

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940
Release No. 2536 / July 21, 2006

ADMINISTRATIVE PROCEEDING
File No. 3-12371

In the Matter of

JUSTIN HUSCHER,

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 Justin Huscher (“Huscher” 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. At all relevant times, Huscher was a person associated with Madison Dearborn Partners, LLC and Madison Dearborn Partners, Inc. (collectively, "MDP"), which act as unregistered investment advisers under the Advisers Act. Huscher was a managing director of MDP, as well as an investor in limited partnership funds managed by MDP. In August 2004, Huscher resigned from MDP. Huscher, 52 years old, is a resident of Chicago, Illinois.

2. On June 28, 2006, a final judgment was entered by consent against Huscher, permanently enjoining him from future violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Justin Huscher, Civil Action Number 06C-3397, in the United States District Court for the Northern District of Illinois.

3. The Commission's complaint alleged that Huscher engaged in insider trading based on material, nonpublic information he obtained by virtue of his position as a managing director at MDP. The complaint alleged that Huscher learned that an investor consortium (of which MDP was previously a member) had reached an agreement to acquire UniSource Energy Corporation ("UniSource") prior to the public announcement of the acquisition. The complaint alleged that, in violation of the fiduciary and other similar duties of trust and confidence he owed to UniSource and MDP, among others, Huscher purchased 8,000 shares of UniSource common stock at prices ranging from \$19.45 to \$19.55 per share. The complaint alleged that, following the announcement of the acquisition of UniSource, UniSource stock traded at a high of \$24.90 per share before closing at \$24.49, up \$5.09 per share, or approximately 26%. Lastly, the complaint alleged that, as a result of his misappropriation of material, nonpublic information, Huscher obtained unrealized profits of \$54,692.25.

IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 203(f) of the Advisers Act, that Respondent Huscher be, and hereby is barred from association with any investment adviser, with the right to reapply for association after four 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