

State of Missouri
Office of Secretary of State

Case No. AP-09-09

IN THE MATTER OF:

GEMSAFE PLASTICS, INC.;
WORLD COIN NET, INC.; *and*
DAVID BENJAMIN COOPER,

Respondents.

Serve: GemSafe Plastics, Inc. at:
1835 East Main Street
Warsaw, Missouri 65355

and

Serve: World Coin Net, Inc., and
David Benjamin Cooper at:
411 Elm Street
Lincoln, Missouri 65338

**ORDER TO CEASE AND DESIST AND ORDER TO SHOW CAUSE WHY
CIVIL PENALTIES AND COSTS SHOULD NOT BE IMPOSED**

On February 4, 2009, the Enforcement Section of the Securities Division of the Office of Secretary of State (the "Enforcement Section"), through its Assistant Commissioner of Securities Mary S. Hosmer, submitted a Petition for Order to Cease and Desist and Order to Show Cause Why Civil Penalties and Costs Should Not Be Imposed. After reviewing the petition, the Commissioner issues the following findings of fact, conclusions of law and order:

I. FINDINGS OF FACT

1. GemSafe Plastics, Inc. ("GemSafe"), is a Missouri corporation whose registered agent is David Benjamin Cooper ("Cooper"). GemSafe, at all times relevant to this order, had a business address of 1835 East Main Street, Warsaw, Missouri 65355.
2. World Coin Net, Inc. ("World Coin"), was a Missouri corporation formed by Cooper on July 25, 2003. World Coin was administratively dissolved by the State of Missouri on March 5, 2005. World Coin, at all times relevant to this order, had a business address of 411 Elm Street, Lincoln, Missouri 65338.
3. Cooper is the President of GemSafe and World Coin. Cooper has an address of 411 Elm Street, Lincoln, Missouri 65338.
4. As used herein, the term "Respondents" refers to GemSafe, World Coin and Cooper.
5. In the fall of 2005, a Missouri Resident ("MR1") met Cooper at a restaurant in Warsaw, Missouri. Cooper told MR1, in part, that:
 - a. Cooper was going to start a manufacturing company in Warsaw, Missouri, that would provide jobs to the community;
 - b. Cooper had applied for a patent on a coin case;
 - c. an individual with a Colorado coin company had offered Cooper eighty-five thousand dollars (\$85,000) and five percent (5%) of sales on these coin cases;
 - d. Cooper had refused the offer from this Colorado coin company because Cooper wanted to start his own company;
 - e. Cooper would sell the coin cases all over the world;
 - f. Cooper would sell shares of stock in GemSafe, and in return investors would get shares of World Coin, a company owned by Cooper;
 - g. because Warsaw is a rural community, he would be able to obtain grants from the State of Missouri to help pay employees;
 - h. MR1 should see a return on MR1's investment by the end of 2006;

- i. Cooper would sell MR1 preferred B stock in GemSafe and MR1 would be paid back one hundred percent (100%) and then MR1's stock would convert to common stock and continue to earn dividends;
 - j. there was no risk with the investment;
 - k. MR1 would be rich, could stop working, could start traveling, and would not have to worry about MR1's retirement years.
 - l. MR1 would be a member of the GemSafe Board of Directors.
6. On October 22, 2005, MR1 gave Cooper a personal check in the amount of six thousand, six hundred sixty-seven dollars (\$6,667) for an investment in GemSafe to manufacture coin display cases.
7. On or around November 2005, Cooper gave MR1 a stock certificate for one hundred thousand (100,000) shares of preferred B stock in GemSafe. This stock certificate was dated October 22, 2005, and was signed by Cooper.
8. On or around November 2005, Cooper gave MR1 a *Stock Purchase Agreement* that stated, in part, the following:

“The Purchaser has agreed to purchase 100,000 shares of Preferred Series B Stock in GemSafe Plastics, Inc. at the authorized price of \$0.06667 per share, for a total purchase amount of \$6,667.00.”
9. In November 2005, the above mentioned *Stock Purchase Agreement* was signed by Cooper.
10. On January 6, 2006, Cooper sent an email to MR1 that stated, in part, the following:
 - a. “In my last update I had mentioned that the company had just leased 4000 square feet of manufacturing space here in Warsaw. Since then we have erected walls, built some office space and created our very own world domination headquarters.”
 - b. “One last bit of highly interesting news: Both the major weekly numismatic magazines announced in their latest issue that the president has signed new legislation called the “Presidential \$1 Coin Act of 2005” This act requires the U.S. Mint to issue four circulating dollar coins per year, beginning in 2007, honoring deceased presidents. These coins are expected to be every bit as popular among collectors as the state quarters. Here is the exciting part! The new law mandates significant design changes for the Presidential dollar coins. It requires that the YEAR (my emphasis) plus the mottos ‘IN GOD WE TRUST and E PLURIBUS UNUM’ be incused on the edges. I’ve been anticipating this and was bouncing off the wall just yesterday. There will be millions of proof and other collector versions of these coins minted. Who has the ONLY acrylic capsule where collectors will be able to see the rim of the coin? We do! We do! My goal this year is to land a contract with the U.S. Mint to supply them capsules for this series, a contract that will extend for the next 10 years!”
11. In July 2006, Cooper stated to MR1 that Cooper needed laser equipment to be able to increase production.
12. On July 26, 2006, MR1 gave Cooper a personal check made payable to GemSafe for ten thousand dollars (\$10,000) to assist in funding the purchase of this laser equipment.
13. August 13, 2007, Cooper sent an email to MR1 that stated, in part, the following:
 - a. “Our company has never looked better to potential new investors My plan is to hit the road and raise all the remaining capital that we’re going to need, or about \$270K. I intend to raise the entire amount and to do so through a combination of individual and corporate investors;”
 - b. “For those investors who have reached the end of their rope . . . I will offer the following: While I am out on the road raising the remaining capital, I can resell your current stock holding for their purchase price. For Preferred Series A stockholders, I’ll be able to resell your stock and include nominal interest;” and
 - c. “For others of you I hope this email will be a call to action. Our need for this new capital is so we can put more equipment online, get molds into production, and hire marketing, inside sales and assembly people. You may wish to use this opportunity to increase your position in the company. Or perhaps you know someone that would be interested in joining our family.”
14. On August 15, 2007, MR1 sent Cooper a letter requesting that Cooper sell MR1's stock;
15. On October 2, 2007, MR1 sent Cooper an email that requested, among other things, a financial statement and the pending patent number for GemSafe's coin case.
16. On October 3, 2007, Cooper sent MR1 an email stating, in part, that Cooper would be holding an annual meeting on November 16, 2007.
17. On October 12, 2007, Cooper sent an email to GemSafe shareholders that stated, in part, the following:

- a. that a corporate meeting would be held on Saturday, November 17, 2007; and
 - b. that an election of board directors would be held at the November meeting.
18. On November 12, 2007, Cooper sent an email to GemSafe shareholders which stated, in part, that the investor meeting scheduled for November 17, 2007, was rescheduled for January 12, 2008.
19. On January 6, 2008, Cooper sent an email to shareholders that stated, in part, the following:
- a. "As we enter 2008 some very hard decisions need to be made;"
 - b. "The biggest challenge right now is that the company is on financial life support. The company is completely out of money and has been for several months now;"
 - c. "Future investment money will come from other companies as opposed to individuals;"
 - d. "For those that no longer wish to be shareholders, I will do my best to repurchase your stock as soon as possible, either personally or through stock resale;"
 - e. "No annual shareholder meeting will take place Saturday, the 12th as I had originally hoped;" and
 - f. "I know some of you will remain undecided about the company following this email. I will be providing complete financial data including all debt and assets one week from today that may help you make your decision."
20. To date, MR1 has not received a return of MR1's investment nor has MR1 received financial data or the patent information from Cooper or GemSafe.
21. On or around early February 2007, a Missouri resident ("MR2") met Cooper to discuss an investment opportunity in GemSafe. During this February meeting Cooper stated, in part, that:
- a. the production line was not yet ready and he needed laser equipment to get the company ready to produce;
 - b. investor funds would be used to buy new laser equipment, hire additional employees and grow the company;
 - c. investors could expect a return on their invested funds by December 2007; and
 - d. he was setting up a stockholder meeting in September 2007.
22. On February 23, 2007, MR2 gave Cooper a personal check made payable to GemSafe for five thousand dollars (\$5,000) for an investment in GemSafe.
23. During this same February 23, 2007, meeting, Cooper gave MR2 a stock certificate signed by Cooper. Further, Cooper also gave MR2 a *Stock Purchase Agreement* that stated, in part, the following:
- "The Purchaser has agreed to purchase 75,000 shares of Preferred Series B Stock in GemSafe Plastics, Inc. at the authorized price of \$0.06667 per share, for a total purchase amount of \$5,000."
24. On August 13, 2007, Cooper sent an email to shareholders that stated, in part, the following:
- a. "This update is a mixed bag. On one hand our prospects have never looked brighter and on the other hand we've encountered some growing pains;"
 - b. "My plan is to hit the road and raise all the remaining capital that we're going to need, or about \$270K;"
 - c. "If you were to look at us through the eyes of a potential new investor, the company looks great and it's the perfect time to come on board. However some of you have waited an awful long time for results. One good thing I would like to point out is that we're still out there fighting the good fight and your money hasn't been lost. But if you've reached the end of your rope and there is no hope of convincing you otherwise... I can resell your current stock holdings for their purchase price. For Preferred Series A stockholders, I'll be able to resell your stock and include nominal interest;" and
 - d. "Our need for this new capital is so we can put more equipment online, get molds into production, and hire marketing, inside sales and assembly people. You may wish to use this opportunity to increase your position in the company. Or perhaps you know someone that would be interested in joining our family."
25. On October 12, 2007, Cooper sent an email to MR2 that stated, in part, the following:
- a. "Our corporate annual meeting will take place as follows: Saturday, November 17, 2007, Time: 2PM;" and
 - b. "The main point of business . . . will be to elect our board of directors and to discuss the future of the company."

26. On November 12, 2007, Cooper sent an email to MR2 that stated, in part, the following:
 - a. "I'll be following this email up with a more detailed company update, but in the meantime I want everyone to be aware of the new date for our shareholder annual meeting on Saturday, January 12, 2008;" and
 - b. "This date frees me up to pursue some investment opportunities that have come forward."
27. November 17, 2007, MR2 sent Cooper an email that stated, in part, the following:

"This is to inform you that our business relationship with GemSafe Plastics has ended. We expect our investment of \$5,000.00 to be returned to us as soon as possible."
28. To date, Cooper has not returned MR2's investment.
29. On December 28, 2007, and January 28, 2008, an investigator with the Enforcement Section sent letters of inquiry to GemSafe and Cooper that requested, among other things, the following:
 - a. A list of all investors;
 - b. A copy of the patent or patent application;
 - c. Copies of all financial records, business plans, financial projections, and loan documents;
 - d. Names of all board members; and
 - e. Copies of all board minutes.
30. On January 23, 2008, the Enforcement Section's December 28, 2007, letter to Cooper was returned marked "unclaimed".
31. On January 30, 2008, an investigator with the Enforcement Section attempted to reach Cooper via telephone and left a message requesting that Cooper contact the Enforcement Section.
32. To date, Cooper has not responded to the Enforcement Section's letter or telephone call.
33. Respondents, among other things, did not tell MR1 and/or MR2:
 - a. that GemSafe, World Coin and Cooper were not registered to offer or to sell securities in the State of Missouri;
 - b. the financial condition, background and/or operational history of GemSafe;
 - c. the background and experience of Cooper;
 - d. the risks of the investment; or
 - e. that World Coin was not in good standing in the State of Missouri at the time of the sale of GemSafe stock to MR1

II. STATUTORY PROVISIONS

34. Section 409.1-102(28), RSMo. (Cum. Supp. 2008), includes "notes; stock . . . evidence of indebtedness; certificate of interest or participation in any profit-sharing agreement . . . [and an] investment contract" within the definition of a security.
35. Section 409.1-102(26), RSMo. (Cum. Supp. 2008), defines "Sale" to include, "every contract of sale, contract to sell, or disposition of, a security or interest in a security for value." That same section defines "offer to sell" as "every attempt or offer to dispose of, or solicitation of an offer to purchase, a security or interest in a security for value."
36. Section 409.3-301, RSMo. (Cum. Supp. 2008), states:
 - (1) The security is a federal covered security;
 - (2) The security, transaction, or offer is exempted from registration under Sections 409.2-201 to 409.2-203; or
 - (3) The security is registered under this act.
37. Section 409.4-402(a), RSMo. (Cum. Supp. 2008), states:

It is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this act as an agent or is exempt from registration as an agent under subsection (b).
38. Section 409.4-402(d), RSMo. (Cum. Supp. 2008), states:

It is unlawful for any broker-dealer or an issuer engaged in offering, selling, or purchasing securities in this state, to employ or associated with an agent who transacts business in this state on behalf of broker-dealers or issuers unless the agent is registered under subsection (a) or exempt from registration under subsection (b).

39. Section 409.5-501, RSMo. (Cum. Supp. 2008), states:

It is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly:

- (1) employ a device, scheme, or artifice to defraud;
- (2) To make an untrue statement of a material fact or to omit state a material fact necessary in order to make the statement made, in the light of the circumstances under which it is made, not misleading; or
- (3) To engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

40. Section 409.5-503(a), RSMo. (Cum. Supp. 2008), states:

In a[n] . . . administrative proceeding under this act, a person claiming an exemption, exception, preemption, or exclusion has the burden to prove the applicability of the claim.

41. Section 409.6-604(a), RSMo. (Cum. Supp. 2008), states:

It is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly:

- (1) Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary and appropriate to comply with this act;
- (2) Issue an order denying, suspending, revoking, or conditioning the exemptions for a broker-dealer under section 409.4-401(b)(1)(D) or (F) or an investment adviser under section 409.4-403(b)(1)(C); or
- (3) Issue an order under section 409.2-204.

42. Section 409.6-604(d), RSMo. (Cum. Supp. 2008), states:

In a final order . . . the commissioner may impose a civil penalty up to one thousand dollars (\$1,000) for a single violation or up to ten thousand dollars (\$10,000) for more than one violation.

43. Section 409.6-604(e), RSMo. (Cum. Supp. 2008), states:

In a final order, the commissioner may charge the actual cost of an investigation or proceeding for a violation of this act or a rule adopted or order issued under this act. These funds may be paid into the investor education and protection fund.

III. CONCLUSIONS OF LAW

Multiple Violations of Offering or Selling Nonexempt, Unregistered Securities

44. Paragraphs 1 through 43 are incorporated by reference as though fully set forth herein.

45. The investments offered and sold by Respondents to MR1 and MR2 are “securities” as defined in Section 409.1-102(28), RSMo. (Cum. Supp. 2008).

46. Respondents’ actions in offering securities to Missouri residents are an “attempt or offer to dispose of, or solicitation of an offer to purchase, a security or interest in a security for value,” which satisfies the definition of an “offer to sell” under Section 409.1-102(26), RSMo. (Cum. Supp. 2008).

47. Respondents’ actions in selling securities to Missouri residents constitute a “contract to sell, or disposition of, a security or interest in a security for value,” which satisfies the definition of a “Sale” under Section 409.1-102(26), RSMo. (Cum. Supp. 2008).

48. At all times relevant, records maintained by the Commissioner of Securities contained no registration, granted exemption or notice filing indicating status as a “federal covered security” for any security allegedly offered or sold by Respondents.

49. Respondents have failed to prove that they are entitled to rely on an exemption.

50. Respondents violated Section 409.3-301, RSMo. (Cum. Supp. 2008), when they offered or sold securities in Missouri

without the securities being (1) a federal-covered security, (2) exempt from registration under Sections 409.2-201 or 409.2-202, RSMo. (Cum. Supp. 2008), or (3) registered under the Missouri Securities Act of 2003.

51. Respondents' actions in offering or selling unregistered securities constitute an illegal act, practice, or course of business and such action is therefore subject to the commissioner's authority under Section 409.6-604(a), RSMo. (Cum. Supp. 2008).

Multiple Violations by Respondent GemSafe of Employing An Unregistered Agent

52. Paragraphs 1 through 43 are incorporated by reference as though fully set forth herein.
53. Respondent GemSafe created the stock offered and sold in this matter and are thus the issuers of these securities as that term is defined under Section 409.1-102(17), RSMo. (Cum. Supp. 2008).
54. As the issuers, Respondent GemSafe employed Respondent Cooper who solicited investors in Missouri to purchase securities. These solicitations constitute transacting business in the State of Missouri.
55. Respondent GemSafe has not registered any issuer agents in the State of Missouri.
56. Respondent GemSafe employed an unregistered agent who transacted business in the State of Missouri in violation of Section 409.4-402(d), RSMo. (Cum. Supp. 2008).
57. Respondent GemSafe's actions in employing an unregistered agent who transacts business in this state constitute an illegal act, practice, or course of business and such action is therefore subject to the commissioner's authority under Section 409.6-604(a), RSMo. (Cum. Supp. 2008).

Multiple Violations of Transacting Business as an Unregistered Agent by Cooper

58. Paragraphs 1 through 43 are incorporated by reference as though fully set forth herein.
59. At all times relevant, records maintained by the Missouri Commissioner of Securities contained no registration or granted exemption for Respondent Cooper to transact business as an agent in the State of Missouri.
60. Respondent Cooper violated Section 409.4-402(a), RSMo. (Cum. Supp. 2008), when he offered or sold securities in the State of Missouri without being registered or exempt from registration as an agent when he offered or sold these investments to MR1 and MR2.
61. Respondent Cooper's actions in transacting business as an unregistered agent constitute an illegal act, practice, or course of business and such actions are therefore subject to the commissioner's authority under Section 409.6-604(a), RSMo. (Cum. Supp. 2008).

Multiple Violations of Making an Untrue Statement or Omitting to State Material Facts in Connection with the Offer or Sale of a Security

62. Paragraphs 1 through 43 are incorporated by reference as though fully set forth herein.
63. In connection with the offer or sale of securities to MR1 and MR2, Respondents made the untrue statement of material fact that the investment had no risks.
64. In connection with the offer or sale of securities to MR, Respondents omitted to state material facts necessary in order to make statements made, in light of the circumstances under which they were made, not misleading, including, but not limited to, the following:
 - a. that GemSafe was not registered to offer or sell securities in the State of Missouri;
 - b. that Cooper was not registered to offer or sell securities in the State of Missouri;
 - c. the financial condition, background and/or operational history of GemSafe;
 - d. the background and experience of Cooper;
 - e. the risks of the investment;
 - f. that World Coin was not registered to offer or sell securities in the State of Missouri at the time of the sale of GemSafe stock to MR1; or
 - g. that World Coin was not in good standing in the State of Missouri at the time of the sale of GemSafe stock to MR1.
65. Respondents' actions in making an untrue statement and omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in connection with the offer, sale or purchase of a security, constitute a violation of Section 409.5-501, and are illegal acts, practices, or courses of business

under Section 409.6-604(a), RSMo. (Cum. Supp. 2008).

66. This Order is in the public interest and consistent with the purposes intended by the Missouri Securities Act of 2003. See Section 409.6-605(b), RSMo. (Cum. Supp. 2008).

IV. ORDER

NOW THEREFORE, it is hereby ordered that Respondents, their agents, employees and servants, and all other persons participating in or about to participate in the above-described violations with knowledge of this Order are prohibited from:

- A. offering or selling any securities as defined by Section 409.1-102(28), RSMo. (Cum. Supp. 2008), in the State of Missouri unless those securities are registered with the Securities Division of the Office of the Secretary of State in accordance with the provisions of Section 409.3-304;
- B. violating or materially aiding in any violation of 409.4-402, RSMo. (Cum. Supp. 2008), by transacting business in this state as an agent without being registered as an agent in this state under the Missouri Securities Act of 2003 or being exempt from registration as an agent;
- C. violating or materially aiding in any violation of 409.4-402, RSMo. (Cum. Supp. 2008), by employing an unregistered agent; and
- D. violating or materially aiding in any violation of Section 409.5-501, RSMo. (Cum. Supp. 2008), by, in connection with the offer or sale of securities, making an untrue statement of a material fact or omitting to state a material fact necessary in order to make a statement made, in the light of the circumstances under which it is made, not misleading.

IT IS FURTHER ORDERED that, pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2008), the Commissioner will determine whether to grant the Enforcement Section's petition for an imposition of a civil penalty of up to ten thousand dollars (\$10,000) against each of the Respondents for multiple violations of Section 409.3-301, RSMo. (Cum. Supp. 2008), in a final order, unless these Respondents request a hearing and show cause why the penalty should not be imposed.

IT IS FURTHER ORDERED that, pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2008), the Commissioner will determine whether to grant the Enforcement Section's petition for an imposition of a civil penalty of up to ten thousand dollars (\$10,000) against Respondent Cooper for multiple violations of Section 409.4-402(a), RSMo. (Cum. Supp. 2008), in a final order, unless Respondent Cooper requests a hearing and shows cause why the penalty should not be imposed.

IT IS FURTHER ORDERED that, pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2008), the Commissioner will determine whether to grant the Enforcement Section's petition for an imposition of a civil penalty of up to ten thousand dollars (\$10,000) against each of Respondent GenSafe and Respondent World Coin for multiple violations of Section 409.4-402(d), RSMo. (Cum. Supp. 2008), in a final order, unless those Respondents request a hearing and show cause why the penalty should not be imposed.

IT IS FURTHER ORDERED that, pursuant to Section 409.6-604(d), RSMo. (Cum. Supp. 2008), the Commissioner will determine whether to grant the Enforcement Section's petition for an imposition of a civil penalty of up to ten thousand dollars (\$10,000) for multiple violations of Section 409.5-501, RSMo. (Cum. Supp. 2008), in a final order after hearing, unless Respondents request a hearing and show cause why the penalty should not be imposed.

IT IS FURTHER ORDERED that, as the Enforcement Section has petitioned for an award for the costs of the investigation against Respondents in this proceeding, the Commissioner will issue a final order, pursuant to Section 409.6-604(e), RSMo. (Cum. Supp. 2008), awarding an amount to be determined after review of evidence submitted by the Enforcement Section, unless Respondents request a hearing and show cause why such an award should not be.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 3RD DAY OF MARCH, 2009.

ROBIN CARNAHAN
SECRETARY OF STATE

(Signed/Sealed)
MATTHEW D. KITZI
COMMISSIONER OF SECURITIES

[REDACTED]

State of Missouri
Office of Secretary of State

Case No. AP-09-09

IN THE MATTER OF:

GEMSAFE PLASTICS, INC.;
WORLD COIN NET, INC.; and
DAVID BENJAMIN COOPER,

Respondents.

Serve: GemSafe Plastics, Inc. at:
1835 East Main Street
Warsaw, Missouri 65355

Serve: World Coin Net, Inc., and
David Benjamin Cooper at:
411 Elm Street
Lincoln, Missouri 65338

NOTICE

TO: Respondents and any unnamed representatives aggrieved by this Order:

You may request a hearing in this matter within thirty (30) days of the receipt of this Order pursuant to Section 409.6-604(b), RSMo. (Cum. Supp. 2007), and 15 CSR 30-55.020.

Within fifteen (15) days after receipt of a request in a record from a person or persons subject to this order, the Commissioner will schedule this matter for a hearing.

A request for a hearing must be mailed or delivered, in writing, to:

**Matthew D. Kitzi, Commissioner of Securities
Office of the Secretary of State, Missouri
Kirkpatrick State Information Center
600 West Main Street, Room 229
Jefferson City, Missouri, 65102.**

CERTIFICATE OF SERVICE

I hereby certify that on this 3rd day of March, 2009, copies of the foregoing Order and Notice in the above styled case was **mailed by certified U.S. Mail, postage prepaid, to:**

GemSafe Plastics, Inc.
1835 East Main Street
Warsaw, Missouri 65355

World Coin Net, Inc.
411 Elm Street
Lincoln, Missouri 65338

David Benjamin Cooper
411 Elm Street
Lincoln, Missouri 65338

And hand delivered to:

Mary Hosmer
Assistant Commissioner
Securities Division

