

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 55778 / May 17, 2007

ADMINISTRATIVE PROCEEDING
File No. 3-12637

In the Matter of

Michael Edward Zimmerman,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS

I.

The United States Securities and Exchange Commission (the “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 Michael Edward Zimmerman (“Zimmerman” 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 15(b) of the Securities Exchange Act of 1934, 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. From April 2004 through April 2005, Zimmerman was a 50 percent stockholder of Z-Par Holdings, Inc., as well as a director of Z-Par Investment Fund II, LLC. Zimmerman associated with Wellstone Securities LLC, which is a Georgia-based broker-dealer and investment advisor registered with the NASD, in connection with the marketing and sales of investments in a prime bank security trading program through Z-Par Investment Fund II, LLC. Zimmerman, 38 years old, is a resident of Jefferson, Maryland.

2. On April 26, 2006, a final judgment was entered by consent against Zimmerman, permanently enjoining him from future violations of Section 17(a) of the Securities Act of 1933, and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled United States Securities & Exchange Commission v. Z-Par Holdings, Inc., et al., Civil Action Number 05cv1031, in the United States District Court for the District of Maryland, Baltimore Division.

3. The Commission's complaint alleged that from at least April 2004 to April 2005, Zimmerman marketed a fraudulent prime bank investment scheme in which he raised approximately \$8.2 million from eleven investors in Florida and others elsewhere throughout the United States. The complaint also alleged that Zimmerman fraudulently represented to investors that their funds would be pooled with those of other investors in \$1 million lots for the purchase of "debt obligations of the top 50 banks in the world," which would be safe and secure investments yielding high rates of return. The complaint further alleged that Zimmerman fraudulently sold interests in fictitious prime bank debt instruments and payment obligations, claiming that they carried a financial insurance guarantee that wraps the debt obligations to further enhance their value and lower their risks from any default. The complaint further alleged that in furtherance of the fraudulent scheme, Zimmerman sent investor funds to third-parties who, unbeknownst to Zimmerman, used the funds to purchase precious metals on margin.

IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Zimmerman be, and hereby is barred from association with any broker or dealer, with the right to reapply for association after five years to the appropriate self-regulatory organization, or if there is none, to the Commission;

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.

By the Commission.

Nancy M. Morris
Secretary