



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.3 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. Briner, age 33, is and has been an attorney licensed to practice in the province of British Columbia, Canada. Prior to April 2006, when the Commission temporarily suspended trading in the securities of Golden Apple Oil and Gas, Inc. ("Golden Apple"), he provided legal services at various times to Golden Apple and its predecessors.

2. Golden Apple was, at all relevant times, a Nevada corporation. At times during 2005 and 2006 it purported to have operations in Phoenix and Scottsdale, Arizona. Starting in April 2005, Golden Apple common stock was publicly quoted on an interdealer quotation system, and traded in the Over-the-Counter Market. Golden Apple's website described Briner as Golden Apple's "SEC Counsel."

3. On August 31, 2009, the Commission filed a complaint against Briner in SEC v. Golden Apple Oil and Gas, Inc., et al. (Civil Action No. 09-Civ-7580(HB)). On November 3, 2010, a final judgment was entered by consent against Briner, permanently enjoining him from future violations of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 10b-5 thereunder, and of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 ("Securities Act"). The judgment also (a) prohibited Briner, for five years following the date of entry of final judgment, from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78j] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)]; (b) barred Briner, for five years following the date of entry of final judgment, from participating in an offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock; and (c) required Briner to pay \$52,488.32 in disgorgement of ill-gotten gains from his sales of stock, and \$14,880.08 in prejudgment interest; and a \$25,000 civil money penalty.

4. The Commission's complaint alleged, among other things, that Briner participated in an invalid Rule 504 offering in order to create purportedly free-trading Golden Apple stock, and then created an appearance of legitimate market activity in Golden Apple stock by participating in the first publicly quoted trade opposite someone to whom he had privately transferred shares from the Rule 504 offering. The Complaint further alleged that Briner, as attorney for Golden Apple, participated in additional issuances of shares that violated the registration requirements of the Securities Act.

#### IV.

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

Accordingly, it is hereby **ORDERED**, effective immediately, that Briner is suspended from appearing or practicing before the Commission as an attorney for five years. Furthermore, after five years from the date of this Order, Briner has the right to apply for reinstatement by submitting an affidavit to the Commission's Office of the General Counsel truthfully stating, under penalty of perjury, that he has complied with the Order, that he is not subject to 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.

Elizabeth M. Murphy  
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions (the "Order"), on the Respondent and his legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

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