

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 68670 / January 16, 2013**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15177**

**In the Matter of**

**MARK A. GELAZELA and**  
**STEVEN E. WOODS,**

**Respondents.**

**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 Mark A. Gelazela (“Gelazela”) and Steven E. Woods (“Woods”) (collectively “Respondents”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A.     RESPONDENTS**

1.       Gelazela, age 40, is a resident of Marina del Rey, California. Gelazela is not and never has been associated with a broker or dealer registered with the Commission. During the time period relevant to the conduct alleged in the complaint and described in Section II.4 below, Gelazela acted as a broker-dealer.

2.       Woods, age 51, is a resident of Branson, Missouri. Woods is not and never has been associated with a broker or dealer registered with the Commission. During the time period

relevant to the conduct alleged in the complaint and described in Section II.4 below, Woods acted as a broker-dealer.

**B. ENTRY OF THE INJUNCTIONS**

3. On December 18, 2012, a final judgment was entered against Gelazela and Woods, permanently enjoining them from future violations of Sections 5 and 17(a) of the Securities Act of 1933 (“Securities Act”), and 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. Francis E. Wilde, et al., Civil Action Number SA CV11-00315 (DOC) (AJWx), in the United States District Court for the Central District of California.

4. In a written Order, the Court granted the Commission’s Motion for Summary Judgment on the Commission’s claims of Sections 5 and 17(a) of the Securities Act and Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder against Gelazela and Woods. The Commission’s Complaint alleged that between October 2009 and mid-March 2010, Gelazela and Woods, acting as unregistered brokers or dealers in connection with the offer and sale of unregistered securities, made false and misleading statements to investors regarding a fictitious “prime bank” or “high yield” investment scheme (the bank guarantee funding program) and raised over \$6.3 million from at least 24 investors by signing investment contracts promising exorbitant returns from the “program.” The Complaint further alleged that while most investors lost their entire investment amount, Gelazela and Woods (or entities under their control) received over \$1.7 million in undisclosed fees from investors’ funds.

**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 Respondents an opportunity to establish any defenses to such allegations; and

B. What, if any, remedial action is appropriate in the public interest against Respondents 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 Respondents 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 Respondents fail to file the directed answer, or fail to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against them 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 Respondents 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