

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 60016 / June 1, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-13499

In the Matter of	ORDER INSTITUTING
DAVID B. STOCKER, Esq.	ADMINISTRATIVE PROCEEDINGS
Respondent.	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 David B. Stocker (“Respondent” or “Stocker”) instituted 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 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 paragraphs III. 1 through 7 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.

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 . . . attorney . . . who has been by name . . . [p]ermanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating . . . any provision of the Federal securities laws or of the rules and regulations thereunder.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Stocker, age 49, is and has been an attorney licensed to practice law in the State of Arizona. During 2004, Stocker acted as an attorney for American Television & Film Company, Auction Mills, Inc., AVL Global, Inc., Custom Designed Compressor Systems, Inc., Ecogate Inc., Media International Concepts, Inc., and Vanquish Productions, Inc. During 2006, Stocker acted as an attorney for Accel International Corporation, Access Developers, Inc., Avalon Stores, Inc., Chemtrack, Inc., Computer Communications, Inc., Electronic Transmission Corporation, and Westmark Holdings, Inc.

2. On June 14, 2007, the Commission filed a complaint in the United States District Court for the Eastern District of Michigan alleging that Stocker violated Sections 5(a) and 5(c) of the Securities Act of 1933 ("Securities Act"). *SEC v. Peter W. Fisher, et al.*, Civil Action No. 07-cv-12552 GER PJK (E.D. Mich.). The complaint alleges that Stocker, directly or indirectly, offered and sold the securities of AVL Global, Inc. when no registration statements were filed or in effect for his transactions and no exemption from registration applied. As the attorney for AVL Global, Stocker prepared subscription agreements and corporate resolutions in connection with three offerings and sales of shares of the company's stock. Stocker also provided legal opinion letters to AVL Global and its transfer agent concluding that the offers and sales were exempt from registration under Rule 504 of Regulation D of the Securities Act [17 C.F.R. § 230.504]. The documents that Stocker prepared were designed to give the appearance that the company's offers and sales of shares were limited to accredited investors who intended to purchase for investment, not resale. As alleged in the Commission's complaint, however, the exemption cited by Stocker was not available for purchasers who acquired the securities with a view to distribution of the securities. In fact, in each of the three transactions, with Stocker's participation, the initial purchasers resold the AVL Global shares within days or weeks.

3. On May 18, 2009, the U.S. District Court for the Eastern District of Michigan entered a final judgment by consent against Stocker, permanently enjoining him from future violations of Sections 5(a) and (c) of the Securities Act. *SEC v. Peter W. Fisher, et al.*, Civil Action No. 07-cv-12552 GER PJK (E.D. Mich.). Pursuant to the final judgment, Stocker was ordered to pay \$37,480 in disgorgement and \$13,228 in prejudgment interest, and barred from participating in the offering of penny stocks.

4. On September 26, 2007, the Commission filed a complaint in the United States District Court for the Northern District of Texas alleging that Stocker violated Sections 5(a) and 5(c) of the Securities Act. *SEC v. Phillip P. Offill, Jr., et al.*, Civil Action No. 07-cv-1643 (N.D. Tex.). The complaint alleges that Stocker directly or indirectly, offered and sold the securities of American Television & Film Company, Auction Mills, Inc., Custom Designed Compressor Systems, Inc., Ecogate Inc., Media International Concepts, Inc., and Vanquish Productions, Inc., when no registration statements were filed or in effect for his transactions and no exemption from registration applied. As the attorney for each of the companies, Stocker prepared subscription agreements and corporate resolutions in connection with offerings and sales of shares of the companies' stock. Stocker also provided legal opinion letters to the companies and

their transfer agents concluding that the offers and sales were exempt from registration under rule 504 of Regulation D of the Securities Act. [17 C.F.R. § 230.504]. The documents that Stocker prepared were designed to give the appearance that the offers and sales of shares were limited to accredited investors who intended to purchase for investment, not resale. As alleged in the Commission's complaint, however, the exemption cited by Stocker was not available for purchasers who acquired the securities with a view to a distribution of the securities. In fact, in each of the transactions, Stocker and other underwriters, with Stocker's participation, resold the shares within days or weeks.

5. On May 7, 2009, the United States District Court for the Northern District of Texas entered a final judgment by consent against Stocker, permanently enjoining him from future violations of Sections 5(a) and 5(c) of the Securities Act. *SEC v. Phillip P. Offill, Jr., et al.*, Civil Action No. 07-cv-1643-D (N.D. Tex.). Pursuant to the final judgment, Stocker was required to pay \$888,693 in disgorgement and \$298,040 in prejudgment interest, and was barred from participating in the offering of penny stocks.

6. On August 11, 2008, the Commission filed a complaint in the United States District Court for the District of Arizona alleging that Stocker violated Sections 5(a), 5(c) and 17(a) of the Securities Act, and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 10b-5 thereunder. *SEC v. David B. Stocker, et al.*, Civil Action No. CIV-08-1475-PHX-FJM (D. Ariz.). The complaint alleges that Stocker engaged in corporate identity theft by making false and misleading statements to cause stock in certain companies to be exchanged for stock in other companies, to obtain controlling interests in such companies, and to sell stock when no registration statement was filed or in effect for his transactions and no exemption from registration applied. The seven corporations involved in the transactions are Accel International Corporation, Access Developers, Inc., Avalon Stores, Inc., Chemtrack, Inc., Computer Communications, Inc., Electronic Transmission Corporation, and Westmark Holdings, Inc.

7. On May 12, 2009, the U.S. District Court for the District of Arizona entered a final judgment by consent against Stocker, permanently enjoining him from violating Sections 5(a), 5(c), and 17(a) of the Securities Act, and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. *SEC v. David B. Stocker, et al.*, Civil Action No. CIV-08-1475-PHX-FJM (D. Ariz.). Pursuant to the final judgment, Stocker was ordered to pay \$505,000 in disgorgement and \$87,802 in prejudgment interest, and barred from participating in the offering of penny stocks.

IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that Stocker is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Elizabeth M. Murphy
Secretary