

BEFORE THE BOARD OF COMMISSIONERS ON
THE UNAUTHORIZED PRACTICE OF LAW
OF THE SUPREME COURT OF OHIO

04-1585

CASE NO. UPL 02-06

DISCIPLINARY COUNSEL,
Relator,

v.

ALEXICOLE, INC.,

and

BANDALI DAHDAH,
Respondents

FILED
SEP 22 2004
MARCIA J. MENGEL, CLERK
SUPREME COURT OF OHIO

FINAL REPORT

This matter came before the Board of Commissioners on the Unauthorized Practice of the Law of the Supreme Court of Ohio ("the Board") upon the Complaint filed by the Office of Disciplinary Counsel of the Supreme Court of Ohio ("Relator") on August 2, 2002, against Alexicole, Inc. and Bandali Dahdah (individually "Respondent Alexicole, Inc." and "Respondent Dahdah;" collectively "Respondents"). Relator's complaint alleges that Respondents had engaged in the unauthorized practice of the law by representing an Ohio resident in securities arbitration proceedings before an arbitrator.

On August 28, 2002, Respondent Dahdah filed an answer denying Relator's claims on behalf of himself and Respondent Alexicole, Inc. On October 10, 2002, Relator filed a Motion to Strike Respondents' Answer. On November, 22, 2002, the Board issued an Order granting Relator's Motion to Strike, but allowing Respondent Alexicole, Inc. to file an answer to Relator's Complaint on or before December 4, 2002, and that such answer must be filed by an attorney licensed and in good standing in the State of Ohio. Respondent Alexicole, Inc. did not file an answer by an attorney on or before December 4, 2002.

On December 16, 2002, Relator submitted its Exhibit List and Exhibits, Witness List, and Hearing Brief. On that same day, respondents submitted written summaries to be offered in evidence at the hearing. On January 3, 2003, Relator and Respondent Bandali Dahdah submitted a Stipulated Waiver of Hearing and Agreed Stipulations. The Board accepts those Agreed Stipulations and incorporates certain ones into the findings of fact set forth below.

On January 6, 2003, Relator filed a Motion for Default against Respondent Alexicole, Inc., for failure to file an Answer on or before December 4, 2002. On January 9, 2003, the Board issued an Order granting Relator's Motion for Default against Respondent Alexicole, Inc.

On January 13, 2003, Relator filed a motion for leave to file supplemental hearing brief instant. On February 18, 2003, respondents filed a memorandum in opposition to this motion. The Board granted Relator's motion and on May 13, 2003, Respondents filed an answer to Relator's supplemental hearing brief. On June 7, 2004, respondents filed a motion to supplement the record, which the Board granted.

This matter was submitted to the Board pursuant to Gov. Bar R. VII, Sec. 8.

FINDINGS OF FACT

1. Relator, Disciplinary Counsel, is duly authorized to investigate activities and to initiate complaints to prevent the unauthorized practice of the law within the State of Ohio pursuant to Gov. Bar R. VII, Sections 4 and 5.

2. Respondent Alexicole, Inc. is a Delaware Corporation, and is owned and controlled by Respondent Bandali Dahdah.

3. Respondent Bandali Dahdah has filed a Foreign Corporation Certificate for Respondent Alexicole, Inc. in the State of Massachusetts on October 31, 2000, indicating that

Respondent Alexicole, Inc.'s activities are "securities arbitration."

4. Respondent Bandali Dahdah is not and has never been an attorney admitted to practice law, granted active status, or certified to practice law in the State of Ohio pursuant to Rules I, II, VI, IX, or XI of the Ohio Supreme Court's Rules for the Government of the Bar.

5. Respondent Bandali Dahdah has not held himself out as an attorney at law in the State of Ohio.

6. When representing a client in securities arbitration matters and/or activities, Respondents engage in preparing statements of claim, preparing discovery, participating in pre-hearing conferences, participating in settlement negotiations, and attending mediation and arbitration hearings with claimants.

7. Respondents did represent Michael Schoonover, an Ohio resident, against McDonald Investments, Inc. and Kevin Fear, both of Cleveland, Ohio, before the National Association of Securities Dealers, Inc.

CONCLUSIONS OF LAW

1. The Supreme Court of Ohio has original jurisdiction regarding admission to the practice of law, the discipline of persons so admitted, and all other matters relating to the practice of law. Section 2(B)(1)(g), Article IV, Ohio Constitution; Royal Indemnity Co. v. J.C. Penney Co. (1986), 27 Ohio St. 3d 31, 501 N.E. 2d 617; Judd v. City Trust & Savings Bank (1937), 133 Ohio St. 81, 10 O.O. 95, 12 N.E. 2d 288.

2. The unauthorized practice of law consists of the rendering of legal services for another by any person not admitted to practice in Ohio. Gov. Bar R. VII, Section 2(A).

3. A corporation cannot lawfully engage in the practice of the law, and it cannot lawfully engage in the practice of the law through its officers who are not licensed to practice

law. Cincinnati Bar Assn. v. Clapp & Affiliates Financial Services, Inc. (2002), 94 Ohio St. 3d 509; 2002 Ohio 1485; 764 N.E.2d 1003; Disciplinary Counsel v. Lawlor (2001), 92 Ohio St. 3d 406; 750 N.E. 2d 1150; Union Savings Assn. v. Home Owners Aid, Inc. (1970), 23 Ohio St. 2d 60; 52 Ohio Op. 2d 329; 262 N.E. 2d 558.

4. The Board finds that based upon the Relator's Complaint, and the Agreed Stipulations of the parties, Respondents Alexicole, Inc. and Bandali Dahdah did engage in the unauthorized practice of the law.

RECOMMENDATIONS

The Board recommends that the Supreme Court of Ohio issue an order that enjoins and restrains Respondents from the unauthorized practice of the law in the future as follows:

1. Respondents will not represent Ohio residents in securities arbitration matters and/or activities, including but not limited to, providing legal advice as to securities and/or securities arbitration claims, engaging in preparing statements of claims, preparing discovery, participating in pre-hearing conferences, participating in settlement negotiations, and attending mediation and/or arbitration hearings with or on behalf of claimants.

2. Unless Respondent Bandali Dahdah becomes an attorney at law licensed and in good standing to practice law in the state of Ohio, Respondent Dahdah will not provide legal advice to any person in Ohio, including but not limited to, advice regarding the filing of a claim for a securities violation, advice regarding a person's right as a claimant or defendant in a securities arbitration, lawsuit, or other legal or quasi-legal proceeding, including any terms and conditions of a settlement of any dispute.

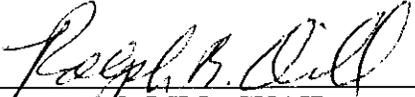
3. Unless Respondent Bandali Dahdah becomes an attorney at law licensed and in good standing to practice law in the state of Ohio, Respondent Dahdah will not represent the

interests or legal position of Respondent Alexicole, Inc. or any corporation before any legal or quasi-legal body, or in any legal action, settlement, or dispute in the state of Ohio.

4. The Supreme Court of Ohio issue an order finding the respondents have engaged in the unauthorized practice of law as specified above, prohibiting respondents from engaging in the unauthorized practice of law in the future as to the acts specified above, and providing for the reimbursement of costs and expenses by the Board and Relator.

STATEMENT OF COSTS

Attached as Exhibit A is a statement of costs incurred by Relator and the Board.



RALPH E. DILL, CHAIR
Board of Commissioners on the
Unauthorized Practice of the Law

**BOARD OF COMMISSIONERS ON THE
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SUPREME COURT OF OHIO**

STATEMENT OF COSTS

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To date, no expenses have been incurred.

EXHIBIT A

CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing Report was served by certified mail upon the following this 22nd day of September, 2004: Office of Disciplinary Counsel, 250 Civic Center Drive, Ste. 325, Columbus, OH 43215; Jonathan E. Coughlan, Disciplinary Counsel, Office of Disciplinary Counsel, 250 Civic Center Drive, Ste. 325, Columbus, OH 43215; Stacy Solochek Beckman, Assistant Disciplinary Counsel, Office of Disciplinary Counsel, 250 Civic Center Drive, Ste. 325, Columbus, OH 43215; Alexicole, Inc., 1 Mulberry Lane, Burlington, MA, 01803; Bandali Dahdah, 1 Mulberry Lane, Burlington, MA, 01803; Ohio State Bar Association, Unauthorized Practice of Law Committee, 1700 Lake Shore Drive, Columbus, OH 43204.



Susan B. Christoff, Secretary to the Board