

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

**Investment Advisers Act of 1940**  
**Release No. 2616 / July 6, 2007**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12677**

In the Matter of  
  
Geoffrey A. Gish,  
  
Respondent.

**ORDER INSTITUTING ADMINISTRATIVE  
PROCEEDINGS PURSUANT TO SECTION 203(f)  
OF THE INVESTMENT ADVISERS ACT OF  
1940, MAKING FINDINGS, AND IMPOSING  
REMEDIAL SANCTIONS**

**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 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Geoffrey A. Gish (“Gish” or “Respondent”).

**II.**

In anticipation of the institution of these 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 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

**III.**

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

1. Gish, age 53, is a resident of Georgia. Immediately prior to the conduct alleged in the complaint described below, Gish provided investment advisory services through Weston Rutledge & Company, Inc. In May 2005, the State of Georgia issued a cease-and-desist

order against Gish and Weston Rutledge & Company, Inc. for operating as an unregistered investment adviser and investment adviser representative.

2. On June 14, 2007, a final judgment was entered by consent against Gish, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 (“Securities Act”), Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and Sections 206(1) and 206(2) of the Advisers Act, in the civil action entitled Securities and Exchange Commission v. Geoffrey Gish, et al., Civil Action Number 1:06-CV-1171-CC, in the United States District Court for the Northern District of Georgia. The final judgment also ordered Gish to disgorge \$1,258,836.92, together with prejudgment interest of \$41,276.81, and to pay a \$120,000 civil penalty.

3. The Commission’s complaint alleged that, from February 2004 through May 2006, Gish misrepresented and omitted material facts in connection with the offer and sale of securities in three different programs: Lexington International Fund, LLC a/k/a Lexington International Fund, Inc.; Zamindari Capital, LLC; and Oxford Adams Capital, LLC. The complaint alleged that, in connection with the offer and sale of these securities, Gish misrepresented, among other things, that these programs (1) historically generated returns ranging between 44% to over 100% per year, and (2) had minimal risk of loss. The complaint further alleged that Gish misappropriated investor funds for his own personal use and operated the programs as a Ponzi scheme, with funds commingled and withdrawals to investors funded by new investor money. The complaint also alleged that Gish sold unregistered securities.

#### IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 203(f) of the Advisers Act, that Respondent be, and hereby is barred from association with any investment adviser. Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission

order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

For the Commission, by its Secretary, pursuant to delegated authority.

Nancy M. Morris  
Secretary