marked as
22 Exhi bi t 102, whi ch is a January 4, 2006 letter from
23 Cameron Hol mes, chi ef counsel of the Fi nanci al Remedi es
24 Secti on Cri mi nal Di vi si on Ari zona Attorney General's
25 offi ce. Do you recal l recei vi ng thi s letter?

25

1 A. Fi fth Amendment.

2 Q. Let me advise you this letter was found in
3 your desk drawer at the offices of Weston Rutledge
4 Fi nanci al Servi ces.

5 Upon recei vi ng thi s letter from Mr. Hol mes,
6 di d you make effort to recover the funds that the
7 Ari zona attorney general had frozen for the benefi t of
8 the recei vershi p compani es?

- 9 A. Fifth Amendment.
- 10 Q. Why did you fail to attempt to recover these
11 funds that were frozen by the Arizona attorney general?
- 12 A. Fifth Amendment.
- 13 MS. ODOM: If we could take a quick
14 break.
- 15 (Brief recess.)
- 16 BY MS. ODOM:
- 17 Q. Mr. Gish, how much did you receive in
18 compensation out of the receivership companies?
- 19 A. Fifth Amendment.
- 20 Q. How much was paid on your behalf out of the
21 receivership companies?
- 22 A. Fifth Amendment.
- 23 Q. Did you verify the CIBC document that was
24 provided to you by Zahra Ghods as to their authenticity?
- 25 A. Fifth Amendment.

26

- 1 Q. And in fact you did not verify that funds were
2 in CIBC as represented to you by Zahra Ghods, right?
- 3 A. Fifth Amendment.
- 4 Q. Mr. Gish, you controlled Weston Rutledge
5 Financial Services, correct?
- 6 A. Fifth Amendment.
- 7 Q. You were the 100 percent owner of Weston
8 Rutledge Financial Services?
- 9 A. Fifth Amendment.
- 10 Q. No other person could direct the transfer of
11 funds out of Weston Rutledge Financial Services?

- 12 A. Fifth Amendment.
- 13 Q. You had control over the bank accounts
14 belonging to Weston Rutledge?
- 15 A. Fifth Amendment.
- 16 Q. Investor funds placed in that account were not
17 held in blocked accounts for Weston Rutledge Financial
18 Services?
- 19 A. Fifth Amendment.
- 20 Q. You did not purchase any insurance to protect
21 investor funds invested with Weston Rutledge Financial
22 Services?
- 23 A. Fifth Amendment.
- 24 Q. You raised approximately 30 million dollars
25 for investors through the receivership companies,

27

- 1 correct?
- 2 A. Fifth Amendment.
- 3 Q. And approximately 18 million dollars of
4 investor funds are unaccounted for at this time,
5 correct?
- 6 A. Fifth Amendment.
- 7 Q. How were you compensated out of your work for
8 the receivership companies?
- 9 A. Fifth Amendment.
- 10 Q. You controlled or you created Lexington
11 International Funds LLC also known as Lexington
12 International Funds, Inc.?
- 13 A. Fifth Amendment.
- 14 Q. You were the 100 percent owner of that

- 15 company, weren' t you?
16 A. Fi fth Amendment.
17 Q. You controlled the bank accounts belonging to
18 Lexington?
19 A. Fi fth Amendment.
20 Q. And any transfers out of Lexington were
21 directed by you?
22 A. Fi fth Amendment.
23 Q. You controlled Zamindari Capitol LLC?
24 A. Fi fth Amendment.
25 Q. You were the 100 percent owner of Zamindari

28

- 1 LLC?
2 A. Fi fth Amendment.
3 Q. You controlled the bank accounts belonging to
4 Zamindari ?
5 A. Fi fth Amendment.
6 Q. Any transfers out of the bank accounts
7 belonging to Zamindari were directed by you?
8 A. Fi fth Amendment.
9 Q. No one else had the ability to control
10 transfers out of the accounts of Zamindari ?
11 A. Fi fth amendment.
12 Q. You transferred large amounts of money out of
13 the receivership companies to Zahra Ghods and companies
14 she controlled?
15 A. Fi fth Amendment.
16 Q. These transfers were made at your direction?
17 A. Fi fth Amendment.

18 Q. You told investors that investments that they
19 made through Zamindari would remain in blocked accounts?

20 A. Fifth Amendment.

21 Q. And those funds were not actually held in
22 blocked accounts?

23 A. Fifth Amendment.

24 Q. In fact you directed the transfer of investor
25 funds out of Zamindari accounts to accounts which you no

29

1 longer controlled?

2 A. Fifth Amendment.

3 Q. Portions of investor funds that were
4 transferred out of the receivership companies were
5 transferred to foreign bank accounts?

6 A. Fifth Amendment.

7 Q. You also created a company called Oxford Adams
8 Capital LLC?

9 A. Fifth Amendment.

10 Q. And you were the 100 percent owner of that
11 company?

12 A. Fifth Amendment.

13 Q. You controlled the bank accounts belonging to
14 Oxford Adams?

15 A. Fifth Amendment.

16 Q. And you directed the transfer of investor
17 funds out of Oxford Adams bank accounts?

18 A. Fifth Amendment.

19 Q. No one else had the ability to direct the
20 transfer of those funds out of the accounts?

- 21 A. Fi fth Amendment.
22 Q. You also created a company called Charleston
23 Private Equi ty Fund?
24 A. Fi fth Amendment.
25 Q. You were the 100 percent owner of that

30

- 1 company?
2 A. Fi fth Amendment.
3 Q. You controlled the bank accounts belonging to
4 Charleston Private Equi ty fund?
5 A. Fi fth Amendment.
6 Q. No one else had the abili ty to direct the
7 transfer of funds out of Charleston Private Equi ty?
8 A. Fi fth Amendment.
9 Q. You made loans out of the recei vership
10 companies to Drew Abbot and his father, Charles Lewis
11 Abbot?
12 A. Fi fth Amendment.
13 Q. You failed to collect on the funds loaned to
14 the Abbots?
15 A. Fi fth Amendment.
16 Q. You also made payments out of the recei vership
17 companies to Donovan Davi dson?
18 A. Fi fth Amendment.
19 Q. You used recei vership funds to purchase a car
20 for Mr. Davi dson?
21 A. Fi fth Amendment.
22 Q. Mr. Davi dson and the Abbots currently owe
23 funds to the recei vership companies?

- 24 A. Fi fth Amendment.
25 Q. You are also an owner of a company called

31

1 Black Pearl Management, Inc. ?

2 A. Fi fth Amendment.

3 Q. You are also an owner of a company called
4 Kingsville Trading Company, Inc. ?

5 A. Fi fth Amendment.

6 Q. Are there any questions that I could ask you
7 about Black Pearl Management, Inc., or documents that I
8 could show you to which you would not claim the Fifth
9 Amendment?

10 A. No.

11 Q. Are there any questions that I could ask you
12 about Business Data Transfer Service LLC or documents
13 that I could show you about that company to which you
14 would not plead the Fifth Amendment?

15 A. Not at this time.

16 Q. Are there any questions that I could ask you
17 or documents that I could show you about Champi on
18 Partners & Associates, Inc., or Steve Arena to which
19 that you would not plead the Fifth Amendment?

20 A. Not at this time.

21 Q. Are there any questions regarding Charleston
22 Private Equity Fund or documents that I could show you
23 to which you would not plead the Fifth Amendment at this
24 time?

25 A. No.

1 Q. Would you answer any questions or -- answer
2 any questions about documents concerning Kingsville
3 Trading Company, Inc., to which you would not plead the
4 Fifth Amendment?

5 A. No.

6 Q. Were there transfers out of the receivership
7 companies to Riverview, Ledge and Santa Monica?

8 A. Fifth Amendment.

9 Q. Are there any questions about those three
10 companies that I could ask you or documents that I could
11 ask you about that you would not plead the Fifth
12 Amendment to?

13 A. No, not at this time.

14 Q. Are there any questions that I could ask you
15 about Lexington International Funds or documents that I
16 could show you concerning that company to which you
17 would not plead the Fifth Amendment?

18 A. No.

19 Q. What is the Rothenberg Group?

20 A. Fifth Amendment.

21 Q. Is that a company that you own?

22 A. Fifth Amendment.

23 Q. Are there any questions about Rothenberg that
24 I could ask you that you would not plead the Fifth
25 Amendment to?

- 1 A. Not at this time.
- 2 Q. Are there any questions about Majestic Capital
3 Management or Carl Johnson to which you would not plead
4 the Fifth Amendment?
- 5 A. No.
- 6 Q. Are there any questions about No Guilt
7 Chocolate or Mark Goodley or his associates to which you
8 would not plead the Fifth Amendment to?
- 9 A. Not at this time.
- 10 Q. Are there any questions that I could ask you
11 regarding Nottingham Management, Inc., to which you
12 would not plead the Fifth Amendment?
- 13 A. No.
- 14 Q. There are any questions about Oxford Adams
15 Capital LLC, Oxford Adams Capital, Inc., or Oxford Adams
16 Corporation to which you would not plead the Fifth
17 Amendment?
- 18 A. No.
- 19 Q. Are there any questions about RussaCap, Inc.,
20 Unisource or Zahra Ghods to which you would not plead
21 the Fifth Amendment?
- 22 A. Not at this time.
- 23 Q. Are there any questions -- are there any
24 questions regarding Santa Fe Trail Group LLC, Santa Fe
25 Travel or Santa Monica LLC to which you would not plead

34

- 1 the Fifth Amendment?
- 2 A. Not at this time.
- 3 Q. Are there any questions that you would answer

4 regarding Seven Star Wine of Moldova, Inc., to which you
5 not plead the Fifth Amendment?

6 A. Not at this time.

7 Q. Are there any questions regarding St.
8 Augustine Capital LLLP to which you would not plead the
9 Fifth Amendment?

10 A. Not at this time.

11 Q. Are there any questions regarding Triangle
12 Capital LLC or Sparrow Capital LLC to which you would
13 not plead the Fifth Amendment?

14 A. Not at this time.

15 Q. Are there any questions regarding Waterways
16 Management to which you would not plead the Fifth
17 Amendment?

18 A. Not at this time.

19 Q. Are there any questions regarding Weston
20 Rutledge & Company Inc., Weston Rutledge Financial
21 Services Inc., or Zamindari Capital LLC to which you
22 would not plead the Fifth Amendment?

23 A. No.

24 Q. Are there any questions regarding Anthony
25 Staffiere to which you would not plead the Fifth

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1 Amendment?

2 A. No.

3 Q. Are there any questions regarding Thomas
4 Kenney or Robert Brown to which you would not plead the
5 Fifth Amendment?

6 A. No.

7 Q. Are there any questions with respect to the
8 following people to which you would not plead the Fifth
9 Amendment, Paul Robbins, Stuart Robbins, Carl Johnson,
10 Mark Goodley, Barry Beers, Melvin Mills, Ted Collins,
11 William Ritch, George Sumner, Michael Schiff, Donovan
12 Davidson, Betsy Bailey, Myra Ettenborough, Steve Arena,
13 the Picard Group, Inc., Jeff Priebe, Antonio Ruspoli,
14 Benedict King or Dino Nerozz?

15 A. No.

16 Q. Are you taking the Fifth as to those questions
17 regarding those persons?

18 A. Yes.

19 Q. Would you take the Fifth to questions
20 regarding IRA Resources Inc., Penso Pension Services
21 Inc, Entrust Administration, Inc.?

22 A. Yes.

23 Q. With respect of funds raised by the
24 receivership company, did you control the raising of
25 those funds from investors?

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1 A. Fifth Amendment.

2 Q. And you directed how those funds out of the
3 receivership companies were disposed of?

4 A. Fifth Amendment.

5 Q. You controlled what happened to investor funds
6 contained in the bank accounts of the receivership
7 companies?

8 A. Fifth Amendment.

9 Q. Mr. Gish, you told investors that their funds

- 10 and their investments were guaranteed, didn't you?
- 11 A. Fifth Amendment.
- 12 Q. Isn't it true that there was no creditworthy
- 13 guarantor of the investor funds?
- 14 A. Fifth Amendment.
- 15 Q. Investor funds were not insured?
- 16 A. Fifth Amendment.
- 17 Q. You were never able to personally repay all
- 18 investor funds?
- 19 A. Fifth Amendment.
- 20 Q. The receivership companies never had the
- 21 financial resources to repay investor funds?
- 22 A. Fifth Amendment.
- 23 Q. There was no security for investor funds?
- 24 A. Fifth Amendment.
- 25 Q. You told investors that their funds were

37

- 1 protected by collateral?
- 2 A. Fifth Amendment.
- 3 Q. And in fact investor funds were not protected
- 4 by collateral?
- 5 A. Fifth Amendment.
- 6 Q. You personally received more than 1.3 million
- 7 dollars from the receivership companies?
- 8 A. Fifth Amendment.
- 9 Q. And the transfer to you of more than 1.3
- 10 million dollars came from investor funds?
- 11 A. Fifth Amendment.
- 12 Q. Investor withdrawals of principal or supposed

13 interest were paid with other investors' s money?

14 A. Fifth Amendment.

15 Q. You led investors to believe that the
16 receivership companies were operating profitably?

17 A. Fifth Amendment.

18 Q. And they were not actually operating
19 profitably?

20 A. Fifth Amendment.

21 Q. Nearly 18 million dollars of investor funds
22 are unaccounted for?

23 A. Fifth Amendment.

24 MS. ODOM: I need a minute to look over
25 my notes, if Graham would like to ask some

38

1 questions.

2 EXAMINATION

3 BY MR. LOOMIS:

4 Q. Mr. Gish, I apologize if some of these
5 questions are going to be a little bit redundant of Ms.
6 Odom' s.

7 Mr. Gish, isn't it true that you paid
8 individuals referral fees for referring investors to
9 invest in the Zamindari, Lexington, Oxford Adams
10 programs?

11 A. Fifth Amendment.

12 Q. Isn't it true you told investors that the
13 Lexington program was a safe investment?

14 A. Fifth Amendment.

15 Q. Isn't it true that you told investors that

16 Lexington offered a guarantee with respect to their
17 principal?

18 A. Fifth Amendment.

19 Q. Isn't it true that you told investors that
20 Lexington guaranteed returns of around 4 to 6 percent
21 per month?

22 A. Fifth Amendment.

23 Q. Isn't it true that you told investors that
24 Lexington traded foreign currencies?

25 A. Fifth Amendment.

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1 Q. Isn't it true that you participated in the
2 preparation of offering literature that was given to
3 Lexington investors?

4 A. Fifth Amendment.

5 Q. Isn't it true that you told investors that the
6 Zamindari program invested in debt instruments?

7 A. Fifth Amendment.

8 Q. And it's also true that you told investors
9 that Zamindari purchased these instruments at discounts?

10 A. Fifth Amendment.

11 Q. And you also told investors that Zamindari
12 resold these instruments at a profit?

13 A. Fifth Amendment.

14 Q. And you also told investors that the Zamindari
15 program was risk free?

16 A. Fifth Amendment.

17 Q. And you also told investors that Zamindari
18 guaranteed principal against risk of loss?

19 A. Fifth Amendment.
20 Q. Isn't it true that you told investors that
21 Zamindari offered returns as high as 40 percent per
22 month?
23 A. Fifth Amendment.
24 Q. And isn't it true that you also offered
25 investors the opportunity to invest in short term

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1 Zamindari projects?
2 A. Fifth Amendment.
3 Q. And it's also true that you told investors
4 that they would receive a higher return from these short
5 term projects if they rolled their money over at the end
6 of the project as opposed to liquidating the investment?
7 A. Fifth Amendment.
8 Q. And isn't it true you told investors that
9 Oxford Adams was a program that invested in options?
10 A. Fifth Amendment.
11 Q. And isn't it true that you prepared or
12 participated in the preparation of offering literature
13 that was given to potential Zamindari investors?
14 A. Fifth Amendment.
15 Q. And isn't it true that you prepared or
16 participated in the preparation of offering literature
17 that was given to potential Oxford Adams investors?
18 A. Fifth Amendment.
19 Q. And isn't it true that Weston Rutledge acting
20 at your request distributed periodic account statements
21 to Zamindari, Lexington and Oxford Adams investors?

22 A. Fifth Amendment.
23 Q. And isn't it true there was no supporting
24 documentation that justified the returns that were
25 represented in those account statements?

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1 A. Fifth Amendment.
2 Q. And isn't it true that there was no other
3 support for the returns that were depicted in those
4 account statements sent to investors?
5 A. Fifth Amendment.
6 Q. And isn't it true that you operated the
7 receivership companies, that would be Zamindari,
8 Lexington, Oxford Adams, Weston Rutledge as a Ponzi
9 scheme?
10 A. Fifth Amendment.
11 Q. And isn't it true that you used new investor
12 funds to pay the returns or interest to the prior
13 investors in Zamindari, Lexington and Oxford Adams?
14 A. Fifth Amendment.
15 Q. And isn't it true that you co-mingled the
16 funds between Zamindari, Lexington and Oxford Adams
17 investors?
18 A. Fifth Amendment.
19 Q. And isn't it true that the fact that
20 Zamindari, Lexington and Oxford Adams operated as a
21 Ponzi scheme was never disclosed to investors?
22 A. Fifth Amendment.
23 Q. And isn't it true that you misappropriated
24 approximately 1.3 million dollars of investor funds?

25

A. Fi fth Amendment.

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1 Q. And isn't it true that investors were never
2 told that you misappropriated these funds?

3 A. Fi fth Amendment.

4 Q. And isn't it true that during the Zamindari
5 offering several investors asked you or warned you that
6 the Zamindari program resembled a fraudulent prime-bank
7 scheme?

8 A. Fi fth Amendment.

9 Q. Isn't it true that you never verified that the
10 funds for Zamindari were actually invested in any type
11 of debt obligation?

12 A. Fi fth Amendment.

13 Q. You were interviewed by the SEC prior to the
14 SEC filing a lawsuit in this matter, isn't that correct?

15 A. Yes, I was.

16 Q. And during that interview you were asked about
17 your involvement in the Lexington, Zamindari and the
18 Oxford Adams program, were you not?

19 A. Yes.

20 Q. And your response was that you told the SEC
21 that you only set up these companies and had no
22 involvement in the investments of any of these
23 companies, isn't that correct?

24 A. Fi fth Amendment.

25 Q. And you told the SEC that you had no

1 involvement in soliciting funds for any of these
2 programs, isn't that correct?

3 A. Fifth Amendment.

4 Q. And during the interview you were asked
5 whether Zahra Ghods was involved in the Zamindari,
6 Lexington and Oxford Adams program, is that correct?

7 A. Yes.

8 Q. And in response you told the SEC that Ms.
9 Ghods was only a family friend, isn't that correct?

10 A. Fifth Amendment.

11 Q. Isn't it true that you told the SEC that Zahra
12 was not involved in any way in Zamindari, Lexington or
13 Oxford Adams?

14 A. Fifth Amendment.

15 MR. LOOMIS: The SEC has no further
16 questions. Well, let me ask you this.

17 BY MR. LOOMIS:

18 Q. Are there any questions about the Zamindari
19 program to which you would not assert the Fifth
20 Amendment privilege?

21 A. Not at this time.

22 Q. Are there any questions about the Oxford Adams
23 programs to which you would not assert your Fifth
24 Amendment?

25 A. Not at this time.

1 Q. Are there any questions about the Lexington
2 International Fund to which you would not assert the

3 Fifth Amendment privilege?

4 A. Not at this time.

5 Q. Are there any documents that we could show you
6 that relate to Zamindari, Lexington, Oxford Adams or
7 Weston Rutledge to which you would not assert your Fifth
8 Amendment privilege today?

9 A. Not at this time.

10 MR. LOOMIS: We have no further
11 questions.

12 FURTHER EXAMINATION

13 BY MS. ODOM:

14 Q. Mr. Gish, if I asked you all the questions
15 that Mr. Loomis of the SEC asked you where you invoked
16 the Fifth Amendment, would you give me the same
17 response?

18 A. Yes, I would.

19 MS. ODOM: I'm going to mark one more
20 document.

21 (Exhibit No. 103
22 was marked for identification
23 by the reporter.)

24 BY MS. ODOM:

25 Q. Mr. Gish, I'm handing you what's been marked

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1 as Exhibit 103, which is a financial statement that your
2 attorneys provided to us during this litigation. If you
3 could look at this document and let me know if it is
4 accurate as we sit here today as to assets that you
5 currently own?

6 A. Fi fth Amendment.

7 Q. Mr. Gi sh, was Exhi bi t 103 accurate at the time
8 i t was provided to us during thi s l i t i g a t i o n ?

9 A. Fi fth Amendment.

10 Q. Mr. Gi sh, as of the time that thi s was
11 provided to us, was i t accurate as to all the assets
12 that you owned?

13 A. Fi fth Amendment.

14 Q. Have you sold any of the assets or otherwise
15 disposed or transferred any of the assets listed on
16 Exhi bi t 103 since the beginning of thi s l i t i g a t i o n i n
17 May of 2006?

18 A. Fi fth Amendment.

19 MR. SMITH: Let me also interpose an
20 objection in that i t ' s -- in my opi ni on
21 thi s document was as i t states in the first
22 sentence in offer of settlement and
23 compromi se, so we' re going to object to
24 thi s l i n e of questions on that basis as
25 well .

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1 BY MS. ODOM:

2 Q. Mr. Gi sh, have you sold any of the vehi cl es or
3 otherwise transferred the vehi cl es l i s t e d on Exhi bi t 103
4 since May of 2006?

5 A. Fi fth Amendment.

6 Q. Mr. Gi sh, can you tell us the current
7 whereabouts of Zahra Ghods?

8 A. Fi fth Amendment.

9 Q. If I asked you any questions regarding
10 investor funds concerning this receivership, would you
11 answer them?

12 A. Not at this time.

13 Q. And is that on the basis of the Fifth
14 Amendment?

15 A. Yes.

16 Q. Are there any questions that I can ask you
17 about any of the receivership companies or the Weston
18 Rutledge Financial Services business to which you would
19 not plead the Fifth Amendment?

20 A. No.

21 Q. Are there any questions regarding your assets
22 that I could ask you to which you would not plead the
23 Fifth Amendment?

24 A. No.

25 MS. ODOM: I have no further questions.

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1 MR. LOOMIS: I don't have any further
2 questions.

3 (Deposition concluded at 11:10 a.m.)

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C E R T I F I C A T E

G E O R G I A:
FULTON COUNTY:

I hereby certify that the foregoing deposition was taken down, as stated in the caption, and the questions and the answers thereto were reduced to printing under my direction; that the preceding pages represent a true and correct transcript, to the best of my ability, of the evidence given by said witness upon said hearing. And I further certify that I am not of kin or counsel to the parties to the case; am not

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15 in the regular employ of counsel for any
16 of said parties; nor am I in anywise
17 interested in the result of said case.

18 This, the 15th day of November, 2006.

19

20

21 -----
Teresa Bi shop, RPR, RMR
22 CCR No. B-307
My commi ssi on expi res 11-21-07.

23

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