

DENISE VOIGT CRAWFORD
SECURITIES COMMISSIONER



JOHN R. MORGAN
DEPUTY SECURITIES COMMISSIONER

Mail: P O. BOX 13167
AUSTIN, TEXAS 78711-3167

Phone: (512) 305-8300
Facsimile: (512) 305-8310

Texas State Securities Board

208 E. 10th Street, 5th Floor
Austin, Texas 78701-2407
www.ssb.state.tx.us

JACK D. LADD
CHAIRMAN

BRYAN K. BROWN
MEMBER

BETH ANN BLACKWOOD
MEMBER

WILLIAM R. SMITH
MEMBER

EDWARD ESCUDERO
MEMBER

IN THE MATTER OF
PHOENIX ACQUISITIONS
AND BEVAN WILCOTT

§
§
§

Order No. ENF-07-CDO-1633

TO: Phoenix Acquisitions
600 N South Dairy Ashford, Houston West
Houston, Texas 77079
and
100 South Fifth Street, 19th Floor
Minneapolis, Minnesota 55402

Bevan Wilcott
600 N South Dairy Ashford, Houston West
Houston, Texas 77079
and
100 South Fifth Street, 19th Floor
Minneapolis, Minnesota 55402

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. 2006) ("Texas Securities Act").

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

FINDINGS OF FACT

1. Phoenix Acquisitions ("Respondent Phoenix") is a company that describes itself as "a corporation organized under the laws of the United States of America" that maintains purported addresses of 600 N South Dairy Ashford, Houston West, Houston, Texas 77079 and 100 South Fifth Street, 19th Floor, Minneapolis, Minnesota 55402. Respondent Phoenix's purported Senior Vice President of Accounts is Bevan Wilcott and its purported Managing Director is Clive Johnson.

Respondent Phoenix maintains an Internet website with a url of www.phoenixacquisitions.com, listing Andrew Wingon as the administrative contact in its Network Solutions url registration.

2. Bevan Wilcott ("Respondent Wilcott") purports to be the Senior Vice President of Accounts of Respondent Phoenix and maintains the purported address 600 N South Dairy Ashford, Houston West, Houston, Texas 77079.
3. Respondents are making available the opportunity to enter into an agreement with owners of shares to facilitate having restrictions on the sale of the shares removed in exchange for an advance fee, variously referred to as a "Reg S 144 Conversion fee" and a "legend removal fee." Respondents represent that they will facilitate the sale of said shares to a third party at a substantial profit to the current owners of the shares, with a commission fee paid to Respondents deducted from the purchase price of the shares. Respondents further represent that they are regulated by the "U.S. Commission of Equities" and that the above-described opportunity will be in accordance with the "International U.S. Securities Act."
4. Respondents have not been registered with the Securities Commission as dealers or agents at any time material hereto.
5. In connection with the offer for sale of said shares, Respondents are misrepresenting that Respondent Phoenix was issued a "Business License" by the Texas Comptroller of Public Accounts and said license was issued "[i]n accordance with the provisions of Texas State and Houston City Municipal Code...to operate the business," said misrepresentation being of a relevant fact.
6. In connection with the offer for sale of said shares, Respondents represent that the transaction will be governed by the "International U.S. Securities Act" and that Respondent Phoenix is regulated by the "U.S. Commission of Equities" which is materially misleading or otherwise likely to deceive the public in light of the fact that no such law and no such United States governmental agency exists.

CONCLUSIONS OF LAW

1. The above-described shares are "securities" as that term is defined by Section 4.A of the Texas Securities Act.
2. Respondents are engaging in the "offer for sale" of said securities as that term is defined in Section 4.E of the Texas Securities Act by soliciting a contract and agreement whereby securities are sold, traded or exchanged for money and by soliciting an offer to buy securities.
3. Respondents are violating Section 12 of the Texas Securities Act by offering for sale securities 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 a securities offer containing a statement that is 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

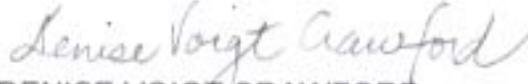
1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from acting as securities dealers or agents in Texas until Respondents are registered with the Securities Commissioner or acting pursuant to an exemption from registration under the Texas Securities Act.
2. It is further ORDERED that Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale or sale of any security in Texas.
3. It is further ORDERED that Respondents immediately CEASE AND DESIST from offering for sale 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 6th day of August, 2007.


DENISE VOIGT CRAWFORD
Securities Commissioner