

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
April 12, 2005

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-11894**

**In the Matter of**  
  
**Gateway International Holdings, Inc.**  
  
**and**  
  
**Lawrence A. Consalvi,**  
  
**Respondents.**

**ORDER INSTITUTING**  
**PROCEEDINGS PURSUANT TO**  
**SECTIONS 12(j) AND 21C OF THE**  
**SECURITIES EXCHANGE ACT OF**  
**1934**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Gateway International Holdings, Inc. (“Gateway”) and cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Exchange Act against Lawrence A. Consalvi (“Consalvi”) (Gateway and Consalvi collectively as “Respondents”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**Respondents**

1. Gateway, a Nevada corporation based in Anaheim, California, acquires, refurbishes and sells pre-owned machine tools. The common stock of Gateway has been registered under Section 12(g) of the Exchange Act since July 9, 1999. Until August 28, 2003, Gateway stock was listed and traded on the Bulletin Board (a quotation service operated by the NASD). It is currently quoted on the “Pink Sheets” disseminated by Pink Sheets LLC.

2. Lawrence A. Consalvi, age 46, resides in Yorba Linda, California. Since January 25, 2002, Consalvi has been president and chief executive officer of Gateway.

### **Facts**

3. Gateway has failed to comply with Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder, while its securities were registered with the Commission in that it has not filed two annual reports on Forms 10-K for the fiscal years ended September 30, 2003 and September 30, 2004, which were due to be filed on or before December 30, 2003 and December 30, 2004, or five quarterly reports on Forms 10-Q for the quarters ended March 31, 2003, June 30, 2003, December 31, 2003, March 31, 2004, and June 30, 2004, which were due to be filed on or before May 16, 2003, August 14, 2003, February 16, 2004, May 17, 2004, and August 14, 2004.

4. During his tenure as Gateway's president and chief executive officer, Consalvi has had responsibility for ensuring Gateway's compliance with its reporting obligations. As a result of the conduct described in Paragraph 3 above, Consalvi caused Gateway's violations of Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder.

### **III.**

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative 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;

B. Whether, pursuant to Section 21C of the Exchange Act, Consalvi should be ordered to cease and desist from causing violations of and any future violations of Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder; and

C. Whether, pursuant to Section 12(j) of the Exchange Act, it is necessary and appropriate for the protection of investors to revoke or suspend for a period not exceeding twelve months the registration of each class of securities of Gateway registered pursuant to Section 12 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 twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

If Respondents fail to file the directed answer, or fail 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, and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220 and 201.310.

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

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 551 delaying the effective date of any final Commission action.

By the Commission.

Jonathan G. Katz  
Secretary