

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940
Release No. 2896 / June 26, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-13530

In the Matter of

MARK R. HAMLIN,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 203(f) OF THE
INVESTMENT ADVISERS ACT OF 1940,
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 pursuant to Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Mark R. Hamlin (“Hamlin” or “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 him and the subject matter of these proceedings, and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 203(f) of the Investment Advisers Act of 1940, 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. Hamlin is 28 years old and resides in Okemos, Michigan. Hamlin is the owner and President of Kingdom First Corp. and Kingdom First Trading, LLC ("KFT"). From approximately April 2005 through June 2008, Hamlin, individually, and through Kingdom First Corp., offered and sold securities to at least 90 investors and raised approximately \$2 million. From April 2005 through June 2008, Hamlin acted as an unregistered investment adviser in connection with these activities.

2. On May 29, 2009, a final judgment was entered by consent against Hamlin, permanently enjoining him from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 ("Securities Act"), Section 10(b) of the Securities Exchange Act of 1934 ("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. Mark R. Hamlin, Kingdom First Trading, LLC, and Kingdom First Corp., Civil Action Number 1:09-cv-483, in the United States District Court for the Western District of Michigan.

3. The Commission's complaint alleged, among other things, that Hamlin represented to investors that he was a day trader and that he would invest their funds, along with other investors' funds, in the stock market, and that he would send the investors weekly reports of his trading and their profits or losses. The complaint also alleged that in the weekly trading reports, Hamlin represented that the investors earned profits in all but seven weeks of trading. The complaint alleged that, contrary to his representations, among other things, Hamlin invested only \$1,248,370 of the approximately \$2 million that he received from the investors. The complaint further alleged that Hamlin subsequently transferred approximately \$627,000 from his and KFT's brokerage accounts into his bank accounts and used this money, along with the \$759,000 in investor funds that he never invested, to meet \$755,000 in investor withdrawal requests and to pay \$668,000 in personal expenses. The complaint also alleged that from April 2005 through June 2008, Hamlin's trading resulted in losses of approximately \$644,862. The complaint alleged that Hamlin's trading was profitable during only nine of the 39 months of the offering, and generated a total of only \$22,150 in profit.

IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 203(f) of the Advisers Act, that Respondent Hamlin be, and hereby is barred from association with any investment adviser.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Elizabeth M. Murphy
Secretary