

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: INTEGRITY FINANCIAL GROUP, INC.,)
ITS OFFICERS, DIRECTORS,) File No. 0200872
EMPLOYEES, AFFILIATES, SUCCESSORS,)
AGENTS AND ASSIGNS,)
AND STEVE WIREMAN)

CONSENT ORDER OF
PROHIBITION AND FINE

TO THE RESPONDENT: Steve Wireman
17238 E 2740 N Rd.
Bismarck, Illinois 61814

WHEREAS, Steve Wireman (the "Respondent") on November 14, 2003, executed a certain Stipulation To Enter Consent Order of Prohibition and Fine (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, the Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing in this matter and the Respondent has consented to the entry of this Consent Order of Prohibition and Fine.

WHEREAS, the Secretary of State, by and through his designated representative, the Securities Director, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceeding.

WHEREAS, the Respondent has acknowledged that the allegations contained in paragraph eight (8) of the Stipulation shall be adopted as the Secretary of State's Findings of Fact as follows:

Count I (Violation of 12.A)

1. That Respondent, Steve Wireman, resides at a last known address of 17238 E 2740 N Rd., Bismarck, Illinois 61814;
2. That, at all times relevant the Respondent Steve Wireman was an officer, director, agent or employee of Integrity Financial Group;
3. That on or about May 6, 1998, Steve Wireman, offered and sold Ardell Traeger (hereinafter, "Traeger"), an Illinois resident, shares of Integrity Financial Group stock;

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4. That each of the above-referenced shares of stock is a security as that term is defined pursuant to Section 2.1. of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act");
5. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois;
6. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell securities except in accordance with the provisions of the Act;
7. That at all times relevant hereto, Steve Wireman failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;
8. That Section 11.E.(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is engaging or has engaged in the business of selling or offering for sale securities as a dealer or salesperson without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
9. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses;

Count II (Violation of 12.D)

- 1-5. Paragraphs 1-5 of Count I are re-alleged and incorporated as paragraphs a-e of this Count II;
6. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to

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file with the Secretary of State any document or application required to be filed under the provision of the Act;

7. That at all times relevant hereto, Steve Wireman failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;
8. That Section 11.E.(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is engaging or has engaged in the business of selling or offering for sale securities as a dealer or salesperson without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
9. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection D of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
10. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses;

Count III (Violation of 12.G)

- 1-4. Paragraphs 1-4 of Count I are re-alleged and incorporated as paragraphs 1-4 of this Count III;
5. That during the months of February or March, 1998, Steve Wireman represented to Traeger that all of the money which Traeger invested in Integrity Financial Group stock would go solely toward Integrity Financial Group and that said investment offered a return of 2.75 times the amount of the initial investment as well as a 12% annual return within 18 to 24 months;
6. That prior to the aforesaid investment, Steve Wireman failed to inform Traeger that funds from investment would be used for payments to Doyle Abney, Clark Chevrolet, or deposited

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into the accounts of Unity Property and Development Corporation or Steve Wireman;

7. That on or about May 6, 1998, Steve Wireman failed to invest Traeger's funds into Integrity Financial Group, but rather diverted said funds into the following: 1) a deposit into the account of Unity Property and Development Corporation, 2) a cashiers check to Doyle Abney, 3) a cashiers check to Clark Chevrolet, and 4) a deposit into Steve Wireman's personal bank account;
8. That on or about June 17, 1999, Traeger received two checks from Integrity Financial Group for the purpose of paying Traeger the aforementioned return on his investment as originally promised by Steve Wireman;
9. That aforesaid checks from Integrity Financial Group referenced in Paragraph 8 were not honored by the bank due to insufficient funds;
10. That 18-24 months have passed since Traeger made his original investment and Traeger has not received the return of 2.75 times his original investment or the 12% annual return of his original investment as represented by Respondent;
11. That Section 12.G of the Act provides, inter alia, that it shall be a violation of the Act for any person to obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading;
12. That at all times relevant hereto, Steve Wireman obtained money or property from Ardell Traeger, an Illinois resident, by means of an untrue statement of material fact or an omission to state a material fact by representing Traeger that his investment would go to Integrity Financial Group and would yield a return of 2.75 times his original investment as well as a 12% annual return within 18-24 months, whereas the Respondent never invested said funds in Integrity Financial Group, but instead diverted the aforesaid investment into a cashiers check to Doyle Abney, a cashier's check to Clark Chevrolet, and into the accounts of Unity Property and Development Corporation and Steve Wireman, diversions which the Respondent failed to mention

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at the time of the aforesaid investment; furthermore, checks sent to Traeger, as referenced in paragraphs (8) and (9) of this count, were not honored by the bank due to insufficient funds and Traeger has not received the aforementioned return of his original investment as represented by Respondent;

13. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection G of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
14. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses;

Count IV (Violation of 12.A)

- 1-2. Paragraphs 1-2 of Count I are re-alleged and incorporated as paragraphs 1-2 of this Count IV;
3. That on or about August 14, 1998, Integrity Financial Group, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Steve Wireman, offered and sold Archie Neal (hereinafter, "Neal"), an Illinois resident, shares of Integrity Financial Group Stock;
4. That each of the above-referenced shares of stock is a security as that term is defined pursuant to Section 2.1. of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act");
5. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois;
6. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell securities except in accordance with the provisions of the Act;

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7. That at all times relevant hereto, Steve Wireman, failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;
8. That Section 11.E.(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is engaging or has engaged in the business of selling or offering for sale securities as a dealer or salesperson without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
9. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses;

Count V (Violation of 12.D)

- 1-5. Paragraphs 1-5 of Count IV are re-alleged and incorporated as paragraphs 1-5 of this Count V;
6. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State any document or application required to be filed under the provision of the Act;
7. That at all times relevant hereto, Steve Wireman, failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;
8. That Section 11.E.(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is engaging or has engaged in the business of selling or offering for sale securities as a dealer or salesperson without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;

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9. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection D of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
10. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses;

Count VI (Violation of 12.G)

- 1-4. Paragraphs 1-4 of Count IV are re-alleged and incorporated as paragraphs 1-4 of this Count VI;
5. That during the month of August, 1998, prior to Neal's investment, Integrity Financial Group, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Steve Wireman represented to Neal that for a minimum investment of \$5,000, said investment would have a return payoff of 2.75 times the initial investment as well as a 12% annual return until the time of aforesaid payoff;
6. That as of this date, Neal has never received any money from the respondents, nor has he received the return of 2.75 times his original investment or the 12% annual return of his original investment as formerly represented by Respondent;
7. That Section 12.G of the Act provides, inter alia, that it shall be a violation of the Act for any person to obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading;
8. That at all times relevant hereto, Integrity Financial Group, by and through its Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Steve Wireman, obtained money or property from Archie Neal, an Illinois resident, by means of an untrue statement of material fact or an omission to state a material fact by

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representing to Neal that his investment would yield a return or payoff of 2.75 times his original investment as well as a 12% annual return up to the date of the aforesaid payoff, whereas the Respondent never returned any money or funds of any kind to Neal as formerly represented or promised by Respondent;

9. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection G of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
10. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses;

Count VII (Violation of 12.A)

- 1-2. Paragraphs 1-2 of Count I are re-alleged and incorporated as paragraphs 1-2 of this Count VII;
3. That on or about August 20, 1999, Steve Wireman, offered and sold Brian Andrews (hereinafter, "Andrews"), an Illinois resident, a 90 day promissory note in return for a loan of \$50,000;
4. That the above-referenced promissory note is a security as that term is defined pursuant to Section 2.1. of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act");
5. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois;
6. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell securities except in accordance with the provisions of the Act;

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7. That at all times relevant hereto, Steve Wireman failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;
8. That Section 11.E.(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is engaging or has engaged in the business of selling or offering for sale securities as a dealer or salesperson without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
9. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses;

Count VIII (Violation of 12.D)

- 1-5. Paragraphs 1-5 of Count VII are re-alleged and incorporated as paragraphs 1-5 of this Count VIII;
6. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State any document or application required to be filed under the provision of the Act;
7. That at all times relevant hereto, Steve Wireman failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;
8. That Section 11.E.(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is engaging or has engaged in the business of selling or offering for sale securities as a dealer or salesperson without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;

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9. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection D of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
10. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses;

Count XI (Violation of 12.G)

- 1-4. Paragraphs 1-4 of Count VI are re-alleged and incorporated as paragraphs 1-4 of this Count XI;
5. That on the above date and prior to the aforesaid transaction, Steve Wireman represented that said note was to be repaid in full on or before November 18, 1999, as well as a return of 30% of the amount of the loan; Respondent also represented that Integrity Financial Group was a "rock solid" company and that the investors in Respondent's company were going to make a lot of money and an investment by Respondent in the Cayman Islands was a "done deal";
6. That Steve Wireman, never informed Andrews prior to the aforesaid transaction that Respondent's checks previously written to other investors had bounced or had not been honored due to insufficient funds;
7. That prior to August 20, 1999, investment return checks written by Integrity Financial Group, by and through Steve Wireman, to other investors had bounced or had not been honored due to insufficient funds;
8. That Steve Wireman failed to pay Andrews the amount of the loan or promissory note on November 18, 1999, as promised, nor was Andrews paid a 30% return on the amount of this loan or promissory note; as of this date, Andrews has never received any money or return on this loan or promissory note from the Respondent;
9. That Section 12.G of the Act provides, inter alia, that it shall be a violation of the Act for any person to obtain money or property through the sale of securities by means of

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any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading;

10. That at all times relevant hereto, Steve Wireman obtained money or property from Brian Andrews, an Illinois resident, by means of an untrue statement of material fact or an omission to state a material fact by representing to Andrews that he would be repaid for the full amount of his loan or promissory note as well as a 30% return, that Respondent's company was rock solid and that the Cayman Islands investment was a done deal while failing to inform Andrews that Respondent's checks to other investors had bounced or had been dishonored due to insufficient funds;
11. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection G of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;
12. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses;

WHEREAS, the Respondent has acknowledged that the allegations contained in paragraph nine (9) of the Stipulation shall be adopted as the Secretary of State's Conclusions of Law as follows:



1. That by virtue of the foregoing, the Respondent, Steve Wireman, has violated Sections 12(A), 12(D) and 12(G) of the Act;
2. That by virtue of the foregoing, the Respondent, Steve Wireman, is subject to a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act, as well as the costs of investigation and reasonable expenses and an order which permanently prohibits Respondent, Steve Wireman from offering or selling securities in the State of Illinois.

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NOW THEREFORE IT IS HEREBY ORDERED THAT:

1. The foresaid allegations contained in the Stipulation shall be and are hereby adopted as the Secretary of State's Findings of Fact and Conclusions of Law;
2. The Respondent shall be permanently prohibited from offering and selling securities in the State of Illinois, and;
3. Respondent shall, within 30 days of the entry of the aforesaid Consent Order, pay a fine in the amount of \$1,000 to the Illinois Secretary of State, and that such payment will be made by money order or cashier's check payable to the Illinois Secretary of State.

ENTERED: This 21st day of November, 2003.

JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12(D) of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"). Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony.

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