

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES ACT OF 1933**  
**Release No. 8899 / February 25, 2008**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 57379 / February 25, 2008**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12969**

**In the Matter of**

**PAMELA J. THOMPSON,**

**Respondent**

**ORDER INSTITUTING ADMINISTRATIVE  
AND CEASE-AND-DESIST PROCEEDINGS,  
MAKING FINDINGS, AND IMPOSING  
REMEDIAL SANCTIONS AND A CEASE-  
AND-DESIST ORDER PURSUANT TO  
SECTION 8A OF THE SECURITIES ACT OF  
1933 AND SECTIONS 17A(c) AND 21C OF  
THE SECURITIES EXCHANGE ACT OF  
1934**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 8A of the Securities Act of 1933 (“Securities Act”) and Sections 17A(c) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) against Pamela J. Thompson (“Respondent”).

**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 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 her and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order Pursuant to Section 8A of the Securities Act of 1933 and Sections 17A(c) and 21C of the Securities Exchange Act of 1934 (“Order”), as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds<sup>1</sup> that:

#### **Summary**

These proceedings arise out of Respondent's role in usurping the "corporate identity" of Bancorp International Group, Inc. ("BCIT"), a public shell company, and which resulted in the issuance and trading of fraudulently issued shares of BCIT.

#### **Respondent**

1. Respondent, 42 years old, is a resident of Phoenix, Arizona and a certified public accountant in good standing in Arizona. In 2005, Respondent was engaged as an outside chief financial officer and consultant for Carter Care, Inc., a privately-held nursing care company.

#### **Other Relevant Entity**

2. BCIT is a Nevada shell corporation based in London, England. The company was incorporated in 1995 as N.E.C. Properties, Inc. In November 1999, the company changed its name to March Indy International, Inc., and on August 17, 2001, again changed its name, to Bancorp International Group, Inc. BCIT's common stock is registered with the Commission under Section 12(g) of the Exchange Act and quoted on the Pink Sheets.

#### **Background**

3. Between February and April 2005, Thompson assisted in the attempt to use the BCIT shell in a reverse merger to take Carter Care public.

4. In April 2005, Thompson prepared and faxed false documents to the Nevada Secretary of State that purported to change BCIT's registered agent and corporate officers. This filing with Nevada designated a nominee as the sole officer and director of the corporation, thereby purporting to cause a change of control.

5. At the end of April 2005, Thompson's assistance culminated in the issuance of 41 certificates. The certificates represented over 249 million shares, including 20 million to Thompson. No registration statements were filed in connection with the issuance of these shares of BCIT stock. Throughout this period, Thompson was aware of information demonstrating that another individual was BCIT's actual president.

---

<sup>1</sup> The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

6. On May 24, 2005, Thompson sent a letter to the Depository Trust Corp. informing them that she was BCIT's new transfer agent. Thompson never registered as a transfer agent with the Commission.

7. On May 25, 2005, Thompson assisted in ordering the printing of additional new BCIT stock certificates. Thompson faxed the printer a legitimate BCIT stock certificate issued in 2001 and instructed the printer to use those signatures on the new BCIT certificates. The signatures on the certificate were those of its president and its then-secretary who left in early 2002. At the time of their ordering, Thompson had not received permission or direction from BCIT's president, the only person with relevant authority, to print new stock certificates.

8. During June and July 2005, Thompson received and sold two million shares of fraudulent BCIT stock, earning profits of \$7,632. No registration statements were filed with respect to these stock issuances.

9. Thompson acted as the transfer agent of BCIT between April and August 2005.

10. As a result of the conduct described above, Thompson committed violations of Sections 17(a)(2) and 17(a)(3) of the Securities Act. In the offer or sale of securities, Section 17(a)(2) makes it unlawful "to obtain money or property 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 light of the circumstances under which they were made, not misleading;" and Section 17(a)(3) proscribes "any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser." Violations of Section 17(a)(2) and 17(a)(3) may be established by a showing of negligence. Aaron v. SEC, 446 U.S. 680, 697 (1980); SEC v. Glt. Dain Rauscher, Inc., 254 F.3d 852, 856 (9th Cir. 2001).

11. Further, as a result of the conduct described above, Thompson committed violations of Sections 5(a) and 5(c) of the Securities Act, which require that issuances of securities be either validly registered or exempt from registration.

12. Finally, as a result of the conduct described above, Thompson willfully<sup>2</sup> violated Section 17A of the Exchange Act and Rule 17Ac2-1 thereunder, which require registration as a transfer agent.

---

<sup>2</sup> "Willfully" as used in this Order means intentionally committing the act which constitutes the violation. Cf. Wonsover v. SEC, 205 F.3d 408, 414 (D.C. Cir. 2000); Tager v. SEC, 344 F.2d 5, 8(2d Cir. 1965). There is no requirement that the actor also be aware that he is violating one of the Rules or Acts.

### **Civil Penalties**

13. Respondent has submitted a sworn Statement of Financial Condition dated May 30, 2007, updated December 19, 2007, and other evidence, and has asserted her inability to pay a civil penalty.

### **Undertakings**

14. Respondent has undertaken to, in connection with this action and any related judicial or administrative proceeding or investigation commenced by the Commission or to which the Commission is a party, (i) appear and to be interviewed by the Commission staff at such times and places as the staff requests upon reasonable notice; (ii) will accept service by mail or facsimile transmission of notices or subpoenas issued by the Commission for documents or testimony at depositions, hearings, or trials, or in connection with any related investigation by Commission staff; (iii) appoints Respondent's undersigned attorney as agent to receive service of such notices and subpoenas; (iv) with respect to such notices and subpoenas, to waive the territorial limits on service contained in Rule 45 of the Federal Rules of Civil Procedure and any applicable local rules, provided that the party requesting the testimony reimburses Respondent's travel, lodging, and subsistence expenses at the then-prevailing United States Government per diem rates; and consents to personal jurisdiction over Respondent in any United States District Court for purposes of enforcing any such subpoena.

## **IV.**

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

Accordingly, pursuant to Section 8A of the Securities Act and Sections 17A(c) and 21C of the Exchange Act, it is hereby ORDERED that:

A. Respondent Thompson cease and desist from committing or causing any violations and any future violations of Sections 5(a), 5(c), 17(a)(2), and 17(a)(3) of the Securities Act and Section 17A of the Exchange Act and Rule 17Ac2-1 thereunder.

B. Respondent Thompson be, and hereby is barred from association with any transfer agent, with the right to reapply for association after three (3) years to the appropriate self-regulatory organization, or if there is none, to the Commission.

C. Respondent Thompson shall, within ten days of the entry of this Order, pay disgorgement of \$7,632 and prejudgment interest of \$830.82 to the United States Treasury. If timely payment is not made, additional interest shall accrue pursuant to SEC Rule of Practice 600. Such payment shall be: (A) made by United States postal money order, certified check, bank cashier's check or bank money order; (B) made payable to the Securities and Exchange Commission; (C) hand-delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA

22312; and (D) submitted under cover letter that identifies Pamela J. Thompson as a Respondent in these proceedings, the file number of these proceedings, a copy of which cover letter and money order or check shall be sent to Mary S. Brady, Division of Enforcement, Securities and Exchange Commission, Denver Regional Office, 1801 California Street, Suite 1500, Denver, CO 80202.

D. Based upon Respondent's sworn representations in her Statement of Financial Condition dated May 30, 2007, updated December 19, 2007, and other documents submitted to the Commission, the Commission is not imposing a penalty against Respondent.

E. The Division of Enforcement may, at any time following the entry of this Order, petition the Commission to: (1) reopen this matter to consider whether Respondent provided accurate and complete financial information at the time such representations were made; and (2) seek an order directing payment of the maximum civil penalty allowable under the law. No other issue shall be considered in connection with this petition other than whether the financial information provided by Respondent was fraudulent, misleading, inaccurate, or incomplete in any material respect. Respondent may not, by way of defense to any such petition: (1) contest the findings in this Order; (2) assert that payment of a penalty should not be ordered; (3) contest the imposition of the maximum penalty allowable under the law; or (4) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

F. Respondent shall comply with the undertakings enumerated in Section 14 above.

By the Commission.

Nancy M. Morris  
Secretary