

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

In the Matter of
BAC INTERNATIONAL GROUP, INC.,
ANTHONY BARRY, DONALD J. SHUTTS
And TRACIE A. WOOD,

PETITION FOR ORDER

Respondents.

File No. S-04131(EX)

The staff of the Bureau of Registration & Enforcement, 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. BAC International Group, Inc. ("BAC International") is a foreign business entity, with a last known business address of 2455 E. Sunrise Boulevard, PH S-1, Fort Lauderdale, Florida 33304.
2. Anthony Barry ("Barry") is an individual who at all times material has been an officer of BAC International, with a last known business address of 2455 East Sunrise Boulevard, Suite 905, Fort Lauderdale, Florida 33304.
3. Donald J. Shutts ("Shutts") is an individual who at all time material hereto has been Chief Operating Officer of BAC International, with a last known business address of Pembroke One Building, Suite 433, 281 Independence Boulevard, Virginia Beach, Virginia 23462, and last known home address of 916 Eastern Shore Road, Virginia Beach, Virginia 23454.
4. Tracie A. Wood ("Wood") is an individual who at all time material hereto has been an agent of BAC International, Barry, and Shutts, with a last known business address of 222 5th Street, Racine, Wisconsin 53403, and last known home address of 3320 Linderman Avenue, Racine, Wisconsin 53403.
5. During October 2003 through February 2004, Wood, on behalf of BAC International, Barry, and Shutts, offered to at least eight persons in Wisconsin the opportunity to invest in the private stock of BAC International.
6. The stocks referred to in Paragraph 4 above are securities as defined in Sec. 551.02(13), Wis. Stats.
7. In connection with the offers described above, Wood transacted business in Wisconsin as an "agent" for BAC International as that term is defined by sec. 551.02(2), Wis. Stats.
8. At no time material, between October 2003 and February 2004, was Wood licensed as a securities agent pursuant to Ch. 551, Wis. Stats.
9. Wood has violated Sec. 551.31(1), Wis. Stats., by transacting business in Wisconsin as an unlicensed securities agent.

- 10. BAC International, Barry, and Shutts have violated sec. 551.31(2), Wis. Stats., by employing an unlicensed securities agent to represent them in Wisconsin.
- 11. All respondents have violated sec. 551.21(1), Wis. Stats. by offering unregistered securities in Wisconsin.
- 12. In connection with the offer and sale of securities described above, Wood did not tell any of the investors that the offering (shares of stock in BAC International) was not "registered."
- 13. In connection with the offer and sale of securities as described above, Wood did not tell investors that she was no longer licensed to sell securities and that she had been fired by Raymond James Financial Services.
- 14. In connection with the offer and sale of securities as described above, Wood provided some investors with absolutely no written information/documentation on BAC International, its officers, its debt, and/or its finances.
- 15. In connection with the offer and sale of securities as described above, Wood told several investors that shares of stock in BAC International would soon be offered as an IPO and that an Initial Public Offering was imminent.
- 16. In connection with the offer and sale of securities as described above, Wood told at least one investor that her principal investment was safe, and that there was no way that she could lose money on the purchase/deal.
- 17. Wood has violated Ch. 551.41(2), Wis. Stats., by making an untrue statement of a material fact, and by 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 and sale of a security to at least eight persons in Wisconsin.

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.

Gregory L. Kypfer 2/16/05
 Gregory L. Kypfer Date
 Examiner
 Enforcement Unit

David A. Cohen 3/2/05
 David A. Cohen Date
 Supervising Attorney
 Enforcement Unit