

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 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. Stephen G. Bennett, age 52, is a resident of Merrimack, New Hampshire. Bennett was an attorney licensed in Utah, but was disbarred on November 20, 2001 for commingling client funds with his personal bank accounts.

2. On December 18, 2012, a final judgment was entered against Stephen G. Bennett, permanently enjoining him from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 ("Securities Act") and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Copper King Mining Corp., Civil Action Number 2:11-CV-00526 (D. Utah).

3. The Commission's complaint alleged, among other things, that Bennett participated in an unregistered offering of Copper King Mining Corp. ("Copper King") stock by providing false stock tradability opinion letters to allow stock to be issued without the required "restricted" legend. On December 26, 2007, Alexander Lindale, LLC ("Alexander Lindale"), a stock promotion firm, filed a Form D with the Commission indicating that it was going to make a Rule 504 offering pursuant to Regulation D, which allows an exemption from registration if certain requirements are met. Alexander Lindale sold over \$12 million in stock purportedly pursuant to the Rule 504 exemption. Bennett provided Alexander Lindale with a number of stock tradability opinion letters, which represented that Minnesota state securities laws allowed the company to offer and sell unrestricted Rule 504 stock to Alexander Lindale, because Alexander Lindale was an accredited investor and resident of Minnesota. The stock tradability opinion letters misrepresented Bennett's status as an attorney. Bennett knew he had lost his license to practice law. Bennett further knew that Copper King's transfer agent would rely upon Bennett's opinion in effecting stock transfers from Copper King to Alexander Lindale. Without the stock tradability opinion letters, the unregistered offering could not have occurred.

IV.

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

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

By the Commission.

Elizabeth M. Murphy
Secretary