

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

SECURITIES ACT OF 1933
Rel. No. 8888 / January 31, 2008

SECURITIES EXCHANGE ACT OF 1934
Rel. No. 57246 / January 31, 2008

Admin. Proc. File No. 3-11626

In the Matter of

JOHN A. CARLEY,
EUGENE C. GEIGER,
THOMAS A. KAUFMANN,
EDWARD H. PRICE, and
CHRISTOPHER H. ZACHARIAS

OPINION OF THE COMMISSION

BROKER-DEALER PROCEEDING

CEASE-AND-DESIST PROCEEDING

Grounds for Remedial Action

Unregistered Offer and Sale of Securities

Fraud

Failure to Report Securities Transactions

Failure to Supervise

Officers of issuer unlawfully made unregistered offers and sales of securities. Officers committed fraud by omitting to disclose material facts concerning the sale of unregistered securities. One of the officers also failed to report a securities transaction. Held, it is in the public interest to order officers to disgorge ill-gotten profits and to cease and desist from committing or causing any violations or future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933, Sections 10(b) and 13(a) of the Securities Exchange Act of 1934, and Exchange Act Rules 10b-5, 12b-20, 13a-1, and 13a-11.

Associated persons of broker-dealer made unregistered offers and sales of securities. Held, it is in the public interest to order associated persons to disgorge ill-gotten profits; to pay civil money penalties, to cease and desist from committing or causing any violations or future violations of Securities Act Sections 5(a) and 5(c); to bar one associated person from association with a broker or dealer and to bar the other associated person from association with a broker or dealer with a right to reapply after five years.

President, chief executive officer, and chief compliance officer of registered broker-dealer failed to exercise reasonable supervision over associated persons with a view to preventing their violations of the securities laws. Held, it is in the public interest to bar president, chief executive officer, and chief compliance officer from association with any broker or dealer in a supervisory capacity and to order him to pay a civil money penalty.

APPEARANCES:

Thomas D. Birge and Carla B. Minckley, of Birge & Minckley, P.C., for John A. Carley.

Bradford J. Lam, of the Law Offices of Bradford J. Lam, PLLC, for Eugene C. Geiger.

Jeffrey J. Scott, of Scott & Associates, P.C., for Thomas A. Kaufmann.

Gordon Dihle, for Edward H. Price.

David A. Zisser, of Isaacson Rosenbaum, P.C., for Christopher H. Zacharias.

Julie K. Lutz and Thomas J. Krysa, for the Division of Enforcement.

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