

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 57635 / April 8, 2008**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13003**

<b>In the Matter of</b>	:	
<b>Craig J. Shaber,</b>	:	<b>ORDER INSTITUTING ADMINISTRATIVE</b>
<b>Respondent.</b>	:	<b>PROCEEDINGS PURSUANT TO RULE</b>
	:	<b>102(e) OF THE COMMISSION'S RULES OF</b>
	:	<b>PRACTICE, MAKING FINDINGS, AND</b>
	:	<b>IMPOSING REMEDIAL SANCTIONS</b>
	:	
	:	

**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 Craig J. Shaber (“Respondent” or “Shaber”) pursuant to Rule 102(e)(3) of the Commission’s Rules of Practice.<sup>1</sup>

**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

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<sup>1</sup> 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 attorney . . . 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.

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., Paragraph 2, 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. Shaber, age 48, is an attorney licensed to practice in California.
2. On September 30, 2003, the Commission filed a complaint against Shaber and others in *SEC v. Craig J. Shaber, et al.* (Civil Action No. 3:03-CV-2247/NDTX). On November 2, 2007, the court entered an order permanently enjoining Shaber, by consent, from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, and Sections 10(b), 13(d) and 16(a) of the Exchange Act and Rules 10b-5, 12b-20, 13a-1, 13a-13, 13d-1, 16a-2 and 16a-3 thereunder. Shaber was ordered to pay \$200,000 in disgorgement relief.
3. The Commission's complaint alleged that from 1998 to 2002 Shaber, assisted by an associate, engaged in an elaborate scheme to manufacture and sell 18 public shell companies. To carry out the scheme, the Commission alleged that Shaber and his associate installed nominee officers and directors in dormant companies and caused the dormant companies to file false registration statements with the Commission and NASD, Inc. The Commission's complaint further alleged that Shaber concealed his beneficial ownership and control of the public shell companies in filings with the Commission and realized substantial benefits from the sale of his undisclosed beneficial interest in the entities.

### IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that Shaber is suspended from appearing or practicing before the Commission as an attorney for five years. Furthermore, before appearing and resuming practice before the Commission, Respondent must submit an affidavit to the Commission's Office of the General Counsel truthfully stating, under penalty of perjury, that he has complied with this Order, that he is not the subject of any suspension or disbarment as an attorney by a court of the United States or of any state, territory, district, commonwealth, or possession, and that he has not been convicted of a felony or misdemeanor involving moral turpitude as set forth in Rule 102(e)(2) of the Commission's Rules of Practice.

By the Commission.

Nancy M. Morris  
Secretary