

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 64837 / July 7, 2011**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14456**

**In the Matter of**

**BLAKE G. WILLIAMS,**

**Respondent.**

**ORDER INSTITUTING ADMINISTRATIVE  
PROCEEDINGS PURSUANT TO SECTION  
15(b) OF THE SECURITIES EXCHANGE  
ACT OF 1934 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”) against Blake G. Williams (“Williams” or “Respondent”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENT**

1. Williams, age 27, is a resident of Dallas, Texas. From 2006 and through at least 2008, Williams was employed by TBeck Capital, Inc. and was its corporate secretary. Williams is not, nor has he ever been, registered with the Commission as a broker, dealer, investment adviser or in any other capacity. For a portion of the time in which he engaged in the conduct underlying the complaint below, however, Williams acted as an unregistered broker. Moreover, Williams participated in an offering of Axium Technologies, Inc., Packaged Home Solutions, Inc., Straight Up Brands, Inc., Remote Surveillance Technologies, Inc., and Riverdale Oil and Gas Corporation, which are penny stocks.

**B. ENTRY OF THE INJUNCTION**

2. On May 27, 2011, a final judgment was entered by default against Williams, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933, Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Blake G. Williams, et al., Civil Action Number 3:10-cv-10681, in the United States District Court for the Northern District of Texas.

3. The Commission obtained the above judgment stemming from its complaint alleging that Williams engaged in a fraudulent scheme to sell stock in unregistered, non-exempt public offerings and to manipulate the markets for those stocks beginning in or about the middle of 2006 and continuing through at least 2008. Through this conduct, the complaint alleges that Williams violated the securities registration and anti-fraud provisions of the federal securities laws. The complaint also alleges that Williams' conduct was part of a pervasive fraudulent scheme involving the stocks of at least a dozen microcap issuers. Moreover, the complaint alleges that Williams, in connection with these offerings, acted as an unregistered broker by, among other things, soliciting investors to invest in these offerings and providing investors with confirmation statements of their investments.

**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. hereof 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;

**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