

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF

OMNI BROKERAGE, INC.

GARY BEYNON

JOHN JOSEPH TEMPLE

RESPONDENTS

ADMINISTRATIVE ORDER

NO. CO-2006-0013

CONSENT ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, has determined as follows:

RESPONDENTS

1. OMNI BROKERAGE, INC. ("OMNI"), Central Registration Depository ("CRD") # 16878, is represented to be a Utah corporation, conditionally registered as a broker-dealer in Alabama continuously since August 2, 2004, with a business address of 10542 South Jordan Gateway, Ste. 330 Salt Lake City, Utah 84095.

2. GARY BEYNON ("BEYNON"), CRD # 1328991, the President of OMNI, is a NASD registered principal, not registered as a broker-dealer agent in the State of Alabama, with a business address of 10542 South Jordan Gateway, Ste. 330 Salt Lake City, Utah 84095.

3. JOHN JOSEPH TEMPLE ("TEMPLE"), CRD # 1139897, is a Broker Dealer Agent of OMNI continuously registered in the State of Alabama since September 3, 2004, with a business address of 10542 South Jordan Gateway, Ste. 330 Salt Lake City, Utah 84095.

STATEMENT OF FACTS

4. On May 29, 2003, OMNI filed an electronic application for Broker Dealer registration in the State of Alabama through the CRD maintained by NASD.

5. On June 10, 2003, a deficiency letter was issued by the Commission staff to OMNI. OMNI was requested to provide a statement concerning custody of customer funds, discretionary authority, and any prior securities transactions with Alabama residents.

6. On June 23, 2003, OMNI replied to the Commission letter of June 10, 2003, but this letter failed to address fully the items cited in the June 10, 2003 letter; therefore, on August 14, 2003, a Continued Deficiency letter was issued by the Commission staff requesting documents regarding OMNI's disciplinary history.

7. OMNI submitted documentation dated February 5, 2004 which stated "Omni Brokerage, Inc. had not effected any prior sales or solicitations with a resident of the State of Alabama."

8. On April 5, 2004, the Commission staff issued a letter to OMNI advising that conditional registration would be allowed based on certain terms and acknowledgements by Mr. Gary Beynon on behalf of OMNI, including but not limited to "*...Omni Brokerage, Inc. shall not engage in any transactions involving securities, including private placements and partnership interests, unless such securities are registered or exempt from registration in Alabama.*" On April 23, 2004, OMNI submitted changes to the proposal of conditional registration. On June 29, 2004, the Commission staff issued an amended proposal for conditional registration to OMNI.

9. On July 2, 2004, the Commission Staff received a notice filing pursuant to Rule 506 of Regulation D for Gemini Edenton Village, LLC (GEMINI). Form D reflected that Omni Brokerage, Inc. was included as a broker-dealer for the offering.

10. On July 16, 2004, the Commission Staff issued a deficiency letter to legal counsel for GEMINI advising that OMNI was not registered in Alabama and requested the identity of the selling broker-dealer or agent and the commission details for any Alabama transactions.

11. On July 21, 2004, OMNI submitted the signed proposal for conditional registration.

12. On August 2, 2004, OMNI was conditionally registered as a broker-dealer in Alabama subject to conditions prohibiting transactions involving private placements, partnership interests, or tax shelters unless the securities in such transactions were registered or subject to a perfected exemption from registration in Alabama.

13. On September 9, 2004, the Commission Staff received a facsimile from Mr. Jeffrey A. Gregor, an attorney representing GEMINI, reflecting that TEMPLE, a broker-dealer agent with OMNI, was the selling agent in Alabama for GEMINI and that TEMPLE received \$10,780.00 in commissions.

14. On February 11, 2005, the Commission staff issued a visitation letter to OMNI requesting all account information and confirmations for Alabama clients.

15. On March 7, 2005, OMNI submitted a response reflecting that TEMPLE effected a sale of interests in GEMINI to an Alabama investor on June 23, 2004, when neither OMNI nor TEMPLE was registered to conduct business within the State of Alabama.

CONCLUSIONS OF LAW

16. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for any person to transact business in this state as a dealer or agent for securities unless he is registered under this article. It is unlawful for any dealer or issuer to employ an agent unless the agent is registered. OMNI acted as a broker dealer for a transaction in Alabama that took place prior to the Company's registration. OMNI employed TEMPLE, who effected a transaction on behalf of an Alabama investor prior to the time he became a registered agent in the State of Alabama.

WHEREAS, OMNI admits that a sale of GEMINI was effected in the State of Alabama by TEMPLE prior to OMNI's registration as a broker-dealer in this State, and

WHEREAS, OMNI has advised the Staff of the Commission that it has reviewed its procedures and taken steps intended to ensure that violations of the Act do not occur in the future; and

WHEREAS, this Order is appropriate in the public interest for the protection of investors and consistent with the purposes of the Alabama Securities Act, and

WHEREAS, the Commission and OMNI are desirous of settling this matter as hereafter set forth and agree to the entry of this Order, and

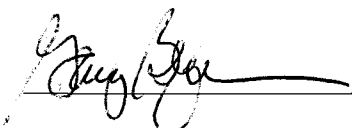
WHEREAS, OMNI's counsel and Commission staff have agreed in principle on the terms of settlement of this matter, including this Consent Order,

ACCORDINGLY, IT IS HEREBY ORDERED:

1. That in accordance with Section 8-6-19(j)(1), Code of Alabama, 1975, OMNI shall pay to the State of Alabama an administrative assessment of Seven Hundred and Fifty Dollars (\$750.00), said funds to be tendered in certified funds contemporaneously with the entry of this Order.
2. That in accordance with Section 8-6-19(k)(1), Code of Alabama, 1975, OMNI shall also pay to the Alabama Securities Commission, as partial reimbursement for the Commission's cost of investigating this matter Seven Hundred Fifty Dollars (\$750.00) said funds to be tendered in certified funds contemporaneously with the entry of this Order. OMNI shall also disgorge commissions of Ten Thousand Seven Hundred Eighty Dollars (\$10,780.00) to the Investor Protection Trust, said funds to be tendered in certified funds contemporaneously with the entry of this Order.
3. That in accordance with Section 8-6-19(k)(1), Code of Alabama, 1975, OMNI shall also disgorge the Two Thousand Nine Hundred Ninety Dollars (\$2,990.00) in "management underwriting" and "marketing and due diligence" fees received in conjunction with the sale of GEMINI to the Alabama Council on Economic Education, said funds to be tendered in certified funds contemporaneously with the entry of this Order.
4. That in accordance with Section 8-6-19(2), Code of Alabama, 1975, OMNI offered rescission to all Alabama investors and has provided the Commission with evidence the offers were rejected.
5. That the entry of this Order resolves the Order to Show Cause, Administrative Order No. SC-2006-0013.

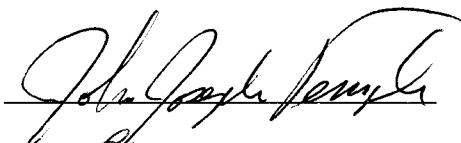
AGREED AND CONSENTED to on date indicated:

RESPONDENT
OMNI BROKERAGE, INC.

BY: 
TITLE: PRESIDENT AND CEO
DATE: DECEMBER 20, 2006

RESPONDENT
JOHN JOSEPH TEMPLE

BY:



TITLE:

Shoier

DATE:

12-26-06

RESPONDENT
GARY BEYNON

BY:



TITLE:

PRESIDENT AND CEO

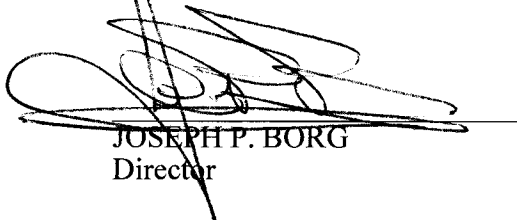
DATE:

DECEMBER 26, 2006

APPROVED AND AGREED this 26th day of December, 2006.

ALABAMA SECURITIES COMMISSION
770 Washington Street, Suite 570
Montgomery, Alabama 36130-4700
(334) 242-2984

BY:


JOSEPH P. BORG
Director