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MEMBER

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BRYAN K. BROWN
MEMBER

SSB Docket No. 02-044

**IN THE MATTER OF
STRATEGIC FINANCIAL ADVISORS, INC.
AND DAVID KAYE**

§
§
§

Order No. CDO/FIN-1541

**TO: Strategic Financial Advisors, Inc.
17555 Ventura Boulevard, Suite 200
Encino, California 91316**

**David Kaye
17555 Ventura Boulevard, Suite 200
Encino, California 91316**

CEASE AND DESIST ORDER

Be it remembered that Strategic Financial Advisors, Inc. ("Respondent SFA") and David Kaye ("Respondent Kaye") (collectively "Respondents") appeared before the Securities Commissioner of the State of Texas ("Securities Commissioner") and consented to the entry of this Order, the Findings of Fact and Conclusions of Law contained herein.

FINDINGS OF FACT

1. Respondents have waived (a) Respondents' rights to notice and a hearing in this matter; (b) Respondents' rights to appear and present evidence in this matter; (c) Respondents' right to appeal this Order; and (d) all other procedural rights granted to Respondents by The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2003) ("Texas Securities Act"), and the Administrative Procedure Act, TEX. GOV'T CODE ANN. § 2001.001 et seq. (Vernon Supp. 2003) ("Administrative Procedure Act").
2. Respondent SFA is a California corporation that has a business address of 17555 Ventura Boulevard, Suite 200, Encino, California 91316.
3. Respondent Kaye is an individual who is the President of Respondent SFA and who has the same business address as Respondent SFA.

4. On or about December 4, 2002, an individual identified as Sidney Green ("Green") contacted at least one Texas resident (the "Offeree") through a telephone "cold call" and requested to speak with the Offeree's spouse. The Offeree indicated that the Offeree's spouse was unavailable and Green, thereafter, made available the opportunity to invest with A.B.B. Sanitec West, Inc. ("Sanitec") and purchase a Sanitec Unit. Green indicated that an individual identified as Sam Foster ("Foster") would subsequently contact the Offeree to discuss the purchase of a Sanitec Unit in greater detail.
5. On or about December 4, 2002, Foster contacted the Offeree and made available the opportunity to purchase a whole or fractional Sanitec Unit. Foster identified a Sanitec Unit as consisting of a \$20,000.00 promissory note that bears twelve percent per annum interest and matures on December 31, 2006, and five thousand common stock purchase warrants. Foster indicated that the purchase price of a Sanitec Unit was \$20,000.00 and that the purchase price of one-half of a Sanitec Unit was \$10,000.00. Foster, thereafter, sent or caused to be sent a Private Placement Memorandum, sales literature and a video cassette to the Offeree.
6. The Private Placement Memorandum identified Sanitec as a corporation formed in August, 2001, to engage in the business of providing waste treatment and related services to medical institutions located in Washington, Oregon and California. The Private Placement Memorandum further identified Sanitec as issuing 100 Sanitec Units whereby each Sanitec Unit consists of one \$20,000.00 twelve percent note and five thousand common stock purchase warrants.

The Private Placement Memorandum indicated that Sanitec Units were to be sold exclusively to accredited investors and that the purchase thereof involved substantial risk. The Private Placement Memorandum further directed prospective investors to contact Respondent Kaye, the "key consultant," with questions and inquiries regarding the purchase of a Sanitec Unit. The Private Placement Memorandum indicated that prospective investors were not to rely on oral representations that were inconsistent with the Private Placement Memorandum.

The sales literature included a Subscription Agreement that was to be completed by the Offeree and submitted with payment to the attention of Respondent Kaye at the last known business address of Respondent SFA. The Subscription Agreement required the Offeree to verify that the Offeree was not solicited by means of any form of cold calling and that the Offeree had a pre-existing business relationship with an officer, director, employee, consultant or other affiliate of Sanitec.

7. On or about December 12, 2002, and on or about December 16, 2002, an individual identified as Michael Lawrence ("Lawrence") conversed with the Offeree by telephone and thereby conducted two oral sales presentations regarding the purchase of a whole or fractional Sanitec Unit.
8. Respondent SFA and Respondent Kaye, Foster and Green have not been registered to offer or sell securities or to render investment advice in Texas at any

time material hereto. Lawrence has not been registered with Respondent SFA to offer or sell securities or to render investment advice in Texas at any time material hereto.

9. On or about December 30, 2002, the Deputy Securities Commissioner of the State of Texas issued Emergency Cease and Desist Order CDO-1489, SSB Docket No. 02-44 (the "Emergency Order") against natural persons and entities that included Respondent SFA and Respondent Kaye. The Emergency Order has continued in force and effect against Respondents from December 30, 2002, through the date that this Order is entered by the Securities Commissioner.
10. By executing this Order and upon the entry of this Order by the Securities Commissioner, Respondent SFA and Respondent Kaye agree that their request for a hearing on the Emergency Order is withdrawn and non-appealable and that they will not oppose dismissal of the proceeding from the docket of the State Office of Administrative Hearings.

CONCLUSIONS OF LAW

1. The Sanitec Units are securities as that term is defined in Section 4.A of the Texas Securities Act.
2. Respondents engaged in the offer for sale of the above-described securities in Texas as the term "offer for sale" is defined in Section 4.E of the Texas Securities Act.
3. Respondents acted as "dealers" or "agents" of dealers in securities as those terms are defined in Sections 4.C and 4.D of the Texas Securities Act.
4. Respondents violated Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.
5. The foregoing violation constitutes a basis for the issuance of a Cease and Desist Order pursuant to Section 23 of the Texas Securities Act.
6. The foregoing violation constitutes a basis for the assessment of an Administrative Fine pursuant to Section 23-1 of the Texas Securities Act.

ORDER

1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from acting as securities dealers or agents in Texas until they are registered or an available exemption is utilized.
2. It is further ORDERED that Respondent SFA is hereby ASSESSED AN ADMINISTRATIVE FINE in the amount of Five Thousand Dollars (\$5,000).

Payment shall be made by delivery of a cashier's check to the Securities Commissioner in the amount of Five Thousand Dollars (\$5,000), payable to the State of Texas, contemporaneously with the delivery of this Order.

3. It is further ORDERED that the Emergency Order is modified by this Order solely and exclusively as the Emergency Order relates to Respondents.

SIGNED AND ENTERED BY THE SECURITIES COMMISSIONER this 23rd day of September, 2003.



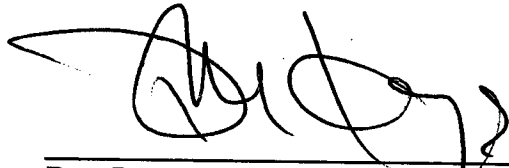
DENISE VOIGT CRAWFORD
Securities Commissioner

Respondents:

Strategic Financial Advisors, Inc.

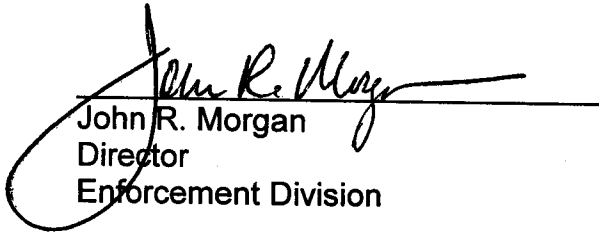


By: David Kaye, President
Strategic Financial Advisors, Inc.

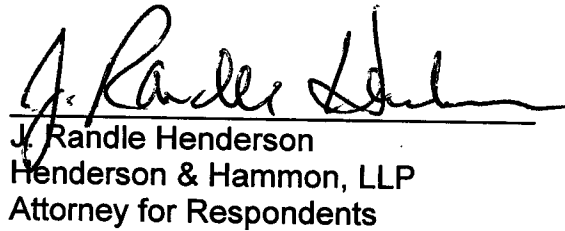


By: David Kaye, Individually

Approved as to Form:



John R. Morgan
Director
Enforcement Division



J. Randle Henderson
Henderson & Hammon, LLP
Attorney for Respondents

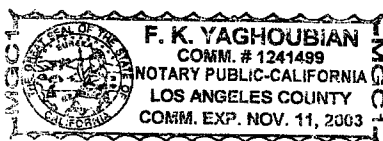
ACKNOWLEDGMENT

On the 15 day of SEPTEMBER, 2003, Strategic Financial Advisors, Inc. ("Respondent SFA"), by and through its President, David Kaye, personally appeared before me, executed the foregoing Order, and acknowledged that:

1. David Kaye is fully authorized to enter into the foregoing Order on behalf of Respondent SFA;
2. David Kaye has read the foregoing Order;
3. Respondent SFA has been fully advised of its rights under the Texas Securities Act and the Administrative Procedure Act;
4. Respondent SFA knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and
5. Respondent SFA, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth therein.

F. K. YAGHOUBIAN
Notary Public in and for
the State of CALIFORNIA

[affix notary seal here]



My commission expires on: NOV-11-2003

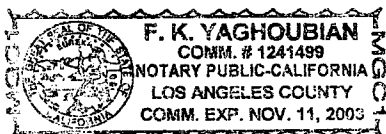
ACKNOWLEDGMENT

On the 15 day of SEPTEMBER, 2003, David Kaye ("Respondent Kaye") personally appeared before me, executed the foregoing Order, and acknowledged that:

1. Respondent Kaye has read the foregoing Order;
2. Respondent Kaye has been fully advised of his rights under the Texas Securities Act and the Administrative Procedure Act;
3. Respondent Kaye knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and
4. Respondent Kaye, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived his rights as set forth therein.

F. K. YAGHOUBIAN
Notary Public in and for
the State of CALIFORNIA

[affix notary seal here]



My commission expires on: NOV-11-2003