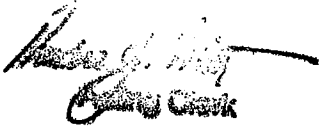


SUPERIOR COURT OF N.J.
FILED

FEB 15 2008



SUPERIOR COURT OF NEW JERSEY
LAW DIVISION - CRIMINAL

State Grand Jury

Number SGJ550-08-20

Superior Court

Docket Number

08-02-00026-S

STATE OF NEW JERSEY)

v.)

INDICTMENT

ZINA A. MARTIN)

The Grand Jurors of and for the State of New Jersey, upon their oaths, present that:

COUNT ONE

(Theft by Deception - Second Degree)

ZINA A. MARTIN

between on or about December 2006 and on or about May 2007 at the Township of Jackson, in the County of Ocean, elsewhere and within the jurisdiction of this Court, purposely did obtain the property of another by deception, in an amount of \$75,000 or more, by creating or reinforcing the false impression that the said ZINA A. MARTIN, President of Kairos Financial Corporation, would invest the money received from investors, all persons whose identities are known to the Grand Jurors, in "Kairos Funds," WHEREAS IN TRUTH AND IN FACT, as the said ZINA A. MARTIN well knew, the money of the investors, in an amount of \$75,000 or more, would not be invested in "Kairos Funds," and instead would be spent by the said ZINA A. MARTIN on personal expenses, contrary to the provisions of N.J.S.A. 2C:20-4,

against the peace of this State, the government and dignity of same.

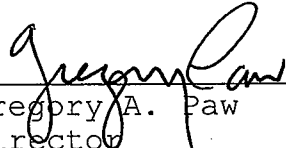
COUNT TWO

(Securities Fraud- Second Degree)

ZINA A. MARTIN

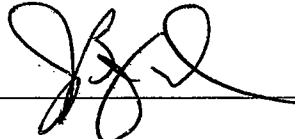
between on or about December 2006 and on or about May 2007 at the Township of Jackson, in the County of Ocean, elsewhere and within the jurisdiction of this Court, did knowingly, in connection with the offer, sale, or purchase of any security, in an amount of \$75,000 or more, directly or indirectly make any untrue statement of material fact or omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, and thereby misled investors, all persons whose identities are known to the Grand Jurors, to believe the money of the investors, in an amount of \$75,000 or more, would be invested in "Kairos Funds," in that the said ZINA A. MARTIN, President of Kairos Financial Corporation, did directly or indirectly make an untrue statement of material fact or omit to state a material fact to the investors that the money of the investors, in an amount of \$75,000 or more, would not be invested in "Kairos Funds," and instead would be spent by the said ZINA A. MARTIN on personal expenses, all contrary to the provisions of

N.J.S.A. 49:3-52 and N.J.S.A. 49:3-70, and against the peace of this State, the government and dignity of the same.



Gregory A. Paw
Director
Division of Criminal Justice

A TRUE BILL:



2/15/08
Foreperson

SUPERIOR COURT OF N.J.
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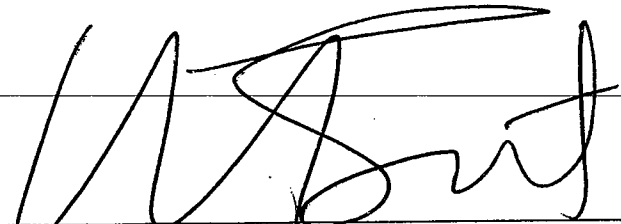
ORDER OF VENUE

ZINA A. MARTIN)

An Indictment having been returned to this Court by the State Grand Jury in the above captioned matter,

IT IS ORDERED on this 15th day of FEBRUARY, 2008, pursuant to paragraph 8 of the State Grand Jury Act, that the County of Ocean be and hereby is designated as the County of venue for the purpose of trial.

IT IS FURTHER ORDERED that the Clerk of the Superior Court shall transmit forthwith the Indictment in this matter and a certified copy of this Order to the Criminal Division Manager of the County of Ocean for filing.


Neil H. Shuster, J.S.C.