BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

In the Matter of ALAN B. BAIOCCHI,	ORDER OF PROHIBITION AND REVOCATION (SUMMARY)
Respondent.	File No. S-99007(EX)

Based upon the attached Petition for Order I have reason to believe that unregistered securities have been offered or sold in Wisconsin by an unlicensed person in violation of Ch. 551, Wis. Stats., and that any further offer or sale of unregistered securities by or on behalf of the Respondent would be fraudulent to purchasers and I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to secs. 551.24(2), 551.60(2)(a) and (b) and 551.63, Wis. Stats.,

IT IS ORDERED THAT:

a. Alan B. Baiocchi, his agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on his behalf, are prohibited from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities are registered under Ch. 551, Wis. Stats., or successor statute.

b. All exemptions from registration set forth at Ch. 551, Wis. Stats., or successor statute, that might otherwise apply to any offer or sale of any security of or by Alan B. Baiocchi, his agents, servants, employees, and every entity or person directly or indirectly controlled or organized by or on his behalf, are hereby revoked.

c. Alan B. Baiocchi, his agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on his behalf, are prohibited from violating sec. 551.41, Wis. Stats., or successor statute.

d. Alan B. Baiocchi, his agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on his behalf, are prohibited from employing an agent to represent them in Wisconsin unless the agent is licensed under Ch. 551, Wis. Stats., or successor statute, or excepted from the licensing requirement.

e. Alan B. Baiocchi shall resolve his civil liability under sec. 551.59, Wis. Stats., resulting from the unlawful sales of securities described in the Petition for Order prior to filing an application for a securities agent license in Wisconsin.

EXECUTED at Madison, Wisconsin, this 1st day of September, 2000.

(SEAL)

Patricia D. Struck
Administrator
Division of Securities

NOTICE

Under sec. 551.61(2), Wis. Stats., within thirty (30) days after any Order has become effective without a hearing, any interested party may file a written request with the Administrator of the Division of Securities for a hearing in respect to any matters determined by the Order. A request for hearing shall be in the form of a petition for hearing and shall, under section SEC 8.01, Wis. Adm. Code, plainly admit or deny each specific allegation, finding, or conclusion in the Order and incorporated papers (unless the petitioner lacks sufficient knowledge or information to permit an admission or denial, in which case the petition shall so state, and such statement shall have the effect of a denial), and shall state all affirmative defenses.

You are advised that any wilful violation of an Order issued by the Administrator of the Division of Securities of the Department of Financial Institutions of the State of Wisconsin under Ch. 551, Wis. Stats., is a criminal offense punishable under the provisions of sec. 551.58, Wis. Stats.

BEFORE THE
DIVISION OF SECURITIES
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

In the Matter of
SIERRA WEST UNIT INVESTMENT TRUST,
SIERRA WEST-"A" UNIT INVESTMENT TRUST,
PAC WEST II UNIT INVESTMENT TRUST, ATM OF
NEVADA, LLC, CENTURY CAPITAL GROUP, INC.,
ITS CONSULTING, INC., INTEGRITY FINANCIAL
GROUP, INC., BLAKE W. WILSON aka ARNOLD
KRAMER aka ARNOLD CRAMER aka IRV KRANBERG,
ROBERT L. WILSON, ANDREW J. PRENDIVILLE,
ALAN B. BAIOCCHI, DAVID E. MORRIS, JAMES SILVER,
BOB HUGLEY, DONALD G. RYAN, and DAN WALKER,

Respondents.

PETITION FOR ORDER

File No. S-99007(EX)

The staff of the Enforcement Unit, Registration & Enforcement Section, of the Division of Securities, Department of Financial Institutions, State of Wisconsin has conducted an investigation in this matter pursuant to sec. 551.56, Wis. Stats. and as a result thereof alleges as follows:

1. Sierra West Unit Investment Trust ("Sierra West") is a foreign business entity with a last known business address at that of Cliffside Resources and/or Limestone Energy Company and/or Blue Arrow Energy Company, 378 N Ventura Ave., Oak View, CA 93022.

2. Sierra West-"A" Unit Investment Trust ("Sierra West-A") is a foreign business entity with a last known business address at that of Sierra West.

3. Pac West II Unit Investment Trust ("Pac West II") is a foreign business entity with a last known business address at that of Sierra West.

4. ATM of Nevada, LLC ("ATM") is a foreign business entity with a last known business address of 251 Jeanell Drive #3, Carson City, NV 89703, which is the address of its registered agent, Corporate Advisory Service, Inc.

5. Century Capital Group, Inc. ("Century") is a foreign business entity with a last known business address of 140 Newport Center Dr., Ste. 240, Newport Beach, CA 92660.

6. ITS Consulting, Inc. ("ITS") is a foreign business entity with a last known business address at that of Century.

7. Integrity Financial Group, Inc. ("Integrity") is a foreign business entity with a last known business address of 1130 Sherbrooke St. W, Ste. 613, Montreal, Quebec, Canada A3A 2M8.

8. Blake W. Wilson a/k/a Arnold Kramer a/k/a Arnold Cramer a/k/a Irv Kranberg (CRD# 1390808; DOB 6/7/48) ("B. Wilson") is an individual who, upon information and belief, at all times material hereto has been the controlling person of Sierra West, Sierra West-A, and Pac West II, with a last known business address of 155 E. El Roblar, Ojai, Ca 92023

9. Robert L. Wilson ("R. Wilson") is an individual who at all times material hereto has been a controlling person of Sierra West, Sierra West-A, and Pac West II, with a last known business address at that of Sierra West.

10. Andrew J. Prendiville (CRD #3047029; DOB 4/6/53; California State Bar #093003) ("Prendiville") is an individual who at all times material hereto has been the principal and controlling person of Century, with a last known business and residence address of 702 Iris Ave., Corona Del Mar, CA 92625-2227.

11. Alan B. Baiocchi (CRD #1016120; DOB 10/6/53) ("Baiocchi") is an individual who at all times material hereto has been a principal of ITS, with a last known residence address of 4 Bay Dr, Laguna, CA 92677 and 12 South Portola, South Laguna Beach, CA 92770.

12. David E. Morris (CRD #3048827; DOB 7/26/56) ("Morris") is an individual who at all times material hereto has been a principal of ITS and ATM, with a last known residence address of 35 N. Stonington Rd., Laguna Beach, CA 92651.

13. James Silver (CRD # 1870240; DOB 4/27/48) ("Silver") is an individual who at all times material hereto has been a principal of ITS and ATM, with a last known residence address of 617 Begonia, Corona Del Mar, CA 92625.

14. Bob Hugley ("Hugley") is an individual who at all times material hereto has been an agent of Sierra West-A, ATM, Century, B. Wilson, R. Wilson, Morris, Silver, and Prendiville, with a last known business address at that of Century.

15. Donald G. Ryan (CRD #2848354; (DOB 1/9/65) ("Ryan") is an individual who at all times material hereto has been an agent of ITS, ATM, Morris, Baiocchi, and Silver, with a last known residence address at that of 32731 Ballena, Monarch Beach, CA 92629.

16. Dan Walker ("Walker") is an individual who at all times material hereto has been an agent of Sierra West, Pac West II, B. Wilson, R. Wilson, and Integrity, with a last known business address at that of Integrity.

17. During the period of 1997, Hugley, on behalf of Sierra West-A, ATM, Century, B. Wilson, R. Wilson, Morris, Silver, and Prendiville, offered and sold to at least one person in Wisconsin unit investment trust participations in Sierra West-A and "units of interest" in ATM.

18. During the period of 1997, Ryan, on behalf of ATM, ITS, Morris, and Silver, offered and sold to at least one person in Wisconsin "units of interest" in ATM.

19. During the period of 1997, Walker, on behalf of, Sierra West, Pac West II, B. Wilson, R. Wilson, and Integrity, offered and sold to at least one person in Wisconsin unit investment trust participations in Sierra West and Pac West II.

20. The unit investment trust participations of Sierra West referred to in paragraph 19 above are securities as defined by sec. 551.02(13), Wis. Stats., and a filing for a 506 Reg D registration exemption was received by the Division of Securities on June 30, 1997.

21. The unit investment trust participations of Sierra West-A referred to in paragraph 17 above are securities as defined by sec. 551.02(13), Wis. Stats., and a filing for a 506 Reg D registration exemption was received by the Division of Securities on October 23, 1997.

22. The unit investment trust participations of Pac West II referred to in paragraphs 19 above are securities as defined by sec. 551.02(13), Wis. Stats., and a 505/506 Reg D registration exemption filing was received by the Division of Securities on April 14, 1997.

23. The Reg D registration exemptions referred to in Paragraphs 20 through 22 above were not available for the unit investment trust participations of Sierra West, Sierra West-A and Pac West II, since the securities were offered and sold to non-accredited members of the general public by unlicensed agents.

24. The "units of interest" of ATM referred to in paragraphs 17 and 18 above appear to be membership interests of ATM.

25. Upon information and belief, investors can play a passive role in the company with no duties and responsibilities.

26. Upon information and belief, each investor will not be involved in the day-to-day management of ATM, since there are too many investors for them to each have any meaningful input, and they do not have the expertise or experience necessary to perform its duties.

27. Since the investors will be involved in a common enterprise with the expectation of profits to be derived from the essential managerial efforts of others, the "memberships interests" of ATM are investment contracts as defined by section DFI-Sec. 1.02(6)(a), Wis. Adm. Code, and are therefore securities as defined by sec. 551.02(13), Wis. Stats.

28. The ATM investment contracts have never been registered for offer and sale in Wisconsin pursuant to Ch. 551, Wis. Stats.

29. All Respondents have violated sec. 551.21(1), Wis. Stats., by offering unregistered securities in Wisconsin.

30. In connection with the offers and sales of the securities described above, Century, ITS, and Integrity transacted business in Wisconsin as a "broker-dealer," as that term is defined by sec. 551.02(3), Wis. Stats.

31. At no time have Century, ITS, and Integrity been licensed as securities broker-dealers pursuant to Ch. 551, Wis. Stats.

32. Respondents Century, ITS, and Integrity have violated sec. 551.31(1), Wis. Stats., by transacting business in Wisconsin as broker-dealers without a license.

33. In connection with the offers of the securities described above, Hugley transacted business in Wisconsin as an "agent" for Sierra West-A, ATM, Century, B. Wilson, R. Wilson, Morris, Silver, and Prendiville, as that term is defined by sec. 551.02(2), Wis. Stats.

34. In connection with the offers of the securities described above, Ryan transacted business in Wisconsin as an "agent" for ATM, ITS, Morris, and Silver, as that term is defined by sec. 551.02(2), Wis. Stats.

35. In connection with the offers of the securities described above, Walker transacted business in Wisconsin as an "agent" for Sierra West, Pac West II, B. Wilson, R. Wilson, and Integrity, as that term is defined by sec. 551.02(2), Wis. Stats.

36. At no time have Hugley, Ryan, and Walker been licensed as securities agents pursuant to Ch. 551, Wis. Stats.

37. Hugley, Ryan, and Walker have violated sec. 551.31(1), Wis. Stats., by transacting business in Wisconsin as securities agents without a license.

38. Sierra West, Sierra West II, Pac West II, ATM, Century, ITS, Integrity, B. Wilson, R. Wilson, Morris, Silver, Prendiville, and Baiocchi have violated sec. 551.31(2), Wis. Stats., by employing unlicensed agents to represent them in Wisconsin.

39. On January 10, 1986, the former Wisconsin Commissioner of Securities issued a Summary Order of Prohibition against Alaskan Petroleum Corporation, First National Energy & Service Corp. and B. Wilson, based on allegations of securities law violations.

40. On June 29, 1992 , the National Association of Securities Dealers censured, fined $20,000, and barred Wilson from association with any of its members in any capacity.

41. On November 6, 1992, the State of California convicted B. Wilson for making a false statement in connection with the offer and sale of a security and sentenced B. Wilson to one year in prison and five years probation.

42. On Jan. 12, 1996, Prendiville was suspended from active membership in the State Bar of California for one year, stayed, and placed on probation for one year, and ordered to pass the California Professional Responsibility Exam, based on misconduct involving misdemeanor convictions in four separate criminal matters and five separate instances involving commingling, misappropriation of client funds or allowing his client trust account to fall below the required balance.

43. In one of the matters involving client trust account violations referred to in Paragraph 42 above, Prendiville issued at least 15 checks for personal expenses and cash from his client trust account.

44. On February 19, 1997 Prendiville was suspended by the California State Bar Court for not passing the professional responsibility exam.

45. In connection with the offer and sale of the securities described in Paragraphs 17 and 19, the Respondents omitted to disclose the actions referred to in Paragraphs 39 through 43 above.

46. Sierra West, Sierra West II, Pac West II, Century, Integrity, B. Wilson, R. Wilson, and Prendiville have violated sec. 551.41(2), Wis. Stats., by omitting 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, in connection with the offer and sale of securities to persons in Wisconsin.

47. On May 26, 1998, the State of Washington issued a Cease and Desist Order against Baiocchi, based on allegations of securities law violations, including fraud.

48. On December 22, 1998, the Division of Securities issued a Summary Order of Prohibition and Revocation of Exemptions against Morris, based on allegations of securities law violations, including fraud.

49. On March 15, 1999, the State of Missouri issued a Cease and Desist Order against Integrity, Walker, and B. Wilson, based on allegations of securities law violations, including fraud.

50. On June 22, 1999, the Division of Securities issued a Summary Order of Prohibition against Ryan, based on allegations of securities law violations.

51. On December 22, 1999, the Division of Securities issued a Summary Order of Prohibition against Baiocchi, based on allegations of securities law violations, including fraud.

52. On January 6, 2000, the SEC filed an action charging ITS, Integrity, Baiocchi, Morris, and Silver among others, with securities fraud for engaging in deceitful practices for oil and gas drilling programs through "cold calls" made from telemarketing "boiler rooms."

Therefore, the staff of the Enforcement Unit petitions the Administrator of the Division of Securities for the issuance of the attached Order pursuant to Ch. 551, Wis. Stats.

Susan A Kittel Moore 8/3/00

Susan A. Kittel Moore — Date
Legal Assistant
Enforcement Unit

9/7/00

David A. Cohen — Date
Supervising Attorney
Enforcement Unit