UNITED STATES OF AMERICA

Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 52763 / November 10, 2005

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 2344 / November 10, 2005

ADMINISTRATIVE PROCEEDING
File No. 3-12102

In the Matter of :

ORDER INSTITUTING ADMINISTRATIVE
PROCEEDINGS PURSUANT TO RULE
102(e) OF THE COMMISSION'S RULES OF
PRACTICE, MAKING FINDINGS, AND
IMPOSING REMEDIAL SANCTIONS

I.

The Securities and Exchange Commission ("Commission") deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Salvatore Censoprano ("Respondent" or "Censoprano") pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.1

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the

1 Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any . . . accountant . . . who has been by name . . . permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.
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