

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 53762 / May 5, 2006

INVESTMENT COMPANY ACT OF 1940
Release No. 27312 / May 5, 2006

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 2426 / May 5, 2006

ADMINISTRATIVE PROCEEDING
File No. 3-12286

In the Matter of

UNIFIED FUND SERVICES, INC.
AND MICHAEL E. DURHAM

Respondents.

**ORDER INSTITUTING ADMINISTRATIVE
AND CEASE-AND-DESIST PROCEEDINGS,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS AND A CEASE-
AND-DESIST ORDER PURSUANT TO
SECTION 21C OF THE SECURITIES
EXCHANGE ACT OF 1934 AND SECTIONS
9(b) AND 9(f) OF THE INVESTMENT
COMPANY ACT OF 1940**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”), and Sections 9(b) and 9(f) of The Investment Company Act of 1940 (“Investment Company Act”) against Unified Fund Services, Inc. (“Unified”) and pursuant to Section 9(f) of the Investment Company Act against Michael E. Durham (“Durham”) (Unified and Durham are referred to collectively herein as “Respondents”).

II.

In anticipation of the institution of these proceedings, Respondents have submitted Offers of Settlement (the “Offers”), 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 them and the subject matter of these proceedings, which are admitted, Respondents consent to the entry of this Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order Pursuant to Section 21C of the Securities Exchange Act

of 1934, and Sections 9(b) and 9(f) of the Investment Company Act of 1940 (“Order”), as set forth below.

III.

On the basis of this Order and Respondents’ Offers, the Commission finds¹ that:

OVERVIEW

1. Unified Fund Services, Inc. (“Unified”), a mutual fund services company, provided fund administration services to the Liquid Green Money Market Fund (“Liquid Green”) and its predecessor, the Unified Taxable Money Market Fund (“UTMM”). From March 2001 through December 2001, the portfolio manager for Liquid Green and UTMM purchased callable bonds that exceeded the maturity limit for securities eligible for purchase by a money market fund under Investment Company Act Rule 2a-7. Unified incorrectly substituted the call dates for the maturity dates of the bonds in the fund accounting records and also used the call dates for purposes of determining compliance with Rule 2a-7. As a result of these errors, Unified caused the funds to hold themselves out as money market funds when they were not entitled to do so because they did not meet the risk limiting conditions of Rule 2a-7 resulting in violations of Sections 35(d) and 34(b) of the Investment Company Act.

2. Unified also provided fund administration services and served as the fund accountant for the Florida Street Bond Fund (“Florida Street”), a high-yield bond fund. In August 1999, when Unified began providing accounting services to Florida Street, the assets on Florida Street’s balance sheet included a substantial interest receivable that was uncollectible. Unified carried this balance over when it began providing accounting services, and Unified did not receive accounting records from the predecessor accountant that adequately substantiated the receivable. From August 1999 through June 2001, Unified caused Florida Street to continue to carry and accrue uncollectible interest on bonds and to fail to write off interest on bonds no longer owned by the fund. As a result of these errors, Unified (1) caused Florida Street to materially overstate its interest receivable; (2) computed an incorrect net asset value (“NAV”), and (3) caused Florida Street to sell and redeem its shares at incorrect NAVs. Finally, from 2000 through 2002, Unified was late in filing several mutual funds’ semi-annual reports and Form N-SARs with the Commission. By this conduct, Unified willfully² violated or aided and abetted and caused violations of pricing, books and records, and naming provisions of the Investment Company Act, and reporting provisions of the Exchange Act. Michael Durham (“Durham”), a Unified executive, caused or substantially assisted these violations.

¹ The findings herein are made pursuant to Respondents’ Offers of Settlement and are not binding on any other person or entity in this or any other proceeding.

² “Willfully” as used in this Order means intentionally committing the act that constitutes the violation. *Cf. Wonsover v. SEC*, 205 F.3d 408,411 (D.C. Cir. 2000); *Tager v. SEC*, 344 F.2d 5, 8 (2d Cir. 1965).

RESPONDENTS

3. **Unified**, a mutual fund services company, is an Indiana corporation formed in 1990 with its principal place of business in Indianapolis, Indiana. Unified has been registered with the Commission as a transfer agent since 1990. Unified provides mutual fund administration, transfer agency and other services to over 137 mutual funds with over \$15 billion in assets. Unified is a wholly-owned subsidiary of Unified Financial Services, Inc. From 1999 through 2002, Unified provided certain mutual fund accounting and administrative services to UTMM, Liquid Green and Florida Street, pursuant to service contracts then in place between Unified and the funds. Among other things, Unified calculated NAVs, prepared and filed regulatory reports with the Commission, and performed compliance testing.

4. **Michael E. Durham**, a 45-year-old resident of Greenwood, Indiana, was the Vice President of Fund Accounting at Unified from 1995 until his termination in August 2003.

OTHER RELEVANT ENTITIES

5. **Unified Funds**, an Indiana corporation, was an open-end series investment company³ from 1996 until 2001. One of Unified Funds' portfolios was UTMM. On October 1, 2001, UTMM dissolved after it transferred all of its assets to Liquid Green, a portfolio of AmeriPrime Advisors Trust.

6. **AmeriPrime Advisors Trust** ("AAT"), an Ohio business trust, is an open-end investment company that has been registered with the Commission since 1999. Currently, AAT has eight portfolios with over \$307 million in assets. In October 2001, AAT formed Liquid Green as one of its portfolios. In February 2002, Liquid Green dissolved after transferring all of its assets to another money market fund.

7. **AmeriPrime Funds** ("AF"), an Ohio business trust, is an open-end investment company that has been registered with the Commission since 1995. Currently, AF has six portfolios with over \$103 million in assets. In July 1999, Florida Street, a high-yield bond fund, became a portfolio under AF. In November 2001, AF's board decided to liquidate Florida Street as a result of the problems described herein.

8. **Unified Investment Advisers, Inc.** ("UIA") was an Indiana corporation and registered investment adviser from February 1995 until it terminated its registration in October 2002. UIA was a wholly-owned subsidiary of Unified Financial Services, Inc. UIA's only client was UTMM, and later Liquid Green, which ceased operations in February 2002. In October 2002, UIA merged into Unified.

³ Although a series investment company such as Unified Funds, AAT or AF is organized as a single corporate entity, it may be comprised of several different series or portfolios that function as separate investment companies.

FACTS

UTMM and Liquid Green Held Ineligible Securities

9. Investment Company Act Rule 22c-1 prohibits an investment company issuing redeemable securities from selling, redeeming or repurchasing any such security except at a price based on the current NAV of the security. In determining the NAV, an investment company must value portfolio securities for which market quotations are readily available at their current market value, and other securities at their fair value as determined in good faith by the investment company's board of directors. This NAV determination, which generally must be made on each business day on which the investment company sells, redeems or repurchases its securities, is commonly referred to as the "daily mark-to-market" requirement.

10. Investment Company Act Rule 2a-7 is an exemptive rule which exempts investment companies from the daily mark-to-market requirement for certain investment companies characterized as money market funds. Rule 2a-7 permits a money market fund to use the amortized cost method of valuation to value its portfolio securities. Under the amortized cost method of valuation, portfolio securities are valued at the investment company's cost of acquisition, adjusted for the amortization of premium or the accumulation of discount, rather than at their market or fair values.

11. Rule 2a-7 provides that an investment company which holds itself out as a money market fund and uses the amortized cost method of valuation to value its portfolio securities must meet certain conditions. In particular, such a money market fund may not acquire any instrument with a remaining maturity of more than 397 calendar days, unless the securities have a maturity-shortening feature as defined in Rule 2a-7, or maintain a dollar-weighted average portfolio maturity that exceeds 90 days.

12. Between March 20, 2001 and December 6, 2001, UIA purchased 28 fixed-rate government agency bonds for UTMM and Liquid Green with remaining maturities of between two and a half and twelve years (the "Ineligible Securities"). By September 30, 2001, the Ineligible Securities made up approximately 53.1% of Liquid Green's assets. Each of these securities contained a call provision that provided the issuer of the security with an option or right, at its discretion, to call the instrument during its term on specified dates at par. Unified used these call dates, rather than the stated maturity dates, for purposes of determining compliance with the conditions of Rule 2a-7. Unified's use of the call dates rather than the stated maturity dates was impermissible under the rule, however, because UTMM and Liquid Green did not have any right or privilege to put back, or sell, the Ineligible Securities to the issuer prior to the stated maturity and thereby ensure that the maturity of the Ineligible Securities would not actually be greater than 397 days.

13. Pursuant to its fund servicing contracts with Unified Funds and AAT, the sponsors of UTMM and Liquid Green respectively, Unified was responsible for monitoring the funds' compliance with their stated investment restrictions, which included the conditions of Rule 2a-7. Unified was also responsible for keeping the funds' books and preparing quarterly Rule 2a-7 compliance reports for the funds' boards of directors.

14. In performing its duties for the funds, Unified erroneously substituted the call dates for the maturity dates of the Ineligible Securities in the source accounting records of UTMM and Liquid Green. By doing so, Unified made misstatements in UTMM's and Liquid Green's books and records. The misstatements appeared in both funds' security master files, which are part of the funds' accounting records, and in their portfolio listings. Although the correct maturity dates for the Ineligible Securities were also entered into the source records and were set forth on the audited and unaudited financial statements of UTMM and Liquid Green, Unified prepared quarterly Rule 2a-7 compliance reports based upon a portion of the source records containing the call dates. Unified also used the call dates to calculate the funds' average portfolio maturities. As a result, Rule 2a-7 compliance reports generated by Unified between May and December 2001 showed the average portfolio maturities to be under 90 days when the actual average portfolio maturities were between 730 and 1,825 days. The reports also misrepresented UTMM's and Liquid Green's longest maturity investments. For example, the May 1, 2001 Rule 2a-7 report disclosed the longest maturity investment as 381 days instead of 3,642 days.

15. Between March 2001 and December 2001, Unified prepared and filed with the Commission prospectuses and reports for UTMM and Liquid Green. These prospectuses and reports, which were also reviewed by the funds' outside counsel and accountants, described UTMM and Liquid Green as money market funds when they were no longer entitled to hold themselves out as money market funds. The prospectuses also represented that the funds could and did use the amortized cost method to price their securities, without disclosing that the funds held Ineligible Securities and therefore were not entitled to use the amortized cost method.

16. On or about December 14, 2001, Unified employees observed a deviation between the market value of the Liquid Green portfolio and its value based on the amortized cost method of valuation. As a result, Unified reviewed the eligibility of the Ineligible Securities and determined that such securities were not in compliance with Rule 2a-7. After making the determination, Unified notified UIA and the Liquid Green board of directors that the fund held ineligible securities.

17. Between December 17, 2001 and January 4, 2002, UIA sold all of the Ineligible Securities at a net loss of approximately \$517,000. In January 2002, UIA reimbursed Liquid Green for the full loss incurred in the sale of the Ineligible Securities. Shortly thereafter, UIA entered into agreements to recover \$100,000 from the fund's independent auditor and \$125,000 from the fund's counsel, the latter in the form of a partial forgiveness of a receivable due to the law firm. Unified informed the Commission staff of the loss resulting from the sale of the Ineligible Securities in conjunction with an SEC examination in mid-January 2002.

Florida Street - Improper Interest Accruals

18. On August 1, 1999, Florida Street became a portfolio of AF and Unified began providing fund accounting services pursuant to AF's contract with Unified. As of that date, the assets on Florida Street's balance sheet included an unsubstantiated interest receivable of approximately \$913,264, at least \$195,120 of which was uncollectible. Unified carried this balance over when it began providing accounting services to Florida Street, and for over a year it did not take any steps to substantiate the accuracy and collectibility of the receivable that had

been recorded by the predecessor accountant. Additionally, starting in August 1999, Unified's fund accounting group failed to write off uncollectible interest for bonds in default and previously accrued interest for bonds no longer owned by the fund (*i.e.*, bonds that were sold "flat" or for principal only). This occurred at least in part because Unified failed to employ internal accounting controls adequate to assure that the interest receivable was accurate.

19. Beginning in August 1999, when Unified became the fund's administrator, Durham knew or acted with reckless disregard for whether Florida Street was carrying unsubstantiated interest on its books and records. Among other things, Durham knew that the predecessor accountant had not provided Unified with accounting records needed to substantiate certain interest receivables on the books of Florida Street and that, as a result, the fund's interest receivable balance had not been tied out to the interest sub-ledger for each bond in the fund. Durham also knew that the fund accountants could not reconcile the interest for bonds sold without the subledgers and did not create aged interest receivable reports. Finally, Durham received a letter in April 2000 from Florida Street's independent auditor warning him of unsubstantiated interest on Florida Street's books. Prior to late 2000, however, Durham continued to rely on the work product of the predecessor accountant, did not make any attempt to substantiate the accuracy and collectibility of the receivable that had been recorded by the predecessor accountant, and failed to put in place internal accounting controls adequate to assure that the interest receivable was accurate. As a result, Durham was a cause of Florida Street's failure to write off uncollectible interest on its books.

20. During the 2000 year-end audit, the fund's independent auditor requested that Unified substantiate Florida Street's interest receivable. From November 2000 through June 2001, Unified reviewed the interest receivable for collectibility. By June 2001, Unified determined that Florida Street's interest receivable was overstated by approximately \$796,356 as of October 31, 2000 and by approximately \$285,794 more for the first four months of the fiscal year ending October 31, 2001. These amounts represented accrued interest that Unified determined to be uncollectible. Starting in June 2001, Unified wrote off the uncollectible interest back to December 1, 1999. The write off reduced the fund's NAV for the year ending October 31, 2000 by approximately 4.7%.

21. After writing off the interest, Unified re-priced the fund. The repricing revealed that Florida Street's daily NAV was overstated from December 1, 1999 through June 25, 2001 by amounts ranging from \$.01 to \$.34 per share. At its worst, the fund's NAV was overstated by approximately 6.1%. After the repricing, Unified recomputed shareholder transactions during the same period to ensure that no shareholders were harmed by the mispricing. As a result of the recomputation, Unified voluntarily reimbursed the fund for investors who redeemed out during the period of the repricing and were consequently overpaid.

22. By carrying the uncollectible interest on Florida Street's books, Unified caused material misstatements in Florida Street's April 30, 2000 semi-annual report, which Unified filed on December 12, 2000. As a result of the failure to write off the uncollectible interest described above, the report overstated the fund's interest receivable by approximately 35.2%, overstated the fund's NAV by approximately 2%, and overstated the net investment income by approximately 21.56%. The reported NAV per share was \$7.33 but should have been \$7.16. Unified knew or should have known, at the time it filed the report on behalf of the fund, that the

report contained material misstatements resulting from the failure to write off the uncollectible interest.

23. The uncollectible interest also resulted in material misstatements and omissions in Florida Street's audited October 31, 2000 annual report and unaudited April 30, 2001 semi-annual report, both of which were prepared and filed by Unified. The annual reports were also reviewed by the funds' outside counsel and auditors. Florida Street's audited 2000 annual report, which was filed on March 22, 2002, four months after the fund closed, failed to disclose the interest write-off and subsequent repricing, which resulted in a lower NAV. In addition, the 2000 annual report misrepresented the fund's distribution to shareholders from net investment income and failed to disclose a return of capital. Florida Street reported \$2,541,908 in net investment income after the interest write-offs. Nevertheless, the fund also reported that it paid \$3,338,264 in distributions to investors from net investment income. Since the fund had no prior year net investment income from which it could make a positive distribution, only \$2,541,908 of the \$3,338,264 distributed to shareholders could possibly be attributed to net investment income. The difference, \$796,356, was actually an undisclosed return of capital to investors, not a distribution of net investment income, on which some investors may have unknowingly paid taxes. Unified prepared and filed the audited October 31, 2000 annual report which failed to disclose the repricing and return of capital even though Unified knew about the repricing and the return of capital no later than June 2001. Some portion of this \$796,356 difference should have been reflected on Forms 1099 for the 2000 taxable year that were issued to shareholders on January 15, 2001, and some portion of the remainder should have been reflected on Forms 1099 for the 1999 and earlier taxable years.

Late Filings by Unified Administered Funds

24. From 2000 through 2002, portfolios of AF and AAT made late filings or failed to file required reports with the Commission. As administrator, Unified was responsible for filing these reports. At least 21 portfolios under AAT and AF failed to file their annual or semi-annual shareholder reports on time. In addition, at least 27 portfolios failed to timely file their Form N-SARs. Finally, at least 9 portfolios under AF and AAT either failed to file Form 12b-25s notifying the Commission of an inability to timely file a Form N-SAR or filed the forms incorrectly. These late filings were in part due to Unified's failure to put in place adequate procedures to ensure that it timely received documents necessary to make the filings on or before their respective due dates.

VIOLATIONS

25. As a result of the conduct described above, Unified willfully aided and abetted and caused, and Durham caused, AF to violate Rule 22c-1, promulgated pursuant to Section 22(c) of the Investment Company Act. Rule 22c-1 requires registered investment companies to sell and redeem shares only "at a price based on the current net asset value of such security."

26. As a result of the conduct described above, Unified willfully violated Section 34(b) of the Investment Company Act. Section 34(b) prohibits any person from making any untrue statement of a material fact in any report, account, record, or other document filed or

required to be kept under Section 31(a) of the Investment Company Act. Section 34(b) also prohibits any person filing or keeping those documents from omitting to state any fact necessary in order to prevent the statements made in those documents from being misleading. Rule 2a-7(b)(1) provides that it is a material misrepresentation in violation of Section 34(b) for a fund to hold itself out as a money market where it does not meet the risk limiting conditions of Rule 2a-7(c).

27. As a result of the conduct described above, Durham violated Section 34(b) of the Investment Company Act by making an untrue statement of a material fact in a report, account, record, or other document filed or required to be kept under Section 31(a) of the Investment Company Act.

28. As a result of the conduct described above, Unified willfully aided and abetted and caused Unified Funds and AAT to violate Section 35(d) of the Investment Company Act. Section 35(d) prohibits any registered investment company from adopting as a part of its name or title any word or words that the Commission finds are materially deceptive or misleading. Rule 2a-7(b)(2) provides that “it shall constitute the use of a materially deceptive or misleading name within the meaning of Section 35(d) of the Act for a registered investment company to adopt the term “money market” as part of its name ... unless such registered investment company meets the conditions of paragraphs (c)(2), (c)(3), and (c)(4) of [Rule 2a-7].”

29. As a result of the conduct described above, Unified willfully aided and abetted and caused AAT and AF to violate Section 30(e) of the Investment Company Act and Rule 30e-1 thereunder. Section 30(e) of the Investment Company Act and Rule 30e-1 thereunder requires every registered investment company to transmit to shareholders, at least semiannually, reports containing the financial statements and other information. These reports must be transmitted to shareholders no later than sixty days after the close of the period for which the report is being made.

30. As a result of the conduct described above, Unified willfully aided and abetted and caused AAT and AF to violate Section 30(b)(1) of the Investment Company Act and Rule 30b1-1 thereunder and Rule 12b-25 under the Exchange Act. Section 30(b)(1) and Rule 30b1-1 thereunder require every registered investment company to file a semi-annual report on Form N-SAR not more than sixty days after the close of each fiscal year and second quarter. Rule 12b-25(a) promulgated under the Exchange Act requires that if a registered management investment company cannot timely file its Form N-SAR, the company shall file a Form 12b-25 no later than one business day after the due date for the N-SAR filing.

UNIFIED’S REMEDIAL EFFORTS

31. In determining to accept the Offer, the Commission considered remedial acts promptly undertaken by Unified in connection with the conduct described herein, including the following:

- a. firing or demoting four individuals;
- b. hiring a new Chief Executive Officer;
- c. hiring a new Chief Compliance Officer;

- d. hiring a new Vice President in charge of mutual fund administration; and
- e. hiring several consulting firms to assist Unified in updating its fund accounting, fund administration and compliance procedures.

UNDERTAKINGS

32. *Independent Compliance Consultant.* Unified has undertaken:

a. to hire, within 90 days of the entry of the Order, an Independent Compliance Consultant not unacceptable to the staff of the Commission. Unified shall cause the Independent Compliance Consultant to review Unified's (i) accounting and compliance procedures applicable to Rule 2a-7, (ii) accounting policies and procedures applicable to interest accruals, and (iii) compliance procedures applicable to the timely filing of reports of the type described in paragraph 24 above. The Independent Compliance Consultant's compensation and expenses shall be borne exclusively by Unified or its affiliates. Unified shall cooperate fully with the Independent Compliance Consultant and shall provide the Independent Compliance Consultant with access to its files, books, records and personnel as reasonably requested for the review;

b. to require that, at the conclusion of the review, which in no event shall be more than 120 days after the date of entry of the Order, the Independent Compliance Consultant shall submit a Report to Unified and the staff of the Commission. The Report shall address the issues described in subparagraph 32.a. of these undertakings, and shall include a description of the review performed, the conclusions reached, the Independent Compliance Consultant's recommendations for changes in or improvements to policies and procedures of Unified and a procedure for implementing the recommended changes in or improvements to Unified's policies and procedures;

c. to adopt all recommendations contained in the Report of the Independent Compliance Consultant; provided, however, that within 150 days after the date of entry of the Order, Unified shall in writing advise the Independent Compliance Consultant and the staff of the Commission of any recommendations that it considers to be unnecessary or inappropriate. With respect to any recommendation that Unified considers unnecessary or inappropriate, Unified need not adopt that recommendation at that time but shall propose in writing an alternative policy, procedure or system designed to achieve the same objective or purpose;

d. that as to any recommendation with respect to Unified's policies and procedures on which Unified and the Independent Compliance Consultant do not agree, such parties shall attempt in good faith to reach an agreement within 180 days of the date of entry of the Order. In the event Unified and the Independent Compliance Consultant are unable to agree on an alternative proposal acceptable to the staff of the Commission, Unified will abide by the determinations of the Independent Compliance Consultant;

e. that Unified (i) shall not have the authority to terminate the Independent Compliance Consultant, without the prior written approval of the staff of the Commission; (ii) shall compensate the Independent Compliance Consultant, and persons

engaged to assist the Independent Compliance Consultant, for services rendered pursuant to the Order at their reasonable and customary rates; (iii) shall not be in and shall not have an attorney-client relationship with the Independent Compliance Consultant and shall not seek to invoke the attorney-client or any other doctrine or privilege to prevent the Independent Compliance Consultant from transmitting any information, reports, or documents to the Directors of Unified or its parent, Unified Financial Services, Inc. or the Commission; and

f. to require the Independent Compliance Consultant to enter into an agreement that provides that for the period of engagement and for a period of two years from completion of the engagement, the Independent Compliance Consultant shall not enter into any employment, consultant, attorney-client, auditing or other professional relationship with Unified, or any of its present or former affiliates, directors, officers, employees, or agents acting in their capacity. The agreement will also provide that the Independent Compliance Consultant will require that any firm with which he/she is affiliated or of which he/she is a member, and any person engaged to assist the Independent Compliance Consultant in performance of his/her duties under this Order shall not, without prior written consent of the staff of the Commission, enter into any employment, consultant, attorney-client, auditing or other professional relationship with Unified, or any of its present or former affiliates, directors, officers, employees, or agents acting in their capacity as such for the period of the engagement and for a period of two years after the engagement.

33. *Certification and Extension of Procedural Dates.* Unified undertakes that, no later than twenty-four months after the date of entry of the Order, its chief executive officer shall certify to the Commission in writing that Unified has fully adopted and complied in all material respects with the undertakings set forth in paragraph 32 above or, in the event of material non-adoption or non-compliance, shall describe such material non-adoption and non-compliance. For good cause shown, the Commission's staff may extend any of the procedural dates set forth in paragraph 32 above.

34. *Record-keeping.* Unified undertakes to preserve for a period not less than five years from the date of this Order, the first two years in an easily accessible place, any record of their compliance with the undertakings set forth in paragraph 32 above.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent's Offers. Accordingly, pursuant to Section 21C of the Exchange Act and Sections 9(b) and 9(f) of the Investment Company Act it is hereby **ORDERED** that:

A. Unified cease and desist from committing or causing any violations and any future violations of Section 34(b) of the Investment Company Act, and to cease and desist from causing any violations and any future violations of Rule 12b-25 under the Exchange Act and Sections 30(b)(1), 30(e), 34(b) and 35(d) of the Investment Company Act and Rules 22c-1, 30e-1 and 30b1-1 thereunder.

B. Durham cease and desist from committing or causing any violations and any future violations of Sections 34(b), and causing any violations and any future violations of Rule 22c-1 under the Investment Company Act.

C. *Payment of Civil Monetary Penalty by Unified.* It is further ordered that Unified shall, within thirty days of the entry of this Order, pay a civil money penalty in the amount of \$125,000 to the United States Treasury. Such payment shall be: (A) made by United States postal money order, certified check, bank cashier's check or bank money order; (B) made payable to the Securities and Exchange Commission; (C) hand-delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (D) submitted under cover letter that identifies Unified as a Respondent in these proceedings, the file number of these proceedings, a copy of which cover letter and money order or check shall be sent to Robert J. Burson, Senior Associate Regional Director, Midwest Regional Office, Securities and Exchange Commission, 175 West Jackson Boulevard, Suite 900, Chicago, Illinois 60604.

D. *Unified's Compliance with Undertakings.* Unified shall comply with the undertakings set forth in paragraphs 32-34 above.

By the Commission.

Nancy M. Morris
Secretary