

Award
NASD Dispute Resolution

In the Matter of the Arbitration Between:

Name of the Claimants
Oddibe and Sylvia McDowell

Case Number: 03-03910

Name of the Respondent
Ameritrade, Inc

Hearing Site: Dallas, Texas

NATURE OF THE DISPUTE

Public Customers v. Member Firm

REPRESENTATION OF PARTIES

Claimants Oddibe and Sylvia McDowell, hereinafter collectively referred to as "Claimants":
Oddibe McDowell of Richardson, Texas.

Respondent Ameritrade, Inc., hereinafter referred to as "Respondent": Patrick B. Griffin, Esq. of
the firm of Kutak Rock LLP, located in Omaha, Nebraska.

CASE INFORMATION

Statement of Claim filed: May 30, 2003.

Claimants signed the Uniform Submission Agreement: June 2, 2003.

Statement of Answer filed by Respondent on: August 20, 2003.

Respondent signed the Uniform Submission Agreement: August 14, 2003.

Claimants' Pre-Hearing Brief filed on: April 16, 2004.

Respondent's Pre-Hearing Brief filed on: April 9, 2004.

CASE SUMMARY

Claimant(s) asserted the following causes of action: negligence and breach of industry standards, including Ameritrade's Failure to supervise; breach of contract; and, breach of fiduciary duty. The causes of action relate to Ameritrade's failure to properly handle Claimant's 69,825,000 shares of Miracle Entertainment, Inc., f/k/a 1st Miracle Group common stock. Because Respondent failed to segregate and deliver the shares in a timely fashion, the Claimants were unable to properly exercise their dissenter's rights in relation to a 900 to 1 reverse split that Miracle was proposing to its shareholders. This resulted in the destruction of the shares and made it impossible for Claimants to receive fair market value for the shares.

Unless specifically admitted in its Answer, Respondent denied the allegations made in the Statement of Claim and asserted the following defenses:

1. Claimants had no right to dissent with respect to the 49,500,000 shares purchased after the notice of the dissent;
2. The Claimants grossly exaggerate the value of their shares of Miracle stock; and,
3. Ameritrade fulfilled its obligations to Claimants with respect to the dissent process and had no duty to act on Claimants' behalf vis a vis First Miracle Group or the transfer agent.

RELIEF REQUESTED

Claimants Oddibe and Sylvia McDowell requested:

| | |
|--|--|
| Compensatory Damages | At least \$6,000,000.00 |
| Interest | Both pre- and post-judgment at the maximum rate allowed by law |
| Attorneys' Fees | For breach of contract |
| Other Costs | Including expert witness fees |
| Other Monetary/Non-Monetary Relief if any: | In an amount the Panel deemed just and equitable. |

Respondent requested entry of an Award in favor of Respondent with costs and fees assessed to Claimants.

OTHER ISSUES CONSIDERED AND DECIDED

Prior to the first scheduled hearing of April 19-22, 2004, both parties submitted Pre-Hearing Briefs pursuant to the Initial Pre-hearing Conference Scheduling Order.

AWARD

After considering the pleadings, the testimony and evidence presented at the hearing, and the pre-hearing submissions, the Panel has decided in full and final resolution of the issues submitted for determination as follows:

1. The claims asserted by Claimants Oddibe and Sylvia McDowell are dismissed and denied in their entirety;
2. The parties shall bear their own costs of arbitration, including any attorneys' fees, except for those sums specifically enumerated herein; and,
3. Any and all relief not specifically addressed herein is denied.

FEES

Pursuant to the Code, the following fees are assessed:

Filing Fees

NASD Dispute Resolution will retain or collect the non-refundable filing fees for each claim:

Initial claim filing fee = \$ 600.00

Member Fees

Member fees are assessed to each member firm that is a party in these proceedings or to the member firm that employed the associated person at the time of the events giving rise to the dispute. Accordingly, Ameritrade, Inc., is a party and the following member fees are assessed:

Member surcharge = \$ 3,350.00
Pre-hearing process fee = \$ 750.00
Hearing process fee = \$ 5,500.00

Adjournment Fees

Adjournments granted during these proceedings for which fees were assessed:

April 19-22, 2004 adjournment to Mediate = \$ 1,200.00
[Waived pursuant to Rule 10403(b)]

Forum Fees and Assessments

The Panel has assessed forum fees for each session conducted. A session is any meeting between the parties and the arbitrator(s), including a pre-hearing conference with the arbitrator(s), that lasts four (4) hours or less. Fees associated with these proceedings are:

| | |
|--|---------------------|
| Two (2) Pre-hearing sessions with Panel @ \$1,200.00 | = \$ 2,400.00 |
| Pre-hearing conferences: | |
| December 9, 2003 | 1 session |
| July 20, 2004 | 1 session |
| Three (3) Hearing sessions @ \$1,200.00 | = \$ 3,600.00 |
| Hearing Dates: | |
| October 13, 2004 | 2 sessions |
| October 14, 2004 | 1 session |
| <hr/> Total Forum Fees | <hr/> = \$ 6,000.00 |

The Panel has assessed \$3,000.00 of the forum fees, jointly and severally, to Claimants Oddibe and Sylvia McDowell, and has assessed the remaining \$3,000.00 of the forum fees to Respondent Ameritrade, Inc.

FEE SUMMARY

Claimants Oddibe and Sylvia McDowell are jointly and severally liable for:

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|--------------------|---------------------|
| Initial Filing Fee | = \$ 600.00 |
| Forum Fees | = \$ 3,000.00 |
| <hr/> Total Fees | <hr/> = \$ 3,600.00 |

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|-------------------------------------|---------------|
| Less payments | = \$ 1,800.00 |
| Balance Due NASD Dispute Resolution | = \$ 1,800.00 |

Respondent Ameritrade, Inc. is solely liable for:

| | |
|-------------------------------------|---------------|
| Member Fees | = \$ 9,600.00 |
| Forum Fees | = \$ 3,000.00 |
| Total Fees | = \$12,600.00 |
| Less payments | = \$ 9,810.00 |
| Balance Due NASD Dispute Resolution | = \$ 2,790.00 |

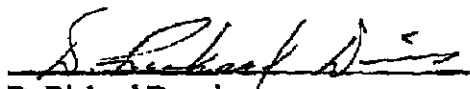
All balances are payable to NASD Dispute Resolution and are due upon receipt pursuant to Rule 10330(g) of the Code.

ARBITRATION PANEL

D. Richard Dennis - Public Arbitrator, Presiding Chairperson

Robert J. Gregory - Public Arbitrator

Robert R. Nursey - Non-Public Arbitrator

Concurring Arbitrators' SignaturesD. Richard Dennis
Public Arbitrator, Presiding Chairperson10-25-04
Signature Date_____
Robert J. Gregory
Public Arbitrator_____
Signature Date_____
Robert R. Nursey
Non-Public Arbitrator_____
Signature Date10/28/04 
Date of Service (For NASD Dispute Resolution office use only)

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| | |
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Robert J. Gregory - Public Arbitrator
Robert R. Nursey - Non-Public Arbitrator

Concurring Arbitrators' Signatures

D. Richard Dennis
Public Arbitrator, Presiding Chairperson

Signature Date


Robert J. Gregory
Public Arbitrator

10-25-04
Signature Date

Robert R. Nursey
Non-Public Arbitrator

Signature Date

10/28/04 N/A
Date of Service (For NASD Dispute Resolution office use only)

10/28/2004 14:37 FAX

NASD

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| | |
|-------------------------------------|---------------|
| Less payments | = \$ 1,800.00 |
| Balance Due NASD Dispute Resolution | = \$ 1,800.00 |

Respondent Associated, Inc. is solely liable for:

| | |
|-------------------------------------|---------------|
| Member Fees | = \$ 9,600.00 |
| Forum Fees | = \$ 1,000.00 |
| Total Fees | = \$12,600.00 |
| Less payments | = \$ 9,810.00 |
| Balance Due NASD Dispute Resolution | = \$ 2,790.00 |

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ARBITRATION PANEL

D. Richard Dennis - Public Arbitrator, Presiding Chairperson
 Robert J. Gregory - Public Arbitrator
 Robert E. Narvey - Non-Public Arbitrator

Consenting Arbitrators' Signatures

D. Richard Dennis
 Public Arbitrator, Presiding Chairperson

Signature Date

Robert J. Gregory
 Public Arbitrator

Signature Date

Robert E. Narvey
 Non-Public Arbitrator

Signature Date

OCT. 28, 2004.

10/28/04 Man

Date of Service (For NASD Dispute Resolution office use only)