

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 66960 / May 10, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-14875

In the Matter of

ROBERT C. PRIBILSKI,

Respondent.

**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 Robert C. Pribilski (“Respondent” or “Pribilski”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

1. From at least 2005 through March 2010, Pribilski was the president of USA Retirement Management Services (“USARMS”). For a portion of the time in which he engaged in the conduct underlying the complaint described below, Pribilski acted as an unregistered broker-dealer by soliciting investors in promissory notes offered by USARMS without being registered as a broker or dealer. Pribilski, 53 years old, is a resident of Lisle, Illinois.

B. ENTRY OF THE INJUNCTION

3. On April 12, 2012, a judgment of permanent injunction and other relief was entered against Pribilski, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933, 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. Francois E. Durmaz, et al., Civil Action Number CV-10-1689-JST-AJWx, in the United States District Court for the Central District of California.

4. The Commission's complaint alleged that Pribilski, along with Francois E. Durmaz, operated a Ponzi scheme from 2005 until March 2010, through their company USARMS, and raised more than \$20 million from more than 120 investors. The complaint alleged that the defendants lured prospective investors by promoting estate planning seminars, and subsequently offering attendees the opportunity to invest in promissory notes that purportedly paid returns of up to 12% annually through investments in "Turkish Eurobonds." The complaint further alleged that, contrary to their representations to investors, USARMS did not invest in "Turkish Eurobonds" or similar instruments, but rather the defendants operated a Ponzi scheme and paid investors their principal and interest using new investors' funds. The complaint further alleged that the defendants misappropriated millions of dollars for their personal use and transferred substantial amounts to several relief defendants.

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 Respondent an opportunity to establish any defenses to such allegations; and

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