

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

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

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

In the Matter of
BAC INTERNATIONAL GROUP, INC.,

ORDER OF PROHIBITION
(SUMMARY)

Respondent.

File No. S-04131(EX)

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

1. BAC International Group, Inc., its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on its 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 qualify as covered securities or are registered under Ch. 551, Wis. Stats., or successor statute, or properly exempted therefrom.
2. BAC International Group, Inc., its successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on its behalf, are prohibiting 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.

EXECUTED at Madison, Wisconsin, this 18th day of March, 2005.

(SEAL)



Patricia D. Struck
Administrator
Division of Securities

NOTICE

Under sec. 551.61(2), Wis. Stats., within thirty (30) 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 should be in the form of a petition for hearing and shall, under 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 petitioner 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
ANTHONY BARRY,

Respondent.

ORDER OF PROHIBITION
(SUMMARY)

File No. S-04131(EX)

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

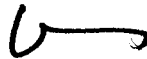
Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

1. Anthony Barry, his successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on its 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 qualify as covered securities or are registered under Ch. 551, Wis. Stats., or successor statute, or properly exempted therefrom.
2. Anthony Barry, his successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on its behalf, are prohibiting 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.

EXECUTED at Madison, Wisconsin, this 18th day of March, 2005.

(SEAL)



Patricia D. Struck
Administrator
Division of Securities

NOTICE

Under sec. 551.61(2), Wis. Stats., within thirty (30) 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 should be in the form of a petition for hearing and shall, under 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 petitioner 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
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES
STATE OF WISCONSIN

In the Matter of
DONALD J. SHUTTS,

WAIVER AND CONSENT
TO ORDER

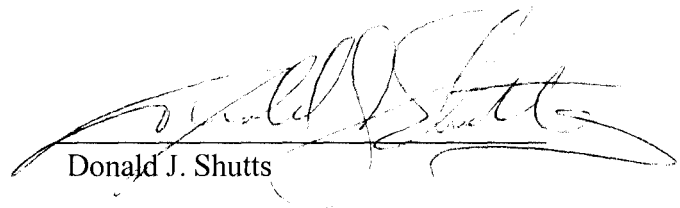
Respondent.

File No. S-04131(EX)

The undersigned Respondent, having decided not to contest the issuance of the attached Order, hereby waives his right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a willful violation of an Order signed by the Administrator is a criminal offense.

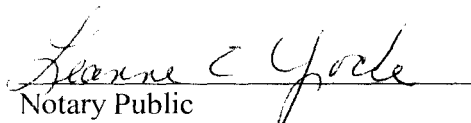
EXECUTED this 23RD day of FEB, 2005.


Donald J. Shutts

State of VA)
County of VA (Staff)

Subscribed before me this

23 day of Feb, 2005.


Notary Public

My commission expires 6/30/05

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

In the Matter of
DONALD J. SHUTTS,

Respondent.

ORDER OF PROHIBITION
(CONSENT)

File No. S-04131(EX)

Based upon the attached Petition for Order and Waiver and Consent to Order I find that this action is necessary and appropriate in the public interest and for the protection of investors;

Therefore, pursuant to sec. 551.63, Wis. Stats.,

IT IS ORDERED THAT:

1. Donald J. Shutts, 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 qualify as covered securities or are registered under Ch. 551, Wis. Stats., or successor statute, or properly exempted therefrom.
2. Donald J. Shutts, his successors, servants, employees, and every entity and person directly or indirectly controlled or 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.

EXECUTED at Madison, Wisconsin, this 12th day of March, 2005.

(SEAL)



Patricia D. Struck
Administrator
Division of Securities

NOTICE

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
TRACIE A. WOOD,

ORDER OF PROHIBITION
AND REVOCATION
(SUMMARY)

Respondent.

File No. S-04131(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;

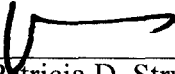
Therefore, pursuant to secs. 551.24(2), 551.60(2)(a) and (b) and 551.63, Wis. Stats.,

IT IS ORDERED THAT:

1. Tracie A. Wood, her agents, servants, employees, and every entity and person directly or indirectly controlled or organized by or on her 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 qualify as covered securities or are registered under Ch. 551, Wis. Stats., or successor statute.
2. 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 Tracie A. Wood, her agents, servants, employees, and every entity or person directly or indirectly controlled or organized by or on her behalf, are hereby revoked.
3. Tracie A. Wood, her agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on her behalf, are prohibited from violating sec. 551.41, Wis. Stats., or successor statute.
4. Tracie A. Wood is prohibited from transacting business as a securities agent in Wisconsin unless licensed under Ch. 551, Wis. Stats., or successor statute, or excepted from the licensing requirement.
5. Tracie A. Wood shall resolve her 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 18th day of March, 2005.

(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 petitioner 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.