

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 68501 / December 20, 2012**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15149**

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| <b>In the Matter of</b> | <b>:</b> | <b>ORDER INSTITUTING PUBLIC</b>       |
|                         | <b>:</b> | <b>ADMINISTRATIVE PROCEEDINGS</b>     |
|                         | <b>:</b> | <b>PURSUANT TO RULE 102(e) OF</b>     |
| <b>Carl N. Duncan,</b>  | <b>:</b> | <b>THE COMMISSION'S RULES OF</b>      |
|                         | <b>:</b> | <b>PRACTICE, MAKING FINDINGS, AND</b> |
|                         | <b>:</b> | <b>IMPOSING REMEDIAL SANCTIONS</b>    |
|                         | <b>:</b> |                                       |
| <b>Respondent.</b>      | <b>:</b> |                                       |
|                         | <b>:</b> |                                       |

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**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Carl N. Duncan (“Respondent” or “Duncan”) pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.<sup>1</sup>

**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. 3, below, which are admitted, Respondent consents to the entry of this Order Instituting Public Administrative Proceedings

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<sup>1</sup> Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any attorney. . . who has been by name . . . permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

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. Carl N. Duncan, age 66, is an attorney licensed to practice in the District of Columbia.
2. On September 27, 2012, the Commission filed a complaint against Duncan in the U.S. District Court for the Southern District of New York, alleging that Duncan violated Sections 5(a), 5(c), and 17(a)(2) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. §§ 77e(a), 77e(c), and 77q(a)(2)]. *See SEC v. Duncan*, Civil Action No. 12 CV 7261.
3. On December 7, 2012, the U.S. District Court for the Southern District of New York entered a final judgment by consent against Duncan permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a)(2) of the Securities Act. Additionally, the order: (a) prohibits Duncan from participating in the preparation or issuance of any opinion letter in connection with the offer or sale of securities pursuant to, or claiming an exemption under Section 4(1) of the Securities Act [15 U.S.C. § 77d(1)] and Rule 144 or Rule 802 under the Securities Act [17 C.F.R. §§ 230.144 and 230.802], including without limitation, signing an opinion letter or preparing an opinion letter to be signed by another person, related to such offering; (b) permanently bars Duncan 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) requires Duncan to pay disgorgement and prejudgment interest thereon in the amount of \$16,094.98, and a civil money penalty in the amount of \$25,000.00.
4. The Commission's complaint alleged, among other things, that Duncan prepared and issued false legal opinions and letters to the transfer agent, OTC Markets Group, Inc., and the Depository Trust and Clearing Corporation in connection with a scheme to inflate trading volume in the common shares of 8000, Inc. and the company's stock price.

**IV.**

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

Accordingly, it is hereby ORDERED, effectively immediately that Duncan is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Elizabeth M. Murphy  
Secretary