

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 61029 / November 19, 2009

INVESTMENT ADVISERS ACT OF 1940
Release No. 2951 / November 19, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-13689

In the Matter of

DAVID L. McMILLAN,

Respondent.

**ORDER INSTITUTING ADMINISTRATIVE
PROCEEDINGS PURSUANT TO SECTION
15(b) OF THE SECURITIES EXCHANGE
ACT OF 1934 AND SECTION 203(f) OF THE
INVESTMENT ADVISERS ACT OF 1940,
AND NOTICE OF HEARING**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against David L. McMillan (“Respondent” or “McMillan”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

1. David L. McMillan, age 44, was a resident of Bullhead City, Arizona from at least February 1999 through October 2005. During this time, McMillan worked as an investment adviser in Bullhead City, Arizona. He was associated with Schooner Financial Associates Inc., a

registered investment adviser with the State of Arizona from at least 1994 through October 2005. Further, McMillan was employed by Royal Alliance Associates, Inc., a registered broker-dealer, or by Geneos Wealth Management, Inc., a registered broker-dealer, at various times during the course of conduct underlying the civil action described below.

B. ENTRY OF THE INJUNCTION

2. On October 20, 2009, a final default judgment was entered against McMillan, permanently enjoining him from future violations of Section 17(a) of the Securities Act of 1933 (“Securities Act”), Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and Sections 206(1) and 206(2) of the Advisers Act, in the civil action entitled Securities and Exchange Commission v. David L. McMillan, Civil Action Number 06-CV-0951, in the United States District Court for the District of Arizona.

3. The Complaint in the civil action alleged, among other things, that from at least February 1999 through October 2005, David L. McMillan, an investment adviser, defrauded investors in Arizona, Nevada, California, and Colorado by offering and selling them investments in either annuity or loan programs that did not exist. Rather than investing his clients’ money as he had represented, McMillan used it to pay his personal expenses or to make purported interest payments to earlier investors.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations;

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) of the Exchange Act; and

C. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 203(f) of the Advisers Act.

IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

For the Commission, by its Secretary, pursuant to delegated authority.

Elizabeth M. Murphy
Secretary