

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
September 13, 2007

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12792**

**In the Matter of**

**HALT, BUZAS & POWELL,  
LTD., and WAYNE A. POWELL,  
CPA, and STEVEN R. HALT,  
CPA,**

**Respondents.**

**ORDER INSTITUTING  
ADMINISTRATIVE AND CEASE-  
AND-DESIST PROCEEDINGS  
PURSUANT TO SECTIONS 4C AND 21C  
OF THE SECURITIES EXCHANGE ACT  
OF 1934 AND RULE 102(e) OF THE  
COMMISSION'S RULES OF PRACTICE,  
AND NOTICE OF HEARING**

**I.**

The Securities and Exchange Commission ("Commission") deems it appropriate that public administrative proceedings be, and hereby are, instituted pursuant to Section 4C of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 102(e) of the Commission's Rules of Practice against Halt, Buzas & Powell, Ltd. ("Halt, Buzas & Powell"), Wayne A. Powell, CPA ("Powell"), and Steven R. Halt, CPA ("Halt") (collectively "Respondents") and that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 ("Exchange Act") against Halt, Buzas & Powell.

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENTS**

1. **Halt, Buzas & Powell** is a Virginia corporation and public accounting firm headquartered in Alexandria, Virginia. Halt, Buzas & Powell prepared and issued audit reports dated August 11, 2004 and October 11, 2004, in connection with its audits of American Utilicraft Corp. ("American Utilicraft").

2. **Wayne A. Powell, CPA**, 40, of Odenton, Maryland, is a certified public accountant licensed in Maryland since 1989. As engagement partner on the American Utilicraft engagement, Powell participated in the preparation and issuance of the August 11, 2004 and October 11, 2004, American Utilicraft audit reports.

3. **Steven R. Halt, CPA**, 55, of Fort Washington, Maryland, is a certified public accountant licensed in Virginia since 1976. As concurring partner on the American Utilicraft engagement, Halt participated in the preparation and issuance of the August 11, 2004 and October 11, 2004 American Utilicraft audit reports.

## **B. OTHER RELEVANT ENTITIES**

1. American Utilicraft is a Delaware Corporation based in Lawrenceville, Georgia. During the relevant period, American Utilicraft's common stock traded on the OTC Pink Sheets. Its common stock is registered with the Commission pursuant to Section 12(g) of the Exchange Act. American Utilicraft reported \$286,550 in revenue and total assets of \$818,233 for its fiscal year ended 2003. American Utilicraft has at all relevant times been an issuer as defined by the Sarbanes-Oxley Act of 2002 (the "Act").

## **C. FAILURE TO REGISTER WITH THE PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD**

1. Section 102(a) of the Act prohibits any person that is not a registered public accounting firm with the Public Company Accounting Oversight Board ("PCAOB") from preparing or issuing, or participating in the preparation or issuance of, any audit report with respect to any public reporting company after October 22, 2003.

2. Though Respondents were aware of the PCAOB registration requirement, at no point did Halt, Buzas & Powell register with the PCAOB as a public accounting firm.

3. Halt, Buzas & Powell audited the financial statements included in American Utilicraft's annual report for fiscal years 2001, 2002, and 2003 on Forms 10-KSB, filed with the Commission on November 3, 2004 (for fiscal years 2001 and 2002) and on December 6, 2004 (for fiscal year 2003).

4. Halt, Buzas & Powell prepared and issued audit reports dated August 11, 2004 and October 11, 2004, which were included in American Utilicraft's Forms 10-KSB.

5. Powell and Halt participated in auditing the financial statements included in American Utilicraft's annual reports for fiscal years 2001 through 2003 on Forms 10-KSB, filed with the Commission on November 3, 2004 (for fiscal years 2001 and 2002) and on December 6, 2004 (for fiscal year 2003).

6. Powell and Halt participated in the preparation and issuance of audit reports dated August 11, 2004 and October 11, 2004, which were included in American Utilicraft's Form 10-KSB.

7. Halt, Buzas & Powell and Powell were aware of the registration requirement and the October 22, 2003 deadline for registration with the PCAOB when Halt, Buzas & Powell issued the August 11, 2004 and October 11, 2004 audit reports.

8. Halt, Buzas & Powell received \$104,797 for conducting audits of American Utilicraft's financial statements for its fiscal year 2001 through 2003 and for issuing audit reports on those financial statements.

#### **D. VIOLATIONS**

1. Section 4C(a) of the Exchange Act provides, in relevant part, that the Commission "may censure any person, or deny, temporarily or permanently, to any person the privilege of appearing or practicing before the Commission in any way, if that person is found by the Commission ... (1) not to possess the requisite qualifications to represent others ... or (3) to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations issued thereunder."

2. Rule 102(e)(1) of the Commission's Rules of Practice provides that the Commission "may censure a person or deny, temporarily or permanently, the privilege of appearing or practicing before it in any way to any person who is found by the Commission ... (i) not to possess the requisite qualifications to represent others ... or (iii) to have willfully violated ... any provision of the Federal securities laws or the rules and regulations thereunder."

3. Section 102(a) of the Act provides that "it shall be unlawful for any person that is not a registered public accounting firm to prepare or issue, or to participate in the preparation or issuance of, any audit report with respect to any issuer."

4. Because Halt, Buzas & Powell had not registered with the PCAOB, it lacked "the requisite qualifications" to issue audit reports dated August 11, 2004 and October 11, 2004.

5. By participating in the preparation or issuance of audit reports after October 22, 2003 by an audit firm that was not registered with the PCAOB, Powell and Halt lacked "the requisite qualifications to represent others."

6. In violation of Section 102(a) of the Act, Halt, Buzas & Powell prepared and issued audit reports on the financial statements of a reporting company after October 22, 2003, without first registering with the PCAOB. Halt, Buzas & Powell thus also willfully violated the federal securities laws.

### **III.**

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate that public administrative and cease-and-desist proceedings be instituted to determine:

A. Whether the allegations set forth in Section II are true and, in connection therewith, to afford Respondents an opportunity to establish any defenses to such allegations; and

B. Whether, pursuant to Sections 4C(a)(1) and 4C(a)(3) of the Exchange Act and Rules 102(e)(1)(i) and 102(e)(1)(iii) of the Commission's Rules of Practice, Halt, Buzas & Powell should be censured by the Commission or temporarily or permanently denied the privilege of appearing or practicing before the Commission.

C. Whether, pursuant to Section 4C(a)(1) of the Exchange Act and Rule 102(e)(1)(i) of the Commission's Rules of Practice, Powell and Halt should be censured by the Commission or temporarily or permanently denied the privilege of appearing or practicing before the Commission.

D. Whether, pursuant to Section 21C of the Exchange Act, Halt, Buzas & Powell should be ordered to cease and desist from committing or causing violations and any future violations of Section 102(a) of the Act, and whether Halt, Buzas & Powell should be ordered to pay disgorgement and prejudgment interest and to make an accounting pursuant to Section 21C(e) of the Exchange Act.

#### IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened not earlier than 30 days and not later than 60 days from service of this Order at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondents shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondents fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against them upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondents personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 300 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not “rule making” within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Nancy M. Morris  
Secretary