BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE OF THE STATE OF TENNESSEE AT NASHVILLE

TENNESSEE SECURITIES DIVISION	)	
Petitioner,	)	
VS.	)	
	)	**File No.: 03-026**
BOTTOM LINE OIL & GAS COMPANY A/K/A BOTTOM LINE OIL COMPANY, MARCO BUZACHERO, AND LISA PRYOR	)	
Respondents.	)	

ORDER TO CEASE AND DESIST

This Order issues as a result of a Petition and its exhibits attached hereto filed by the Tennessee Securities Division of the Department of Commerce and Insurance and is predicated upon the following Findings of Fact and Conclusions of Law:

FINDINGS OF FACT

1. Bottom Line Oil & Gas Company a/k/a/ Bottom Line Oil Company ("Bottom Line") is a Tennessee limited liability company, with its principal place of business being 1457 Jamestown Highway, Livingston, TN 38570 and its mailing address being P.O. Box 502, Livingston, TN 38570.

2. Marco Buzachero ("Buzachero") is a natural person, believed to be an employee, agent, officer, director, owner or other affiliated person of Bottom Line, with his

business address being P.O. Box 502, Livingston, TN 38570 and his personal address being 404 Dogleg Drive, Livingston, TN 38570.

3. Lisa Pryor ("Pryor") is a natural person, believed to be an employee, agent, officer, director, owner or other affiliated person of Bottom Line, with her address being 2290 N. Lick Creek Rd., Byrdstown, TN 38549.

4. Bottom Line is currently offering and/ or selling securities from and/or in the state of Tennessee.

5. Buzachero is currently offering and/ or selling securities from and/or in the state of Tennessee.

6. Pryor is currently offering and/ or selling securities from and/or in the state of Tennessee.

7. In November of 2001, the Pennsylvania Securities Commission ("PSC") sent the Division a copy of a Cease and Desist Order that they issued on October 31, 2001 against Bottom Line and Buzachero. PSC indicated that Bottom Line had advertised the offer for sale of working interest participations in oil and gas leases in September of 2001. Bottom Line had sent a contract and operating agreement and other information describing the interests to at least one Pennsylvania resident.

8. Bottom Line was offering for sale interests from $2,500.00 to $20,000.00 for drilling and testing and for completion costs of $1,250.00 to $10,000. Bottom Line offered a 1/32 – 2.74% interest in the M.V. Oakley Lease in Robbinstown, Pickett County, Tennessee in the amount of $5,000.00 for drilling and testing with completion costs of $2,500.00.

9. The Pennsylvania resident that was solicited had no pre-existing relationship with Bottom Line or Buzachero.

10. On January 23, 2002, the Division of Consumer Affairs referred to the Division an inquiry made by Walter Darby, a resident of Georgia. Mr. Darby had originally written to the Office of the Attorney General an inquiry letter concerning Bottom Line, Buzachero, and Pryor. Mr. Darby had been contacted as a potential investor.

11. According to the Tennessee Department of Environment and Conservation, Division of Geology, Bottom Line was issued a well permit for the M.V. Oakley #1 on November 6, 2001.

12. Bottom Line is not currently, nor has the company ever been, registered as an issuer-dealer or as a broker-dealer with the Division pursuant to the Tennessee Securities Act of 1980, as amended. Moreover, Bottom Line has never registered a securities offering with the Division.

13. Buzachero is not currently, nor has he ever been, registered as an issuer-dealer, a broker-dealer, or as an agent of a broker-dealer with the Division pursuant to the Tennessee Securities Act of 1980, as amended.

14. Pryor is not currently, nor has she ever been, registered as an issuer-dealer, a broker-dealer, or as an agent of a broker-dealer with the Division pursuant to the Tennessee Securities Act of 1980, as amended.

15. The information in possession of the Division indicates that the above-named Respondents have offered and/or sold unregistered securities to Tennessee investors and may be operating as unregistered issuer-dealers and/or broker-dealers or as agents of broker-dealers in violation of the Act. It is unknown how many Tennesseans or individuals from other states have invested, have been solicited to invest, or will be solicited to invest in Bottom Line. The total amount invested is unknown, but could potentially be thousands of

dollars depending on the number of investors. The Division has no information to indicate that Respondents are not currently soliciting more [potential] investors from or in the state of Tennessee or other states. It is believed that Respondents are still offering to sell and are selling unregistered oil and gas interests in Bottom Line.

16. The Respondents are presently and will continue to offer and/or sell unregistered securities, without the proper registration, from or in the state of Tennessee. As result of this activity the public will suffer immediate and irreparable injury, loss or damage.

17. The Respondents, in connection with the offer, sale and purchase of the security in this state, will continue to violate Tennessee Code Annotated § 48-2-121(b) by stating that the shares of the oil and gas interests of Bottom Line are registered or omitting to state that the oil and gas interests are unregistered with the State of Tennessee, Department of Commerce and Insurance, Division of Securities.

18. This Order is in the public interest and necessary for the protection of investors, and consistent with the purposes fairly intended by the Act.

CONCLUSIONS OF LAW

1. Tennessee Code Annotated §48-2-104 provides that it is unlawful for any person to sell any security in this state unless it is registered with the Division, qualified for an exemption pursuant to §48-2-103, or a covered security.

2. Tennessee Code Annotated § 48-2-102 provides that a security includes certificates of interest or participation in an oil, gas, or mining title or lease or in payments out of production under such a title or lease.

3. Based upon the Findings of Fact and the Exhibits filed by the Petitioner, the Respondents have violated and are violating Tennessee Code Annotated §48-2-104 by offering, and/or selling unregistered securities to Tennessee residents.

4. Tennessee Code Annotated §48-2-102(12)(C) provides that an "issuer" means every person who issues any security, except that with respect to a fractional undivided interest in oil, gas, or other mineral rights, "issuer" means the owner of such right or of an interest in such right (whether whole or fractional) who creates fractional interests therein for the purpose of sale.

5. Tenn. Code Ann. § 48-2-110(f) states that it is unlawful for any person to issue any security in this state unless such person is registered as an issuer-dealer.

6. Based upon the Findings of Fact and the Exhibits filed by the Petitioner, Respondents have violated and are violating Tennessee Code Annotated §48-2-110 by acting as unregistered issuer-dealers from and in the state of Tennessee.

7. Tennessee Code Annotated §48-2-102(3) provides that a "broker-dealer" means any person engaged in the business of effecting transactions in securities for the account of others, or any person engaged in the business of buying or selling securities issued by one (1) or more other persons for such person's own account and as part of a regular business rather than in connection with such person's investment activities.

8. Tennessee Code Annotated §48-2-102(2) provides that an "agent" means any individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities from or in this state.

9. Tennessee Code Annotated §48-2-109(a) provides that it is unlawful for any person to transact business from or in this state as a broker-dealer or agent unless such person is registered as a broker-dealer or agent under this part.

10. Tennessee Code Annotated §48-2-109(b) provides that it is unlawful for any broker-dealer to employ an agent to transact business as an agent unless the agent is registered under this part.

11. Based upon the Findings of Fact and the Exhibits filed by the Petitioner, Respondent Bottom Line has violated and is violating Tennessee Code Annotated §48-2-109(a) and (b) by acting as an unregistered broker-dealer and/or employing unregistered agent to solicit Tennessee residents and residents of other states.

12. Based upon the Findings of Fact and the Exhibits filed by the Petitioner, Respondents, Buzachero and Pryor, have violated and are violating Tennessee Code Annotated §48-2-109(a) by acting as broker-dealers and/or unregistered agents of a broker-dealer from and in the state of Tennessee.

13. Tennessee Code Annotated §48-2-121(b) provides that it is unlawful for any person, in connection with the sale or purchase of any security in this state directly or indirectly, (1) to employ any device, scheme, or artifice to defraud, (2) to make any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, and/or (3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

14. Based upon the Findings of Fact, the Respondents have violated and are violating Tennessee Code Annotated § 48-2-121(a) by stating that the oil and gas interests

of Bottom Line are registered or omitting to state that the oil and gas interests are unregistered with the State of Tennessee, Department of Commerce and Insurance, Division of Securities.

15. Tennessee Code Annotated §48-2-116 provides that the Commissioner may make, promulgate, amend, and rescind such Orders as are necessary to carry out the provisions of the Tennessee Securities Act of 1980, as amended, and that such Order is in the public interest, necessary for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the Act.

16. Tennessee Code Annotated §48-2-116(e)(2) states, in pertinent part, that no Order may be entered without: 1) prior notice to affected parties, unless the Commissioner determines that prior notice would not be in the public interest and would be detrimental to the protection of investors; 2) an opportunity for a hearing before the Commissioner; and 3) written Findings of Fact and Conclusions of Law.

17. Based upon the Findings of Fact, it would not be in the public interest and it would be detrimental to the protection of investors if prior notice of this Order were given to affected parties.

NOW, THEREFORE, in consideration of the foregoing, it is **ORDERED** that:

1. The Respondents, Bottom Line Oil & Gas Company a/k/a Bottom Line Oil Company, Marco Buzachero, and Lisa Pryor, shall comply with the provisions of the Tennessee Securities Act of 1980, as amended.

2. The Respondents, Bottom Line Oil & Gas Company a/k/a Bottom Line Oil Company, Marco Buzachero, and Lisa Pryor, shall cease and desist in the further conduct

as issuer-dealers, broker-dealers, and/or agents of a broker-dealer from or in the state of Tennessee until such time as it is effectively registered with the Division to engage in such activity. Specifically, IT IS ORDERED that the Respondents immediately cease and desist from the sale of oil and gas interests in Bottom Line and/or its successor entity to individuals in Tennessee and in other states, as well as immediately cease and desist from any activity associated with the sale of these and any other securities.

3. All Respondents shall cease and desist the further offer and/or sale and/or issuance of unregistered securities from and in the state of Tennessee.

4. The Respondents shall cease and desist, from and in the state of Tennessee, in making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading.

5. All persons in any way assisting, aiding, or helping any of the aforementioned Respondents in any of the aforementioned violations of the Tennessee Securities Act of 1980, as amended, Tennessee Code Annotated §§48-2-101 et seq. shall cease and desist from all such activities in violation of the Tennessee Securities Act of 1980, as amended.

This Order is not intended to prohibit any lawful conduct in which any of the Respondents might be engaged.

Entry of this Order shall not in any way restrict the Tennessee Securities Division or the Commissioner of Commerce and Insurance from taking further action with respect to these or other possible violations by Respondents of the Act or any of the Rules promulgated there under.

This Order shall become a Final Order 30 days from the date of its entry, unless written notification requesting a hearing is made within that 30 day period.

You are advised that you have the right to a hearing as to all matters raised in this Order. If you wish to exercise your right to a hearing, please notify:

DAPHNE D. SMITH
ASSISTANT COMMISSIONER FOR SECURITIES
STATE OF TENNESSEE, DEPARTMENT OF COMMERCE AND INSURANCE
DAVY CROCKETT TOWER, SUITE 680
500 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243

Such request must be received within 30 days of the date of entry of this Order.

Entered this 21 day of November, 2003.

Paula A. Flowers
Paula A. Flowers,
Commissioner

APPROVED FOR ENTRY:

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Daphne D. Smith
Assistant Commissioner for Securities
Department of Commerce and Insurance

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