

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF)	
)	
OMNI BROKERAGE, INC.)	ADMINISTRATIVE ORDER
)	
GARY BEYNON)	NO. SC-2006-0013
)	
JOHN JOSEPH TEMPLE)	
)	
<hr/> RESPONDENTS)	

SHOW CAUSE 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, is represented to be the President of OMNI and 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 represented to be 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 sales to Alabama residents.

6. On June 23, 2003 OMNI replied to the Commission letter of June 10, 2003, but this letter failed to address adequately 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 John Temple effected a sale of interests in GEMINI to an Alabama investor on June 23, 2004, when neither OMNI nor TEMPLE were 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, an unregistered agent in the State of Alabama, who affected a transaction on behalf of an Alabama investor.

17. Pursuant to Section 8-6-3(j)(10), Code of Alabama 1975, the Commission may by order revoke or suspend any registration in this State if the Commission finds that the order is in the public interest and that the registrant or any partner, officer or director, or any person occupying a similar status or performing similar functions, or any person directly or indirectly controlling the dealer, has failed reasonably to supervise its agents or employees. BEYNON, on behalf of OMNI an unregistered broker dealer, did fail to reasonably supervise TEMPLE, an unregistered broker dealer agent, in that OMNI allowed TEMPLE to effect a transaction in the securities of Gemini Edenton Village, LLC with an Alabama resident during a period in which TEMPLE was not registered as an agent in Alabama. Commission records reflect TEMPLE was not registered in Alabama as broker-dealer agent until September 3, 2004.

18. 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. TEMPLE, an unregistered broker dealer agent, effected a transaction on June 23, 2004 to an Alabama resident.

This Order is appropriate in the public interest for the protection of investors and consistent with the purposes of the Alabama Securities Act.

Further, this Order does not prevent the Commission from seeking such other civil or criminal remedies that are available to it under the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY ORDERED that RESPONDENT, OMNI BROKERAGE, INC., demonstrate why its registration as a broker-dealer in the State of Alabama should not be suspended or revoked.

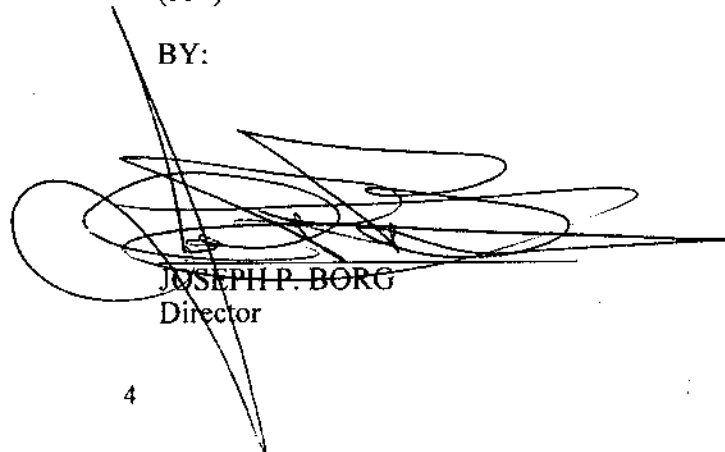
IT IS ALSO ORDERED that RESPONDENT, BEYNON demonstrate why his registration should not be barred in the State of Alabama for failure to supervise TEMPLE.

IT IS ALSO ORDERED that RESPONDENT TEMPLE demonstrate why his registration as a broker-dealer agent in the State of Alabama should not be suspended or revoked.

Entered at Montgomery, Alabama this the 10th day of March, 2006.

ALABAMA SECURITIES COMMISSION
770 Washington Street, Suite 570
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(334) 242-2984

BY:



JOSEPH P. BORG
Director

