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SECURITIES COMMISSIONER

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Texas State Securities Board

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MEMBER

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IN THE MATTER OF
ATM ALLIANCE CORP., MICHAEL T.
GILOT, MARYANN T. GILOT, AND
DRIPPING SPRINGS CHECK
CASHING & SHIPPING OUTLET

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Order No. ENF-05-CDO-1586

TO: ATM Alliance Corp.
3690 E. Hwy. 290
Bldg. B1 & B2
Dripping Springs, TX 78620

Michael T. Gilot
586 Tom Sawyer
Dripping Springs, TX 78620

Maryann T. Gilot
586 Tom Sawyer
Dripping Springs, TX 78620

Dripping Springs Check Cashing
& Shipping Outlet
3690 E. Hwy. 290
Bldg. B2
Dripping Springs, TX 78620

EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Securities Commissioner of the State of Texas ("Securities Commissioner") of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 23-2 of The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2005) ("Texas Securities Act").

The Staff of the Enforcement Division ("the Staff") of the Texas State Securities Board ("the Securities Board") has presented evidence sufficient for the Securities Commissioner to find that:

FINDINGS OF FACT

1. Respondent ATM Alliance Corp. ("Respondent ATM") maintains a last known address at 3690 E. Hwy. 290, Bldg. B1 & B2, Dripping Springs, TX 78620.
2. Respondent Michael T. Gilot ("Respondent Michael") maintains a last known address at 586 Tom Sawyer, Dripping Springs, TX 78620.
3. Respondent Maryann T. Gilot ("Respondent Maryann") maintains a last known address at 586 Tom Sawyer, Dripping Springs, TX 78620.
4. Respondent Dripping Springs Check Cashing & Shipping Outlet ("Respondent Check Cashing") maintains a last known address at 3690 E. Hwy. 290, Bldg. B2, Dripping Springs, TX 78620.
5. Respondents are offering to Texas residents "a lucrative Passive Purchasers Program" through their website www.atmalliance.com. In the Passive Purchasers Program, investors purportedly purchase existing scrip ATM terminal locations and Respondents take care of the rest which "generates an approximate 30% return". Joshua M. Gilot and Respondents Michael and Maryann are listed as the directors of Respondent ATM.
6. In an article on the website www.greensheet.com, a statement attributed to a press release issued by Respondent ATM is made that Ty Hoffer is the National Sales Director of Respondent ATM.
7. In various articles on the website www.greensheet.com, statements attributed to press releases issued by Respondent ATM are made that: Respondent ATM has 17 years experience in the transactions industry and 14 years experience in the payment processing industry; The U.S. Securities and Exchange Commission ("SEC") "awarded" Respondent ATM 680 Cash Link investors; and Respondent ATM is registered with the SEC and the Texas Attorney General. In fact, Respondent ATM was incorporated on November 19, 2003; the SEC did not "award" any Cash Link investors to Respondent ATM; and Respondent ATM is not registered with either the SEC or Texas Attorney General.
8. The above-described Passive Purchasers Program is not registered by qualification, notification or coordination and no permit has been granted for its sale in Texas.
9. Respondents are not registered with the Securities Commissioner as dealers or agents.
10. In connection with the offer for sale of the above-described Passive Purchasers Program, Respondents are intentionally failing to disclose the following material facts:
 - a) Respondent Michael d/b/a Gilot Inc. d/b/a 141 Liquors and Respondent Maryann filed for Chapter 7 bankruptcy in the United States Bankruptcy Court, Eastern District of Missouri, St. Louis Division, on 4/1/1997 in case number 97-43089;

- b) Respondent Michael and Respondent Maryann filed for Chapter 13 bankruptcy in the United States Bankruptcy Court, Western District of Texas, Austin Division, on 4/28/2004 in case number 04-12338;
 - c) Information regarding the assets, liabilities, profits, losses, cash flow and other financial data of Respondent ATM;
 - d) The risks associated with investors' reliance on management to i) procure and install the scrip ATMs in viable businesses, ii) service, repair and maintain the scrip ATMs, iii) relocate non-performing or under-performing ATMs, and iv) collect, process, account for, and forward proceeds to investors;
 - e) The risks that consumers will use other free or lower cost payment alternatives instead of scrip ATMs; and
 - f) The failure rate of other scrip ATM businesses.
11. In connection with the offer for sale of the above-described Passive Purchasers Program, Respondents represent that Respondent ATM has 12 years experience in the payment processing industry, which is materially misleading or otherwise likely to deceive the public in light of the fact that Respondent ATM was incorporated on November 19, 2003.

CONCLUSIONS OF LAW

1. The above-described Passive Purchasers Program is a "security" as that term is defined by Section 4.A of the Texas Securities Act.
2. Respondents are violating Section 7 of the Texas Securities Act by offering securities for sale in Texas at a time when the securities are not registered with the Securities Commissioner.
3. Respondents are violating 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.
4. Respondents are engaging in fraud in connection with the offer for sale of securities.
5. Respondents have made an offer containing statements that are materially misleading or otherwise likely to deceive the public.
6. Respondents' conduct, acts, and practices threaten immediate and irreparable public harm.
7. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Texas Securities Act.

ORDER

1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the

Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.

2. It is further ORDERED that Respondents immediately CEASE AND DESIST from acting as securities dealers or agents in Texas until Respondents are registered with the Securities Commissioner or are acting pursuant to an exemption from registration under the Texas Securities Act.
3. It is further ORDERED that Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.
4. It is further ORDERED that Respondents immediately CEASE AND DESIST from offering securities in Texas through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

NOTICE

Pursuant to Section 23-2 of the Texas Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state the grounds for the request to set aside or modify the Order. Failure to request a hearing will result in the Order becoming final and non-appealable.

You are advised under Section 29.D of the Texas Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Texas Securities Act is a criminal offense punishable by a fine of not more than \$5,000, or imprisonment in the penitentiary for not more than two years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 17TH day of

March, 2005.

DENISE VOIGT CRAWFORD
Securities Commissioner

Don Rasch
Deputy Securities Commissioner