

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

**SECURITIES EXCHANGE ACT OF 1934
Release No. 67739 / August 28, 2012**

**ADMINISTRATIVE PROCEEDING
File No. 3-14855**

In the Matter of	:	ORDER MAKING FINDINGS AND IMPOSING REMEDIAL SANCTIONS
RYAN MARK REYNOLDS,	:	PURSUANT TO SECTION 15(b) OF THE SECURITIES EXCHANGE ACT OF 1934
Respondent.	:	
	:	
	:	

I.

On April 24, 2012, the Securities and Exchange Commission (“Commission”) issued an Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Notice of Hearing against Ryan Mark Reynolds (“Respondent” or “Reynolds”) (Rel. No. 34-66852).

In connection with these proceedings, Reynolds has submitted an Offer of Settlement (“Offer”), which the Commission has determined to accept. Solely for the purpose of settling these proceedings and any other proceedings brought by or on behalf of the Commission or in which the Commission is a party, prior to a hearing pursuant to the Commission’s Rules of Practice, 17 C.F.R. § 201.100 *et seq.*, and without admitting or denying the Commission’s findings contained herein, except as to the jurisdiction of the Commission over him and over the subject matter of these proceedings, and the findings contained in Section II. 2 and 3, which are admitted, Respondent Reynolds consents to the entry of this Order Making Findings and Imposing Remedial Sanctions Pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Order”), as set forth below.

II.

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

1. Respondent Reynolds, age 40, resided in Dallas, Texas during 2004. He and another person owned RSMR Capital Group Inc. (“RSMR”), a Texas corporation.
2. Between 1994 and 2001, Reynolds was associated with a broker-dealer registered with the Commission. However, he was sanctioned by the National Association of Securities

Dealers Inc. and then barred from the industry on January 21, 2003. During the relevant period, Reynolds was not registered with the Commission in any capacity.

3. On April 10, 2012, the United States District Court for the Northern District of Texas entered an amended judgment against Reynolds permanently enjoining him from future violations of Sections 5(a) and 5(c) of the Securities Act of 1933 (“Securities Act”) and Section 15(a)(1) of the Exchange Act. *See SEC v. Phillip W. Offill, Jr., et al.*, Civil Action No. 07-cv-1643-D (N.D. Texas).

4. The Commission’s complaint alleged that Reynolds and others violated Sections 5(a) and 5(c) of the Securities Act and Section 15(a)(1) of the Exchange Act. The complaint also alleged that Reynolds engaged in a scheme to evade the registration requirements of the federal securities laws by offering and selling the securities of six companies when no registration statements were filed or in effect for their sales transactions. The complaint also alleged that Reynolds located companies that were interested in raising money by selling shares to investors through the public stock market and acted as an underwriter. The complaint alleged that Reynolds directly and indirectly purchased shares from six companies with a view to offer or sell the shares in connection with distributions of the shares to the public and immediately resold them to public investors through brokerage accounts in the name of RSMR.

5. Further the complaint alleged that Reynolds, through RSMR, acted as an unregistered dealer by engaging in the business of underwriting public securities offerings and engaged in the regular business of buying and selling securities for his own accounts. The complaint also alleged that Reynolds used the mails or the means or instrumentalities of interstate commerce to effect transactions in, or to induce or attempt to induce the purchase or sale of securities while he was not registered with the Commission as a broker-dealer or associated with a broker-dealer registered with the Commission.

6. At all relevant times when Reynolds engaged in the offer, sale or purchase of securities, he was not registered as a dealer or associated with a dealer registered with the Commission.

7. Section 15(a)(1) of the Exchange Act makes it unlawful for any broker or dealer to use the means of interstate commerce to effect any transactions in, or to induce or attempt to induce the purchase or sale of, any security unless such broker or dealer is registered with the Commission in accordance with Section 15(b) of the Exchange Act, or in the case of a natural person, is associated with a registered broker-dealer. Section 3(a)(5)(A) of the Exchange Act defines a “dealer” as “any person engaged in the business of buying and selling securities for such person’s own account through a broker or otherwise.”

III.

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

Accordingly, it is ORDERED that pursuant to Section 15(b)(6) of the Exchange Act, Respondent Reynolds be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

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