

Subj: RE: Urgent  
Date: 2/1/01 4:39:00 PM Pacific Standard Time  
From: todd@globaltowers.com (todd burke)  
Reply-to:  
To: MRCHRISO@aol.com  
CC: bghcpa@ecentral.com (Kim Gleason (E-mail)), ralph.blasingame@globaltowers.com (Ralph Blasingame (E-mail)), clarkp@hro.com (Phil Clark (E-mail))

Chris,

After speaking with you this afternoon, I expect that there is a better understanding of how our corporation is growing and how I am working on the housekeeping issues.

As I mentioned in our conversation, our attorneys have been Holmes, Roberts, and Owens for some time now, and it would be impossible for Julia Sylva to know much about what Board of Directors minutes or approvals have transpired due to her inactivity as our corporate council.

There have been board minutes and or signed approvals on any major changes or decisions to date in GTI. There have not been many meetings held, since we are a smaller firm and our focus has been on our production and fast growth in this industry. Our shareholders are overdue an annual shareholders meeting and that will be addressed in the immediate future.

Our focus from day one has been to build a telecommunication company focused on services and telecommunication reoccurring revenues through various means. We have hired and built an internal management team to be able to support the growth from an administrative standpoint. We are currently working with our attorneys on many issues including possible reincorporating in Delaware, Initiation of the Employee Stock Option Plan, which has been drafted, all real estate agreements for our tower division, human resource issues, and shareholders and BOD matters.

I expect that you will be in touch with us to more closely examine our activity as you are clearly most imited to do so. I would also offer a purchase back agreement for your stock, if you are not able to feel comfortable with the growth and well being of GTI. This, of course, would have to be discussed with the board and you at a later time.

We will keep you informed of a proposed shareholders meeting.

Thanks,

Todd

-----Original Message-----

From: MRCHRISO@aol.com [mailto:MRCHRISO@aol.com]  
Sent: Thursday, February 01, 2001 4:49 PM  
To: todd@globaltowers.com; bghcpa@ecentral.com  
Cc: sylvaj@brandfarrar.com  
Subject: Urgent

Dear Todd,

Subj: **Improper conduct**  
Date: 4/26/02 2:16:02 PM Pacific Daylight Time  
From: **RebGoodman**  
To: **MR\_CHRISSO**

Chris,

At the end of this e-mail is a list of Todd/GT improprieties. Please pardon my delay in getting this to you. If there is anything I have left out just let me know. I will be working this weekend (to make up for any lost time) and intend to turn this list into a more detailed account of legal liability and the associated damages for which you may recover (ideally in the form of an attractive buy-out or other negotiated transaction).

Rebecca

**IMPROPER CONDUCT BY TODD BURKE  
AND/OR OFFICERS AND DIRECTORS OF GLOBAL TOWERS, INC.**

- Use of company assets to fund competing business for personal gain (breach of fiduciary duty; usurpation of corporate opportunity)
- Use of company assets to pay personal credit card or other debt (breach of fiduciary duty; theft)
- Company loans to/from interested directors (breach of fiduciary duty)
- Improper repurchase of shares (unable to pay dividends, interested transaction)
- Improper issuance of shares (possible securities law violation)
- Lack of corporate formalities e.g., infrequent meetings, sketchy minutes (piercing corporate veil, business judgment not substantiated)
- Excessive employee salaries, car leases and other mismanagement
- Failure to inform corporate officers and directors of important transactions or opportunities
- Failure to monitor corporate activities
- Inadequate accounting and financial records
- Unfair treatment of minority shareholders

1 LAW OFFICE OF CHRISTOPHER J. VAN SON  
 2 Christopher J. Van Son, Esq. (State Bar No.133440)  
 3 Post Office Box 1127  
 4 Oak View, California 93022

5 TELEPHONE: 805-798-0719  
 6 FACSIMILE: 805-646-9775

7 Attorney for Plaintiffs  
 8 Christopher Outwater, Anne-Michele Van Son, Christopher J. Van Son, William Babcock, AJ  
 9 Woronovich, Inc., a California corporation, and Triton Group Realty Advisors, Inc., a California  
 10 corporation

11 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**  
 12 **FOR THE COUNTY OF SANTA BARBARA**

13 Christopher Outwater, an individual, Anne-  
 14 Michele Van Son, an individual, Christopher J.  
 15 Van Son, an individual, William Babcock, an  
 16 individual, AJ Woronovich, Inc., a California  
 17 corporation, and Triton Group Realty Advisors,  
 18 Inc., a California corporation.  
 19 Plaintiffs,

20 vs.

21 GlobalTowers, Inc., a California corporation,  
 22 Todd Burke, an individual, Ralph Blasingame,  
 23 an individual, Gary Wester, an individual, and  
 24 DOES 1 through 100, inclusive,  
 25 Defendants.

Case No.

**COMPLAINT FOR:**

- 1. **BREACH OF FIDUCIARY DUTY;**
- 2. **FRAUD IN THE INDUCEMENT;**
- 3. **FRAUD; and**
- 4. **PUNITIVE DAMAGES.**

26 Plaintiffs Christopher Outwater, an individual, Anne-Michele Van Son, an individual,  
 27 Christopher J. Van Son, an individual, William Babcock, an individual, AJ Woronovich, Inc., a  
 28 California corporation, and Triton Group Realty Advisors, Inc., a California corporation., allege:

**GENERAL ALLEGATIONS**

1. Plaintiffs Christopher J. Van Son and Anne-Michele Van Son are, and at all times relevant herein were, individuals residing in the State of California, County of Ventura. Plaintiffs

1 are the record holder of twenty thousand (20,000) shares of the common stock of defendant  
2 corporation.

3 2. Plaintiff Christopher Outwater is, and at all times relevant herein was, an individual  
4 residing in the State of California, County of Santa Barbara. Plaintiff is the record holder of nine  
5 hundred thousand (900,000) shares of the common stock of defendant corporation.

6 3. Plaintiff William Babcock, and at all times relevant herein is an individual residing  
7 in the State of California, County of Los Angeles. Plaintiff is the record holder of two hundred  
8 thousand (200,000) shares of the common stock of defendant corporation.

9 4. Plaintiff AJ Woronovich, Inc., is, and at all times relevant herein was,  
10 a California corporation with their main business office located in the State of California, County  
11 of Ventura. Plaintiff is the record holder of sixteen thousand (16,000) shares of the common  
12 stock of defendant corporation.

13 5. Plaintiff Triton Group Realty Advisors, Inc. is, and at all times relevant herein was,  
14 a California corporation with their main business office located in the State of California, County  
15 of Ventura. Plaintiff is the record holder of sixteen thousand (16,000) shares of the common  
16 stock of defendant corporation.

17 6. Plaintiffs are informed and believe and thereon allege that defendant  
18 GlobalTowers, Inc., (hereinafter "Company") is a California corporation established in the  
19 County of Santa Barbara, State of California, and at all times relevant herein maintained an office  
20 in the County of Santa Barbara, State California.

21 7. Defendant Todd Burke, is now, and at all times mentioned in this complaint was  
22 Chairman of the Board of Directors and Chief Executive Officer of GlobalTowers, Inc., a  
23 California corporation.

24  
25 8. Defendant Ralph Blasingame, is now, and at all times mentioned in this complaint  
26 was a member of the Board of Directors and an officer of GlobalTowers, Inc., a California  
27 corporation.

28 9. Defendant Gary Wester, is now, and at all times mentioned in this complaint was a

1 member of the Board of Directors of Global Towers, Inc., a California corporation.

2 10 Plaintiffs are ignorant of the true names and capacities, whether individual,  
3 corporate, associate, or otherwise, of Defendants, sued herein as Does 1 through 100, inclusive,  
4 and therefore sue these Defendants by such fictitious names. Plaintiff will amend this complaint to  
5 allege their true names and capacities when the same have been ascertained. Plaintiffs are  
6 informed and believe, and thereon allege, that each of the fictitiously named Defendant is  
7 responsible in some manner for the occurrences herein alleged, and that Plaintiffs' damages as  
8 herein alleged were proximately caused by Defendants' acts.

9 11. Petitioners/Plaintiffs are informed and believe, and thereon allege, that at all times  
10 and places mentioned herein, each Defendant was the agent, servant and employee of each of the  
11 other Defendants, and in doing the things hereinafter alleged, was acting within the scope, course  
12 and purpose of such agency, service and employment.

13 12. When it is alleged expressly or by implication that Defendants, or any of them,  
14 engaged in any conduct, the allegation means all of the following:

15 a. The conduct was engaged in actively by one or more of the Defendants, including  
16 those specifically alleged, and

17 b. The conduct which was engaged in by the remaining Defendants named in the  
18 particular cause of action by virtue of the relationship among all Defendants against whom a cause  
19 of action is pled and within the scope of those relationships pursuant to the joint enterprise for  
20 profit; and

21 c. The conduct of each Defendant was authorized, ratified, and/or adopted by the  
22 remaining Defendants.

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25 **FIRST CAUSE OF ACTION**

26 **BREACH OF FIDUCIARY DUTY;**

27 **(Against Defendants Todd Burke, Ralph Blasingame and Gary Wester and DOES 1 to 25)**

28 13. Plaintiffs incorporate, as though fully set forth herein, each and every allegation of

1 the paragraphs of the complaint including 1 to 12, inclusive.

2 Defendants Todd Burke, Ralph Blasingame and Gary Wester all serve on the  
3 Board of Directors of globalTowers, inc., a California corporation, and owe a fiduciary duty to  
4 plaintiffs and all other shareholders of record.

5 14. Plaintiffs allege that defendants Todd Burke, Ralph Blasingame and Gary Wester  
6 breached their fiduciary duties to the Company's shareholders by engaging in a conspiracy to gain  
7 control of the corporation by redeeming the shares of common stock held by Martin Snyder and  
8 granting Ralph Blasingame an option to purchase shares at a greatly reduced share price.

9 15. Plaintiffs allege that defendants Todd Burke, Ralph Blasingame and Gary Wester  
10 thereafter managed and operated the Company to their personal advantage and to the detriment of  
11 plaintiffs, thereby breaching their fiduciary duties to the Company, plaintiffs and shareholders.  
12 Plaintiffs have been damaged by these actions.

13 16. Plaintiffs further allege that defendants Todd Burke and Ralph Blasingame  
14 breached their fiduciary duties by misappropriating and unlawfully expending corporate funds for  
15 personal use and gain. As a result plaintiffs have damaged by these actions, but the extent of the  
16 damage is unknown at this time.

17 17. Plaintiffs further allege that defendants Todd Burke and Ralph Blasingame  
18 breached their fiduciary duties to the Company and its shareholders when they failed to inform  
19 and vote in accordance with the Company's by-laws of a tender offer by an individual named Jack  
20 Bray. As a result plaintiffs have damaged by these actions.

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**SECOND CAUSE OF ACTION**

**FRAUD IN THE INDUCEMENT**

**(Against Defendants globalTowers, Inc., Todd Burke, Ralph Blasingame and DOES 25 to 50)**

1 18. Plaintiffs incorporate, as though fully set forth herein, each and every allegation of  
2 the paragraphs of the complaint including 1 to 17, inclusive.

3 19. Plaintiffs allege that defendants Globaltowers, Inc., Todd Burke and Ralph  
4 Blasingame, engaged in a scheme to defraud plaintiffs and other investors, by making numerous  
5 misrepresentations and false utterances concerning the Company's finances and financial well  
6 being, inducing plaintiffs to purchase shares of the Company's common stock based on said  
7 misrepresentations.

8 20. Each of the representations set forth herein were made with an intent to defraud,  
9 or with reckless disregard for the truth, and were relied upon by plaintiffs. As a result plaintiffs  
10 have damaged by these actions.

11 **THIRD CAUSE OF ACTION.**

12 **FRAUD**

13 **(Against Defendants globalTowers, Inc., Todd Burke, Ralph Blasingame and Gary Wester**  
14 **and DOES 50 to 75)**

15 21. Plaintiffs incorporate, as though fully set forth herein, each and every allegation of  
16 the paragraphs of the complaint including 1 to 21, inclusive.

17 Plaintiffs allege that defendants Todd Burke, Ralph Blasingame and Gary Wester  
18 defrauded plaintiffs and shareholders by having misappropriated and unlawfully expended  
19 corporate funds for personal use and gain. Plaintiffs have been damaged by these actions.

20 22. Plaintiffs further allege that defendants Todd Burke, Ralph Blasingame and Gary  
21 Wester committed fraud against the Company and its shareholders when, as the only members of  
22 the Board Of Directors, they agreed to redeem the shares of the Company's stock held by Martin  
23 Snyder to gain control of the Company despite the Company's financial ability to do so. Plaintiffs  
24 have been damaged by these actions.

25 23. Plaintiffs further allege that defendants Todd Burke and Ralph Blasingame  
26 committed fraud against the Company and its shareholders when they failed to inform and hold a  
27 shareholder vote, in accordance with the Company's by-laws, of a tender offer by an individual  
28 named Jack Bray. As a result plaintiffs have damaged by these actions.

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**FOURTH CAUSE OF ACTION**

**PUNITIVE DAMAGES**

**(Against Defendants Todd Burke, Ralph Blasingame, Gary Wester and DOES 75 TO 100)**

24. Plaintiffs incorporate, as though fully set forth herein, each and every allegation of the paragraphs of the complaint including 1 to 23, inclusive.

25. Plaintiffs allege that defendants Todd Burke, Ralph Blasingame and Gary Wester acted willfully, intentionally and with malice when they abused and disregarded their duties as Members of the Board of Directors with respect to the Company and its shareholders by committing the various acts contained in these causes of action.

26. Plaintiffs allege that defendants actions are despicable and that exemplary damages are appropriate.

WHEREFORE, Plaintiffs pray for judgment against the Defendants, and each of them, as follows:

**ON THE FIRST CAUSE OF ACTION:**

- 1. For a writ of mandate ordering Defendant globalTowers, Inc. to be placed under the supervision of a receiver to be determined by the court;
- 2. For compensatory and special damages according to proof;
- 6. For reasonable attorneys fees incurred prosecuting this action;
- 7. For costs of suit;
- 8. For other relief as the court deems just and proper.

**ON THE SECOND CAUSE OF ACTION:**

- 1. For a declaration of the rights and obligations of the parties and an injunction rescinding plaintiffs' purchase of shares of common stock in the Company;
- 2. For a declaration and injunction requiring that defendants, and all of them, redeem the shares of common stock held by plaintiffs for their purchase price;

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- 3. For interest in the amount of ten percent (10%) annual to be accrued as of the date of initial investment;
- 3. For costs of suit incurred;
- 4. For such other and additional relief as the court may deem just and proper.

ON THE THIRD CAUSE OF ACTION:

- 1. For punitive damages;
- 2. For compensatory and special damages according to proof;
- 3. For costs of suit incurred;
- 4. For such other and additional relief as the court may deem just and proper.

ON THE FOURTH CAUSE OF ACTION:

- 1. For punitive damages;
- 2. For attorneys fees;
- 3. For costs of suit;
- 4. For other relief as the court deems just and proper.

Dated: August 9, 2002

LAW OFFICE OF CHRISTOPHER J. VAN SON



Christopher J. Van Son  
Attorney