

CARL J. KUNASEK
CHAIRMAN

JIM IRVIN
COMMISSIONER

WILLIAM A. MUNDELL
COMMISSIONER



ARIZONA CORPORATION COMMISSION

BRIAN C. McNEIL
EXECUTIVE SECRETARY

MARK SENDROW
DIRECTOR

SECURITIES DIVISION
1300 West Washington, Third Floor
Phoenix, AZ 85007-2996
TELEPHONE: (602) 542-4242
FAX: (602) 594-7470
E-MAIL: accsec@ccsd.cc.state.az.us

December 13, 2000

Clair W. Langmaid, Esq.
Merritt & Tenney LLP
200 Galleria Parkway, N.W., Ste. 500
Atlanta, GA 30339-3183

RE: No-action request of World Internet Holdings, Inc.
A.A.C. R14-4-136

Dear Mr. Langmaid:

The Securities Division has reviewed World Internet Holding Inc's no-action request dated March 20, 2000, with supplemental information provided July 6, 2000 and November 15, 2000. On the basis of the information set forth in these letters, the Securities Division declines to issue a no-action letter.

This position is premised upon the facts set forth in your letters, it should not be relied on for any other set of facts or by any other person. I have attached a photocopy of your letters containing the facts upon which this position is based.

Very truly yours,

A handwritten signature in cursive script that reads "Mark Sendrow".

MARK SENDROW
Director of Securities

MS:sd
Attachments

MERRITT & TENNEY LLP

ATTORNEYS AT LAW

SUITE 500

200 GALLERIA PARKWAY, N. W.

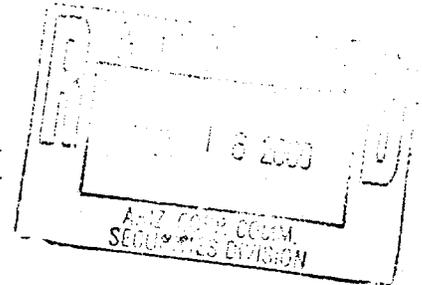
ATLANTA, GEORGIA 30339-3183

TELEPHONE (770) 952-6550

FACSIMILE (770) 952-0028

November 15, 2000

VIA FEDERAL EXPRESS
STANDARD OVERNIGHT DELIVERY



Sharleen A. Day
Associate General Counsel
Arizona Corporation Commission
Securities Division
1200 West Washington, Third Floor
Phoenix, AZ 85007-2996

Re: No-action request of World Internet Holdings, Inc.
File No. S-0067484-NOAC

Dear Ms. Day:

In response to your letter to me of October 23, 2000 regarding the above, I wish to advise that:

1. The I-Associates referred to in my letter of March 20, 2000 are independent contractors who perform the function of marketing consultants who promote the internet service provider ("ISP") operated by DotPlanet.com, Inc. and encourage consumers to subscribe to this ISP. I-Associates also market other "high tech" goods and services offered by DotPlanet.com, Inc. to consumers, including internet advertising, long distance phone service, cellular phone service, paging service, home and personal security devices and computer based hardware and software. DotPlanet.com, Inc.'s, a wholly owned subsidiary of World Internet Holdings, Inc., the issuer.

Section (c)(1) of the federal Rule 701 sets forth three special requirements for consultants and advisors that must be met in order for the exemption from registration under the Rule to be available. First, the consultants or advisors must be natural persons. All I-Associates are natural persons. Second, they must provide *bona fide* services to the issuer, its parents, its majority-owned subsidiaries or majority owned

subsidiaries of the issuer's parent. I-Associates are contractually associated with one or more second tier, wholly-owned subsidiaries of the issuer, World Internet Holdings, Inc., and provide *bona fide* marketing services, described above, to DotPlanet.com, Inc., a first tier, wholly owned subsidiary of World Internet Holdings, Inc.

The third and final special requirement of Rule 701 that must be satisfied to obtain the exemption is that the consultants do not render services in connection with the offer or sale of securities in a capital-raising transaction, and do not directly or indirectly promote or maintain a market for the issuer's securities.

I-Associates do not market anything other than the products and services mentioned above. They are not, in any way, engaged in capital raising activities on behalf of the issuer, World Internet Holdings, nor do they promote or maintain a market for the issuer's securities. All of World Internet Holdings, Inc. common stock is currently privately held. Therefore, there is no public market to be promoted or maintained. No capital can be raised upon the grant of options under the Plan since the options will be granted for no monetary consideration. It is not expected that any active market will develop for the issuer's stock even upon the exercise of the stock options unless the underlying stock issuable upon exercise is registered. The issuer does not expect to register the stock since it is relying upon Rule 701 and Arizona's Rule 136, which provide exemptions from registration not only for the grant of compensatory options but also for the stock to be issued upon the exercise of such option. The issuer will, however, provide optionees with periodic financial information and other material information that they may request relating to the business of the issuer.

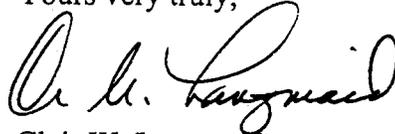
2. The following details the relationships among World Internet Holdings, Inc., WMA Securities, Inc., Zillionaire.com, Inc. DotPlanet.com, Inc. and Broadband Marketing Corporation. As mentioned above, DotPlanet.com, Inc. and Broadband Marketing Corporation are wholly-owned subsidiaries of World Internet Holdings, Inc., the issuer under the Plan. Zillionaire.com, Inc., is a wholly owned subsidiary of Broadband Marketing Corporation. WMA Securities, Inc. is a wholly owned subsidiary of World Financial Group, Inc. World Internet Holdings, Inc. and World Financial Group have common ownership.

WMA Securities, Inc., is an affiliate of World Internet Holdings, Inc., by virtue of the fact that they are under common control. We do not believe, however, that the 1998 administrative order against WMA Securities, Inc., would disqualify World Internet Holdings, Inc., for an

exemption under Arizona Rule 136 by virtue of the five "bad boy" provisions of subsection C. of Rule 136. The 1998 order does not fall within any of the five disqualifying provisions. Provisions one through three and provision five patently do not apply. We also believe that the fourth provision would not disqualify World Internet Holdings since the order was not issued directly in connection with purchase or sale of securities, but rather was issued in connection with the failure of WMA Securities, Inc. to supervise its registered representatives.

Should you require any further information relating to this matter, please do not hesitate to contact me.

Yours very truly,

A handwritten signature in cursive script, appearing to read "Clair W. Langmaid".

Clair W. Langmaid

CWL/jrh

CARL J. KUNASEK
CHAIRMAN

JIM IRVIN
COMMISSIONER

WILLIAM A. MUNDELL
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October 23, 2000

Clair W. Langmaid, Esq.
Merritt & Tenney LLP
Suite 500
200 Galleria Parkway, N.W.
Atlanta GA 30339-3183

Re: No-action request of World Internet Holdings, Inc.
File No. S-0067484-NOAC

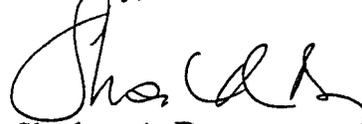
Dear Mr. Langmaid:

Per our conversation of this date, the Division requests the following additional information in the processing of your no-action request for the above-captioned issuer.

1. Please provide detail concerning the specific activities in which the I-Associates will engage and how such conduct fits into the definition of consultant under SEC rule 701.
2. Please note that the Division has a 1998 administrative order against World Market Alliance Securities, Inc. (WMA Securities, Inc.). Please detail the relationships among World Internet Holdings, Inc., WMA Securities, Zillionaire.com, DotPlanet.com, Inc., or Broadband Marketing Corporation. Specifically, please address whether any of these entities are affiliates of World Internet Holdings, Inc. as that term relates to the disqualification provisions under Rule 136.

If you have any questions concerning this request, please contact me via telephone at (602) 542-0679 or via e-mail at sd@ccsd.cc.state.az.us. Thank you.

Sincerely,


Sharleen A. Day
Associate General Counsel

SAD/me

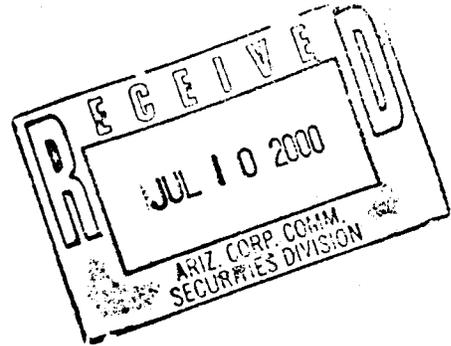
1200 WEST WASHINGTON, PHOENIX, ARIZONA 85007 / 400 WEST CONGRESS STREET, TUCSON, ARIZONA 85701

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MERRITT & TENNEY LLP

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200 GALLERIA PARKWAY, N.W.
ATLANTA, GEORGIA 30339-3183

TELEPHONE (770) 952-6550
FACSIMILE (770) 952-0028



July 6, 2000

Ms. Sharleen A. Day
Associate General Counsel
Arizona Corporation Commission
Securities Division
1300 West Washington, Third Floor
Phoenix, AZ 85007-2996

Re: No Action request of World Internet Holdings, Inc.
File No. S-0067484-NOAC

Dear Ms. Day:

In accordance with your letter to me of June 29, 2000 regarding the above no action request, we hereby state that the issuer is not disqualified from using A.A.C. R14-4-136 ("Rule 136") since none of its predecessors, affiliates, directors, officer, directors, officers, general partners, or beneficial owners of more than 10% or more of any class of its equity securities has been, or is now, subject to any of the five enumerated matters set forth in your letter. I trust that this statement will be sufficient for your purposes. If it is not, for any reason, please let me know as soon as possible so that we can take prompt steps to comply with your requirements prior to your no action committee meeting.

Yours truly,

Clair W. Langmaid

CWL/jrh

cc: James F. Tenney, Esq.

CARL J. KUNASEK
CHAIRMAN

JIM IRVIN
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WILLIAM A. MUNDELL
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ARIZONA CORPORATION COMMISSION

June 29, 2000

Clair W. Langmaid, Esq.
Merritt & Tenney LLP
Suite 500
200 Galleria Parkway, N.W.
Atlanta GA 30339-3183

Re: No-action request of World Internet Holdings, Inc.
File No. S-0067484-NOAC

Dear Mr. Langmaid:

As we have previously discussed, the Arizona Securities Division is in receipt of your no-action request for World Internet Holdings, Inc. under Arizona rule A.A.C. R14-4-136. The no-action committee is preparing to meet in the next few weeks to discuss this request among others. In order to act upon your request, the Division requests a statement that the issuer is not disqualified from using A.A.C. R14-4-136 ("Rule 136") by any of the following:

An exemption pursuant to Rule 136 is not available for the securities of an issuer if the issuer or any of its predecessors, affiliates, directors, officers, general partners, or beneficial owners of 10% or more of any class of its equity securities:

1. Has been convicted of offenses listed in A.R.S. § 13-2301(D)(4) or of a felony involving racketeering or a transaction in securities or of which fraud is an essential element.
2. Has been convicted within the 10 years before any issuance of securities under this Section, or at any time thereafter, of a misdemeanor involving racketeering or a transaction in securities or of which fraud or dishonesty is an essential element.
3. Is subject to an order, judgment, or decree of a court of competent jurisdiction entered within 10 years of the date of any issuance of securities under this Section enjoining or restraining it from engaging in or continuing any conduct or practice in connection with the sale or purchase of securities or involving fraud, deceit, racketeering, or consumer protection laws.
4. Has been subject to any state or federal administrative order or judgment in connection with the purchase or sale of securities entered within 5 years before any issuance of securities under this Section or at any time thereafter.
5. Is subject to an order of an administrative tribunal, self-regulatory organization, or the Securities and Exchange Commission denying, suspending, or revoking membership or

1200 WEST WASHINGTON, PHOENIX, ARIZONA 85007 / 400 WEST CONGRESS STREET, TUCSON, ARIZONA 85701

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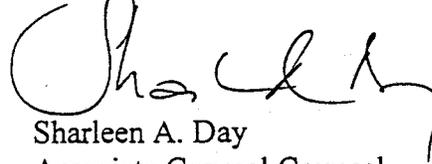
registration as a broker or dealer in securities or as an investment adviser or investment adviser representative for a period of 6 months or more.

Please note that any of the previous disqualifications cease to exist if any one of the following occurs.

1. The basis for the disqualification has been removed by the jurisdiction creating it.
2. The jurisdiction in which the disqualifying event occurred issues a written waiver of the disqualification.
3. The jurisdiction in which the disqualifying event occurred declines in writing to enforce the disqualification.

If the issuer had been subject to one of the disqualifications, but such disqualification has ceased to exist under any of these basis, please detail those circumstances. If you have any questions concerning this, please contact me via telephone at (602) 542-0679 or via e-mail at sd@ccsd.cc.state.az.us. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Sharleen A. Day". The signature is fluid and cursive, with a large initial "S" and "D".

Sharleen A. Day
Associate General Counsel

SAD/me

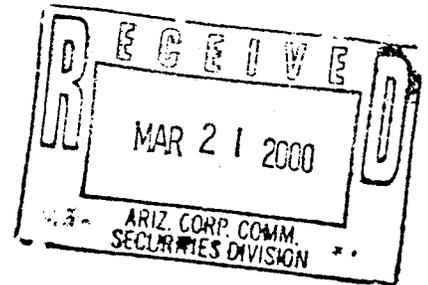
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ATLANTA, GEORGIA 30339-3183

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March 20, 2000

VIA 2ND DAY FEDERAL EXPRESS



Associate General Counsel
Arizona Corporation Commission
Division of Securities
1300 West Washington, Third Floor
Phoenix, AZ 85007

Re: Request for "No Action" Letter Regarding Exemption from Registration Pursuant to Section 44-1844(A)(14) of The Arizona Revised Statutes and Section R14-4-136 of The Arizona Administrative Code

Dear Sir or Madam:

On behalf of World Internet Holdings, Inc., a Delaware corporation based in Duluth, Georgia (the "Company"), we are respectfully requesting confirmation that, based upon the facts and representations set forth below, the Division of Securities will not recommend any enforcement action against the Company, or its wholly owned subsidiaries or the Company's parent and its wholly owned subsidiaries, in connection with the issuance of stock options and common stock of the Company upon the exercise of the options issued under a compensatory stock option plan as adopted by the Company and described below.

FACTS:

The Company was organized on January 14, 2000 as a holding company. The Company currently owns all of the outstanding common stock of two operating subsidiaries, DotPlanet.com, Inc. ("DotPlanet") and Broadband Marketing Corporation ("Broadband"). DotPlanet owns and operates an internet web portal and an internet service provider ("ISP"). This web portal began commercial operations in the fall of 1999. The web portal offers a broad spectrum of information to its subscribers and provides links to various vendors which offer products and services to subscribers. DotPlanet's web portal is maintained by a third party contractor. DotPlanet markets its web portal directly over the internet and indirectly through Broadband and its subsidiaries which provide marketing services to DotPlanet through a world-wide network of independent contractor, marketing consultants, referred to as I-Associates, who encourage others to register as subscribers to the DotPlanet's web portal.

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The Company's parent also has operations through subsidiary corporations which also provide marketing services to the parent's subsidiaries through independent contractor, marketing consultants.

The Company's Stock Option Plan

As start up operations, neither the Company nor its subsidiaries have sufficient resources to adequately compensate their respective employees, officers and directors, as well as the I Associates and other independent marketers affiliated with the Company's parent and its subsidiaries for their marketing services. The Company's Board of Directors and stockholders have adopted a compensatory stock option plan for the benefit of the above mentioned and other designated persons. The World Internet Holdings, Inc., 2000 Non-Qualified Stock Option Plan (the "Plan") as adopted, authorizes the issuance of options to purchase a maximum of 27,000,000 shares common stock of the Company to participants in the Plan, at an exercise price per share determined at the time of grant by the Company's Board of Directors. Participation in the Plan is limited to employees, officers, directors and independent contractors of the Company, its subsidiaries (including DotPlanet and Broadband), its parent and the parent's wholly owned subsidiaries. A participant in the Plan is not required to pay any monetary consideration for the issuance of options that he or she earns under the Plan. The exercise price for each option is determined by the Company's Board of Directors as of the date of grant of an option. In many cases, it is expected that this price will be a nominal sum. The Plan will not become qualified under Section 401 of the Internal Revenue Code.

Options issued under the Plan will be exercisable after the first anniversary of issuance and will terminate ten years from the date of issuance. Except for transfers to family trusts or family partnerships, options are not transferable other than by will or pursuant to descent and distribution statutes in the event of the option holder's death. One-third of the shares subject to an option become vested and exercisable under the Plan after the first anniversary of the grant. An additional one-third of the shares become vested and exercisable after the second anniversary of the grant. All shares become vested and exercisable after the third anniversary of the grant. The Company does not intend to issue, in any continuous twelve month period, options for common stock having a value of more than \$1,000,000.00 based upon exercise price. In the event an option holder ceases to be an eligible participant (i.e.- his or her relationship with the Company, or an affiliate has terminated), for reasons other than "for cause", all unexercised, vested options may be exercised at any time within three months after termination or they lapse, unless otherwise provided in the option agreement. If termination is "for cause", all outstanding options lapse on the date of termination. The common stock of the Company to be issued in Arizona upon exercise of the stock options will be "restricted stock" and may not be resold except pursuant to an effective registration statement or an available

exemption from registration. The stock certificates issued upon exercise of the options will bear a restrictive legend to that effect.

THE LAW:

Exemption from Federal Registration pursuant to Rule 701

The Company is relying upon the exemption from federal registration provided by Rule 701 adopted by the Securities and Exchange Commission ("SEC") pursuant to the provisions of Section 3(b) of the Securities Act of 1933 (the "33 Act"). Rule 701, as amended February 25, 1999, provides an exemption from registration to companies who wish to offer securities to their own employees, directors, consultants and advisors, as well as to those of their majority owned subsidiaries, their parent, and the majority owned subsidiaries of the issuer's parent. The Company is the common parent of DotPlanet and Broadband. Section (c)(1) of Rule 701, as amended, provides coverage for independent consultants and advisors who provide *bona fide* services to the issuer, its parents, its majority owned subsidiaries or majority owned subsidiaries of the issuer's parent. The independent contractor consultants associated with the Company's wholly owned subsidiaries, DotPlanet and Broadband, and the latter's subsidiaries, as well as those associated with the wholly owned subsidiaries of the Company's parent, provide *bona fide* services to the Company, its subsidiaries or the subsidiaries of the Company's parent.. Their services are not rendered in connection with any capital raising activities and do not directly or indirectly promote or maintain any market for the Company's securities. The Company's common stock is currently privately owned. The Company is offering options to its employees, officers, directors, and independent contractor consultants associated with it, and to employees, officers, directors and independent contractor consultants associated with its subsidiaries and its parent, and its wholly owned subsidiaries as partial compensation for services rendered or to be rendered, including, but not limited to, marketing services of directing users to DotPlanet's web portal.

Availability of exemption from registration in Arizona

Section 44-1844(A)(14) of the Arizona Revised Statutes exempts transactions involving employee stock option plans which meet the requirements for qualification under the United States Internal Revenue Code. The Company's Plan is a non-qualified plan. The 1994 amendments to A.A.C. R14-4-136, adopted pursuant to the above statute, do not, by their terms, limit the exemption to qualified plans, and according to the Division's 1994 Order proposing the amendments, was intended to provide an exemption identical to that provided by the Federal Rule 701 which was not limited to qualified plans. Among the findings of facts of the Division's 1994 recommendations to the Arizona Corporation Commission which recommended the amendments to R14-4-136 was: "The purpose of the proposed amendments to the Rule are to

further nationwide uniformity in the application of this amendment." Limiting the exemption only to qualified benefit plans tends to run contrary to the Division's stated intention of furthering nationwide uniformity and unnecessarily restricts the application of the exemption.

Rule 701 was amended in February, 1999 to extend the exemption from registration to not only employees, officers, directors and consultants of the issuer and its subsidiaries, but also to those of the issuer's parent and the majority owned subsidiaries of the parent.

Subsection B.1.a. of R14-4-136 provides in pertinent part, that the exemption applies only to: "a written compensatory plan established by the issuer, its parents, or majority owned subsidiaries for the participation of their employees, directors . . . officers, or consultants or advisers. . . ." The uncertainty in the above language is whether the reference to "majority owned subsidiaries" applies to subsidiaries of both the issuer and its parent, which is the case in Rule 701, as amended. In light of the history of the above Rule, we believe that it was the intention of the Division and the Commission in adopting the above language to extend the exemption to majority owned subsidiaries of the issuer's parent.

The Company hereby requests that the Division of Securities to confirm our interpretation of Rule 14-4-136 and not recommend enforcement action against the Company when (a) it grants compensatory options under the Plan at no cost to the optionees, where the optionees are employees, officers, directors of, or independent contractor consultants to, the Company, its wholly owned subsidiaries, including DotPlanet and Broadband, the Company's parent and the wholly owned subsidiaries of the Company's parent; and (b) when the Company issues shares of its common stock upon the exercise of the stock option.

The Company believes that the request should be granted since the Division's stated intention is to conform its Rule 14-4-136 to the federal exemption provided in Rule 701. We also understand that a further amendment to Rule 14-4-136 has been proposed which, if adopted, will specifically extend the exemption under the Rule to transactions which satisfy the requirements and provisions of Rule 701. Such an amendment would render the need for the Company's request made herein unnecessary. In addition, the Company believes the grant of options under the Plan is not a type of security or transaction which requires the need for registration, particularly since no monetary consideration is being given for the option and the option is exercisable upon the payment of a price determined by the Board of Directors on the date of the option grant, which price, in many cases, is expected to be a nominal sum. The Company will also provide optionees with periodic financial information relating to the Company and the optionees who are independent contractor consultants will be in a similar position to an employee with respect to access to information relating to the Company's operations.

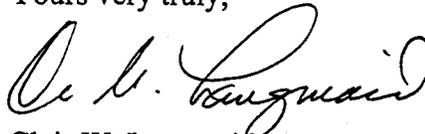
Arizona Corporation Commission

March 20, 2000

Page 5

A check in the amount of \$200.00 payable to the Arizona Corporation Commission is enclosed. Should you have any questions regarding this request, please direct them to the undersigned. E-mail correspondence can be directed to clangmaid@merritt-tenney.com. I appreciate your prompt attention to this matter.

Yours very truly,



Clair W. Langmaid

CWL/jrh

Enclosure