

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 54235 / July 28, 2006**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12160**

**In the Matter of**

**JEFFREY G. NUNEZ,**

**Respondent.**

**ORDER MAKING FINDINGS AND**  
**IMPOSING REMEDIAL SANCTIONS**

**I.**

On January 25, 2006, the Securities and Exchange Commission (the "Commission") instituted public administrative proceedings against Jeffrey G. Nunez ("Respondent") pursuant to Section 15(b) of the Securities Exchange Act of 1934 (the "Exchange Act").

**II.**

In response to the institution of these administrative 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.2, which are admitted, Respondent consents to the entry of this Order Making Findings and Imposing Remedial Sanctions (the "Order"), as set forth below.

**III.**

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Respondent was a registered representative of Providential Securities, Inc. (Providential) from November 10, 1999 through September 15, 2000. At the time of Respondent's employment, Providential was a broker-dealer registered with the Commission. Respondent, 46 years old, is a resident of Austin, Texas.

2. On January 9, 2006, a final judgment was entered by default against Respondent in *Securities and Exchange Commission v. Morgan Cooper, et al.*, Civil Action Number 1:05CV0207, U.S. District Court for the District of Columbia. That final judgment permanently enjoined him from future violations of Sections 5(a) and 5(c) of the Securities Act of 1933 (“Securities Act”).

3. The Commission’s Complaint alleged that, during the Spring and Summer of 2000, Respondent participated in an unregistered distribution of securities in violation of Sections 5(a) and 5(c) of the Securities Act. The distribution occurred in connection with a reverse merger of a privately-held company into an existing publicly-held shell and the subsequent sale of hundreds of thousands of shares of the company to the public in transactions that were not registered with the Commission as Section 5 of the Securities Act requires. Respondent attended meetings where fundraising for the public company was discussed and at which he learned about the reverse merger and the plan to distribute the shares to the public. Respondent then acted as the securities broker for a brokerage account used as a depository for many of the shares that he, in turn, sold to several of his customers in unregistered transactions.

4. Respondent undertakes to provide the Commission, within ten days after the end of his six-month suspension period described below, an affidavit that he has fully complied with the sanction imposed in paragraph IV.A, below.

#### IV.

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

Accordingly, it is hereby ORDERED:

- A. Pursuant to Section 15(b)(6) of the Exchange Act that Respondent Jeffrey G. Nunez be, and hereby is, suspended from association with any broker or dealer for a period of six months, effective on the second Monday following entry of the Order.
- B. Respondent shall comply with the undertaking enumerated in Section III.4 above.

By the Commission

Nancy M. Morris  
Secretary