

purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission's jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.3, below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions ("Order"), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Censoprano, age 49, is and has been a certified public accountant licensed to practice in the State of California. He served as Chief Financial Officer of M&A West, Inc. during 1999 and 2000.

2. M&A West, Inc. ("M&A West") was, at all relevant times, a Colorado corporation with its principal place of business in San Bruno, California. M&A West was engaged in the business of developing start-up internet-related businesses. M&A West issued common stock that was registered with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 ("Exchange Act") and quoted on the Over-the-Counter Bulletin Board.

3. On September 6, 2001, the Commission filed a complaint against Censoprano and others, captioned SEC v. M&A West, et al., Civil Action No. C-01-3376 VRW (Northern District of California). On October 28, 2005, the court entered an order permanently enjoining Censoprano, by consent, from future violations of Sections 10(b) and 13(b)(5) of the Exchange Act, and Rules 10b-5, 13b2-1 and 13b2-2 thereunder, and from aiding and abetting future violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, and 13a-13 thereunder. Censoprano was also ordered to pay a \$250,000 civil money penalty and was prohibited from acting as an officer or director of an issuer that has securities registered pursuant to Section 12(g) of the Exchange Act.

4. The Commission's complaint alleged, among other things, that Censoprano participated with other persons associated with M&A West in a fraudulent scheme which resulted in M&A West filing materially false and misleading financial statements in the company's annual reports on Form 10-KSB for the fiscal years ended May 31, 1999 and May 31, 2000, and in the company's quarterly reports on Form 10-QSB for the quarters ended August 31, 1999 and November 30, 1999, and a materially false and misleading Form 8-K/A dated August 18, 1999. The complaint alleged that Censoprano participated in several instances involving the preparation of documents and accounting entries that were used to improperly account for cash received by M&A West and to materially increase M&A West's annual and quarterly revenue and net income, and which represented a departure from generally accepted accounting principles ("GAAP"). Among other things, Censoprano is alleged to have participated in the creation of agreements that did not exist, and in improperly accounting for securities held by M&A West. In addition, the complaint alleged that Censoprano provided

misleading information, and failed to disclose information, to M&A West's independent auditors about certain of the Company's fraudulent practices.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Censoprano's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Censoprano is suspended from appearing or practicing before the Commission as an accountant.

By the Commission.

Jonathan G. Katz
Secretary