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SEP 22 2008

Attorneys for Plaintiff

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FTR CONSULTING, INC., derivatively
on behalf of CEL-SCI CORPORATION

Plaintiff,

v.

ADVANTAGE FUND II LTD., GENESEE
INTERNATIONAL, INC., DONALD R.
MORKEN, KOCH INVESTMENT GROUP
LIMITED, MOORING CAPITAL FUND, LLC,
JOHN M. JACQUEMIN and CEL-SCI
CORPORATION,

Defendants.

02 CV 8608 (RMB)

**VERIFIED
AMENDED
COMPLAINT**

FTR Consulting, Inc. ("FTR"), by its attorneys, Bragar Wexler Eagel & Morgenstern, LLP and Ostrager Chong & Flaherty LLP, complaining of defendants, alleges upon information and belief as to all paragraphs except paragraph 1, as follows:

1. Plaintiff FTR is a New York corporation with its principal place of business in New York County. FTR is

the owner of common stock of Cel-Sci Corporation.

2. Cel-Sci Corporation ("Cel-Sci" or the "Company"), a nominal defendant herein, is a Colorado corporation with its principal place of business at 8229 Boone Boulevard, Suite 802, Vienna, Virginia 22182.

3. Defendant Advantage Fund II Ltd. ("Advantage") is a British Virgin Islands company with its principal place of business at C/o CITCO, Kaya Flamboyan 9, Curacao, Netherlands Antilles.

4. Defendant Genesee International, Inc. ("Genesee") is a Delaware corporation with its principal place of business at CITCO Building, Wickhmas Cay, P.O. Box 662, Road Town, Tortola, British Virgin Islands. Genesee is the investment manager for Advantage.

5. Defendant Donald R. Morken ("Morken") is the President of Genesee, and has a business address of 10500 N.E. 8th Street, Suite 1920, Bellevue, Washington 98004-4332.

6. Defendant Koch Investment Group Limited ("Koch") is a Delaware corporation with its principal place of business at 4111 East 37th Street North, Wichita, Kansas 67220.

7. Defendant Mooring Capital Fund, LLC ("Mooring") is a Delaware limited liability company with its principal place of business at 8614 Westwood Center Drive, Suite 650, Vienna, Virginia 22182. According to its website, Mooring was founded in 1999 and is headed by defendant John M. Jacquemin ("Jacquemin"). Similarly, Jacquemin founded Mooring Financial Corporation, Mooring's corporate parent, and is the President and CEO of that entity.

8. Defendant Jacquemin controls Mooring and has a business address at 8614 Westwood Center Drive, Suite 650, Vienna, Virginia 22182. At all relevant time, Jacquemin was also a director of the Company.

Jurisdiction and Venue

9. This action is brought derivatively on behalf of Cel-Sci pursuant to Section 16(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. §78p ("§ 16(b)"), to obtain disgorgement of profits obtained by defendants in violation of that statute. Jurisdiction of this court and venue in this district are proper pursuant to 15 U.S.C. § 78(a)(a).

The Governing Law

10. Section 16(b) of the Exchange Act provides that if a person, while beneficially owning more than 10 percent of a class of equity securities of an issuer, purchases and sells or sells and purchases shares of any equity security of such issuer within a period of less than six months, any profits arising from those transactions are recoverable by the issuer or by a shareholder suing derivatively on its behalf.

11. Under Rule 16a-1(a)(1) promulgated under the Exchange Act, where two or more persons "act as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding or disposing of securities of an issuer" as set forth in Section 13(d)(3) of the Exchange Act, such persons are deemed to be a "group" for purposes of determining § 16(b) liability. Under SEC Rule 16a-1, the shares held by persons in such a group are aggregated to determine whether the group has a greater than 10% beneficial ownership in the issuing corporation. If the aggregate number of shares beneficially owned by the group exceeds 10%, each member of the group is deemed to be a greater than 10% beneficial owner and is liable to disgorge profits which such group member earned in stock transactions effected within a six-month period.

12. Defendants Advantage, Genesee, Morken, Koch, Mooring and Jacquemin (collectively, the "Group Members") constitute a group under § 13(d)(3) and § 16(b) of the Exchange Act. The Group Members garnered short-swing profits disgorgeable to the Company in the transactions hereinafter set forth. Separately, defendants Advantage, Genesee, Morken, and Koch constitute a separate group, and these Group Members garnered disgorgeable short-swing profits in the transactions hereinafter set forth, even if Mooring and Jacquemin are determined not to be Group Members.

13. Apart from Mooring and Jacquemin's liability as Group Members under § 16(b) of the Exchange Act, Jacquemin is a director of the Company and is thus independently liable for short-swing profits garnered from trading in Company securities. In addition, Mooring is deemed to have deputized Jacquemin as a member of the Board of Directors of the Company, and is thus subject to § 16(b) as a result of such deputization.

Defendants' Group Activities

14. At all relevant times, the Group Members acted together for the purposes of acquiring, holding or disposing of equity securities issued by the Company. On or about December 8, 1999, Advantage and Koch entered into a Securities Purchase

Agreement with the Company (the "1999 Agreement"), and on or about December 30, 1999, Mooring also entered into the 1999 Agreement.¹ Pursuant to the 1999 Agreement, the Company sold 1,148,592 shares of its common stock, plus its Series A and Series B warrants to the Group.

15. The same Group Members made a second investment in the Company within a matter of a few months after their initial investment. On or about March 15, 2000, Mooring entered into a Securities Purchase Agreement with the Company (the "2000 Agreement"), and on or about March 21, 2000, Advantage and Koch also entered into the 2000 Agreement.² Pursuant to the 2000 Agreement, the Company sold 1,026,666 shares of its common stock, plus its Series C and Series D warrants to the Group.

16. The Group Members acted in concert as a group with respect to their joint investments in the Company. Under prevailing authority, the Group Members constitute a group for purposes of Sections 13(d)(3) and 16(b). The Group Members entered into the same 1999 Agreement which was negotiated on behalf of the Group Members by common legal counsel. The negotiation and execution of the same purchase agreement is strong evidence of group activity.

¹ It is not clear whether Mooring entered into the 1999 Agreement or a separate agreement with the same terms.

² It is not clear whether Advantage and Koch entered into the 2000 Agreement or a separate agreement with the same terms.

17. The 1999 Agreement afforded the Group Members the same rights and benefits, including identical warrants, as well as a common right of first refusal to participate in a subsequent financing by the Company. Additionally, the Group Members received the benefit of the same registration statement that was filed by the Company in order to permit the Group Members to resell their shares into the public market. The 1999 Agreement also placed the same restrictions on all Group Members to engage in short sales, and provided the reimbursement of counsel fees for the benefit of all the Group Members. Significantly, the Company's public disclosures referred to the Group Members as "a group of private investors."

18. Subsequent to the 1999 Agreement, the Group Members entered into the same 2000 Agreement. Again, the 2000 Agreement was negotiated by common legal counsel for the benefit of the Group Members. The 2000 Agreement afforded the Group Members the same rights and benefits, including identical warrants, as well as a common right of first refusal. Additionally, the Group Members received the benefit of the same registration statement that was filed by the Company in order to permit the Group Members to resell their shares into the public market. The 2000 Agreement also placed the same restrictions on all Group Members to engage in short sales, and provided the

reimbursement of counsel fees for the benefit of all the Group Members. The Company's public disclosures again referred to the Group Members as "the same group of private investors."

19. Subsequent to the 1999 and 2000 Agreements, the Group Members sold all or substantially all of the common shares that they purchased in December 1999 and January 2000 during the same period beginning in or about April 2000 and ending in or about December 2000. In December 2000, the Group Members received the same benefit from the vesting of their Series B Warrants and received an aggregate of warrants to purchase 273,834 shares of common stock at an exercise price of \$.001 per share. In March 2001, the Group Member received the same benefit from the vesting of their Series D Warrants and received an aggregate of warrants to purchase in excess of 3,000,000 shares at an exercise price of \$.001 per share. In April 2001, some or all of the Group Members entered into a letter agreement with the Company the terms of which were not publicly disclosed, but relating to the Group Members' warrants.

20. Finally, as more fully described below, all the Group Members entered into the August 2001 Securities Exchange Agreement. Again, the terms of this agreement were negotiated on behalf of the Group Members by common legal counsel. The

Securities Exchange Agreement afforded the Group Members the same rights and benefits, including the receipt of convertible preferred stock and warrants, and provided for the Group Members to receive the same registration rights. Again, the Company's public disclosures continued to refer to the Group Members as a "group of investors."

The Group Executes the 1999 Agreement

21. In or about December 1999 and January 2000, Advantage, Koch and Mooring entered into the 1999 Agreement. Pursuant to the 1999 Agreement, Cel-Sci sold 1,148,592 shares of its common stock, plus Series A and Series B warrants, to members of the Group for a total of \$2,800,000. The Group Members allocated the shares and the warrants among themselves as follows: Advantage purchased 820,513 shares of common stock and Series A warrants to purchase 287,179 shares of common stock for a purchase price of \$2,000,000; Koch purchased 205,128 shares of common stock and Series A warrants to purchase 71,795 shares of common stock for a purchase price of \$500,000; and Mooring purchased 122,951 shares of common stock and Series A warrants to purchase 43,033 shares of common stock for a purchase price of \$300,000.

22. The Series A warrants allowed the holders collectively to purchase up to 402,007 shares of Cel-Sci common stock at a price of \$2.925 per share at any time prior to December 8, 2002. The Series B warrants allowed the holders, to the extent they held any shares purchased in the December 1999 offering, to acquire additional shares of Cel-Sci's common stock at a nominal price in the event the price of Cel-Sci's common stock fell below \$2.4375 per share prior to certain fixed vesting dates as well as upon certain other triggering events.

23. The law firm of Robinson Silverman Pearce Aronsohn & Berman LLP represented all of the Group Members in connection with the 1999 Agreement.

24. In December 2000, on the first fixed vesting date under the Series B warrants, the Series B warrants became exercisable for 273,834 shares of common stock at an exercise price of \$.001 per share. The vesting of the Series B warrants is deemed to be a purchase by the Group Members of these 273,834 shares at a deemed purchase price of \$.01 per share.

The Group Executes the 2000 Agreement

25. Within a few months after their initial investment, the Group Members made a second investment in the

Company. In or about March 2000, Koch, Advantage and Mooring entered into the 2000 Agreement. Pursuant to the 2000 Agreement, Cel-Sci sold 1,026,666 shares of its common stock, plus Series C and Series D warrants, to the Group Members for \$7,700,000. The Group Members allocated the shares and warrants among themselves as follows: Advantage purchased 533,333 shares of common stock and Series C warrants to purchase 214,724 shares of common stock for a purchase price of \$4,000,000; Koch purchased 400,000 shares of common stock and Series C warrants to purchase 161,043 shares of common stock for a purchase price of \$3,000,000; and Mooring purchased 93,333 shares of common stock and Series C warrants to purchase 37,577 shares of common stock for a purchase price of \$700,000.

26. The Series C warrants allowed the holders collectively to purchase up to 413,344 shares of Cel-Sci's common stock at a price of \$8.50 per share at any time prior to March 21, 2003. The Series D warrants allowed the holders, to the extent they held any shares purchased in the March 2000 offering, to acquire additional shares of Cel-Sci's common stock at a nominal price in the event the price of Cel-Sci's common stock fell below \$7.50 per share prior to certain fixed vesting dates as well as upon certain other triggering events.

27. The law firm of Robinson Silverman Pearce Aronsohn & Berman LLP represented all of the Group Members in connection with the 2000 Agreement.

28. In March 2001, on the first fixed vesting date under the Series D warrants, the price of Cel-Sci's common stock was \$1.47 and on the second, and final vesting date, the price of Cel-Sci's common stock was \$1.08. In accordance with the terms of the Series D warrants, the Series D warrants became exercisable for 5,734,155 shares of common stock at an exercise price of \$.001 per share. The vesting of the Series D warrants is deemed to be a purchase by the Group Members of these shares at a deemed purchase price of \$.01 per share. The Group Members purchased 3,521,238 shares at the exercise price of \$.001 per share and sold 959,340 shares.

The August 2001 Restructuring

29. On August 16, 2001, Cel-Sci and the Group Members agreed to restructure the Group's holdings in the following manner: Advantage, Koch and Mooring exchanged the 3,588,564 shares of Cel-Sci's common stock that they owned, plus their unexercised Series D warrants, for 6,288 shares of Cel-Sci's Series E Preferred stock, and exchanged their Series A and Series C warrants for new Series E warrants.

30. The restructuring was effected pursuant to a Securities Exchange Agreement among the Company and the Group Members. The Group Members agreed to certain limitations on sales of Company stock in the Securities Exchange Agreement. The Group Members were represented by the same counsel in connection with the Securities Exchange Agreement. Pursuant to SEC Rule 16b-6, the restructuring is deemed to be a sale by the Group Members of the common shares that were exchanged at a deemed sales price equal to the market price of \$1.58 per share.

31. The terms of the Series E Preferred Stock provided that the preferred stock was convertible into Company common stock at a conversion rate equal to the lesser of \$5.00 or 93% of the average closing bid prices for the five days prior to the date of conversion. Accordingly, any conversion at the floating price component of the formula is deemed to be a purchase for purposes of Section 16(b), and is matchable against any sale of common stock occurring within six months of such deemed purchase.

The Group Members' Beneficial Ownership

32. The Group Members maintained a greater than 10% beneficial ownership at all relevant times. After the closing of the 2000 Agreement, the Group Members beneficially owned an aggregate of 2,703,430 shares, comprised of 1,568,570 shares

beneficially owned by Advantage, Genesee and Morken; 837,966 shares beneficially owned by Koch; and 296,894 shares beneficially owned by Mooring (and additional shares which cannot be determined but are believed to exceed 100,000 shares beneficially owned by Jacquemin, which are not included in the aggregate figure of 2,703,430). This beneficial ownership represented approximately 13.1% of the Company's outstanding shares. Even excluding Mooring and Jacquemin from the Group, the Group Members consisting of Advantage, Genesee, Morken and Koch beneficially owned an aggregate of 2,406,536 shares which represented approximately 11.7% of the Company's outstanding shares.

33. The Group Members failed to file reports under Section 16(a) of the Exchange Act to report their greater than ten percent beneficial ownership, as well as any purchases and sales. Accordingly, due to the Group Members' failure to make required filings, plaintiff is not aware of certain details concerning the Group Members' purchases and sales. Nevertheless, based upon Company filings with the SEC, it is known that the Group Members sold an aggregate of at least 783,778 shares prior to the December 2000 vesting date of the Group Members' Series B warrants. All of these sales occurred while the Group Members beneficially owned in the aggregate in excess of 10% of the

Company's outstanding shares. Through the time that the Group Members were deemed to purchase shares upon the vesting of their Series B Warrants, the Group Members beneficially owned an aggregate of at least 2,206,831 shares, comprised of 1,035,236 shares beneficially owned by Advantage, Genesee and Morken; 632,838 shares beneficially owned by Koch; and 173,943 shares beneficially owned by Mooring (and additional shares which cannot be determined but are believed to exceed 100,000 shares beneficially owned by Jacquemin, which are not included in the aggregate figure of 2,206,831), together with an additional 364,814 shares beneficially owned by the Group Members in the aggregate (which according to the Company's SEC filings represented shares purchased under the 1999 Agreement that the Group Members had not yet sold). This beneficial ownership represented approximately 10.4% of the Company's outstanding shares.

34. Based upon the beneficial ownership of Advantage, Genesee, Morken and Koch, as set forth above, together with shares deemed to be beneficially owned by such Group Members arising from the Series B warrants that would become exercisable on December 8, 2000, the Group Members Advantage, Genesee, Morken and Koch beneficially owned in the aggregate in excess of 10% of the Company's shares, even excluding the beneficial ownership

of Mooring and Jacquemin. Thus, the deemed purchase by the Group Members of an aggregate of 273,834 shares arising from the vesting of the Group Members' Class B Warrants occurred at a time when the Group Members were greater than 10% beneficial owners. It is not possible to calculate the precise disgorgeable profits because the Group Members failed to make the required reports under Section 16(a) of the Exchange Act.

35. Subsequent to December 2000, the Group Members continued to beneficially own an aggregate of at least 1,842,017 shares, comprised of 1,035,236 shares beneficially owned by Advantage, Genesee and Morken; 632,838 shares beneficially owned by Koch; and 173,943 shares beneficially owned by Mooring (and additional shares which cannot be determined but are believed to exceed 100,000 shares beneficially owned by Jacquemin, which are not included in the aggregate figure of 1,842,017).

36. Because the Group Members failed to make the required reports under Section 16(a), it is not possible to know when the Group Members sold an aggregate of 638,649 shares consisting of (a) 364,814 shares that they purchased under the 1999 Agreement and which they still retained in or about December 2000, and (b) 273,834 shares that they acquired upon the vesting of their Series B warrants in December 2000. However, based upon

the Company's SEC filings and the disclosures in the August 2001 Securities Exchange Agreement, it is known that the Group Members disposed of these additional 638,648 shares at some time between December 2000 and August 2001.

37. In March 2001, prior to the time of the vesting of the Group Members' Series D warrants, the Group Members were deemed to become the beneficial owners of at least an additional 3 million shares based upon the trading prices of the Company's common stock and the terms of the Series D Warrants. Accordingly, prior to the vesting of the Series D Warrants in March 2001, the Group Members became the beneficial owners of in excess of 10%, approximating 20% beneficial ownership, and the Group Members Advantage, Genesee, Morken and Koch beneficially owned in excess of 10%, even excluding the beneficial ownership of Mooring and Jacquemin. Thus, the deemed purchase by the Group Members of an aggregate of in excess of 3 million shares upon the vesting of their Series D Warrants occurred at a time when the Group Members were greater than 10% beneficial owners.

38. The Group Members' purchase of an aggregate of in excess of 3 million shares upon the vesting of Series D Warrants is matchable with the deemed sale that arose from the Securities Exchange Agreement. At the time of the deemed sale that occurred

upon the exchange that took place under the Securities Exchange Agreement, the Group Members beneficially owned in excess of 10% of the Company's outstanding shares. At the time of the exchange, the Group Members beneficially owned an aggregate of 4,045,666 shares, comprised of 2,125,732 shares beneficially owned by Advantage, Genesee and Morken; 1,384,457 shares beneficially owned by Koch; and 535,477 shares beneficially owned by Mooring (and additional shares which cannot be determined but are believed to exceed 100,000 shares beneficially owned by Jacquemin, which are not included in the aggregate figure of 4,045,666).

39. Subsequent to the acquisition by the Group Members of the Series E Preferred Stock and Series E warrants in August 2001, the Group Members maintained beneficial ownership of in excess of 10% based upon the conversion terms of the Series E Preferred Stock. Upon any conversion of Series E Preferred Stock, the Group Members are deemed to have purchased the underlying common shares at the floating conversion price of the Series E Preferred Stock. Any such purchases are matchable with any sales by such Group Members. It is not possible to calculate the disgorgeable profits arising from such transactions because the Group Members failed to make the required reports under Section 16(a) of the Exchange Act. However, it is certain that a

substantial number of such deemed purchases and sales would have occurred while the Group Members maintained beneficial ownership in excess of 10%.

As and For a First Claim For Relief

40. Plaintiff repeats and realleges each of the allegations contained in paragraphs 1 through 39 as if fully set forth herein.

41. At all relevant times, the Group owned in excess of 10% of Cel-Sci's common stock. The members of the Group engaged in purchases and sales of Cel-Sci Common Stock at times when the Group was a greater than ten percent beneficial owner of the Company's outstanding common stock as described below.

42. In or about December 2000, on the first fixed vesting date under the Series B warrants, Group Members are deemed to have purchased 273,834 shares of the Company's Common stock at a deemed purchase price equal to the exercise price of \$.001 per share.

43. Based upon the Company's filings with the Securities and Exchange Commission, defendant Group Members sold 1,422,426 shares (comprised of 783,778 shares sold prior to the December vesting, 364,814 shares sold after, and the additional

273,834 shares received upon exercise that were sold after) within six months of the deemed purchase of 273,834 shares. Plaintiff cannot compute the amount of disgorgeable profits because defendants failed to disclose their purchases and sales as required by § 16(a) of the Exchange Act. However, plaintiff estimates disgorgeable profits in excess of \$750,000.

44. Independently, Mooring is subject to § 16(b) and is liable for short-swing profits based upon deputizing Jacquemin as a director of the Company and, alternatively, Jacquemin is liable for short-swing profits with respect to his pecuniary interest in Mooring.

As and For a Second Claim For Relief

45. Plaintiff repeats and realleges each of the allegations contained in paragraphs 1 through 44 as if fully set forth herein.

46. During the period March to August 2001, the Group purchased 3,521,238 shares at a deemed purchase price of \$.001 per share based upon the vesting of their Series D warrants.

47. The Group's deemed purchases of shares pursuant to the vesting of the Series D warrants are matchable with sales by the Group Members of 959,340 shares (of the 3,521,238 shares that were sold) and other sales of an aggregate of 638,648 additional shares sold between January 2000 and August 2001. In addition, these purchases are matchable with the deemed sale by the Group of 3,588,564 shares pursuant to the Securities Exchange Agreement at the then market price of \$1.58 per share. Plaintiff cannot compute the amount of disgorgeable profits because defendants failed to disclose their purchases and sales as required by § 16(a) of the Exchange Act. However, plaintiff estimates disgorgeable profits in excess of \$5,000,000.

48. Independently, Mooring is subject to § 16(b) and liable for short-swing profits based upon deputizing Jacquemin as a director and, alternatively, Jacquemin is liable for short-swing profits with respect to his pecuniary interest in Mooring.

49. Moreover, members of the Group may have made additional purchases and sales of Cel-Sci stock which may lead to additional profits to be disgorged as to which plaintiff is now unaware.

As and For a Third Claim for Relief

50. Plaintiff repeats and realleges each of the allegations contained in paragraphs 1 through 49 as if fully set forth herein.

51. Subsequent to August 2001, the Group Members converted their shares of Series E Preferred Stock, and the Group Members therefore are deemed to have purchased the underlying common shares at the floating conversion price of the Series E Preferred Stock. Any such purchases are matchable with any sales by such Group Members occurring within six months of such deemed purchases. It is not possible to calculate the disgorgeable profits arising from such transactions because the Group Members failed to make the required reports under Section 16(a) of the Exchange Act.

Allegations As To Demand

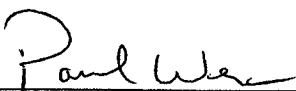
52. On or about August 13, 2002, plaintiff's sole officer, director and shareholder made demand upon Cel-Sci to commence this lawsuit. The Company has failed to do so.

WHEREFORE, plaintiff demands judgment on behalf of Cel-
Sci against defendants, as described above, plus attorneys' fees,
interest and such other and further relief as to the Court may
seem just and proper.

Dated: New York, New York
September 17, 2003

Yours, etc.

BRAGAR WEXLER EAGEL &
MORGENSTERN, LLP

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VERIFICATION

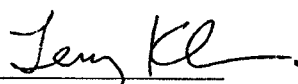
STATE OF NEW YORK
COUNTY OF NEW YORK

TERRY KLEIN, being sworn, states:

I am the President and sole shareholder of FTR Consulting, Inc., a New York corporation.

I make this Verification on behalf of FTR Consulting, Inc. which is the plaintiff in this action.

I have read the foregoing amended complaint and the same is true to my knowledge, except as to matters which are stated upon information and belief, as to which matters I believe them to be true. I have been a shareholder of Cel-Sci, Inc. at all relevant times as required by §16(b) of the Securities Exchange Act of 1934 as interpreted by the case law (Blau v. Mission Corp., 212 F.2d 77, 79 (2d Cir.), cert denied, 347 U.S. 1016 (1954)). This is not an action to confer jurisdiction on a United States Court which it would otherwise not have.


Terry Klein

Sworn to before me on September 17, 2003


Notary Public

PAUL D. WEXLER
Notary Public, State of New York
No 31-4520766
Qualified in New York County
Commission Expires August 31, 192004

CERTIFICATE OF SERVICE

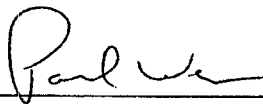
I hereby certify that, on September 19, 2003, a true copy
Verified Amended Complaint was served by first-class mail, postage
prepaid upon:

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