

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 53158 / January 20, 2006

ADMINISTRATIVE PROCEEDING
File No. 3-12152

In the Matter of

DOUGLAS RASBERRY AND
ANDREW K. PROCTOR,

Respondents.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
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 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Douglas Rasberry (“Rasberry”) and Andrew K. Proctor (“Proctor”) (collectively “Respondents”).

II.

In anticipation of the institution of these proceedings, Rasberry and Proctor have each submitted an Offer 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, and the findings contained in Section III.A.4 which are admitted by Rasberry, and in Section III.B.4. which are admitted by Proctor, Respondents consent 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 Respondents' Offers, the Commission finds that:

A. Rasberry

1. Uncommon Media Group, Inc. ("UMDA") was a Florida corporation with its principal place of business in New York, New York. The common stock of UMDA was publicly traded in the United States on the over-the-counter market.

2. Rasberry, 47 years old, is a resident of Canada. Rasberry owned and controlled a significant amount of UMDA stock through offshore corporate nominees.

3. Rasberry participated in the offering of UMDA, which is a penny stock.

4. On June 22, 2004, Rasberry pled guilty to one count of conspiracy to commit wire fraud, mail fraud, and securities fraud in violation of Title 18 of the United States Code, Section 371 before the United States District Court for the Southern District of Florida, in United States v. Douglas Rasberry Case Number 02-20637 (Judge Moore). Rasberry was sentenced to a prison term of twenty-seven months followed by two years of supervised release. Rasberry was also assessed \$100 in criminal monetary penalties.

5. The count of the criminal indictment to which Rasberry pled guilty alleged, inter alia, that Rasberry and his co-defendants conspired to unjustly enrich themselves by defrauding a fictitious foreign mutual fund ("the Fund") through paying undisclosed kickbacks to an undercover Federal Bureau of Investigation agent, cooperating witnesses, a purported corrupt Fund manager and two purported due diligence officers, in exchange for their causing the Fund to purchase a large amount of overpriced UMDA stock from the defendants. The count of the criminal indictment alleged that it was also the purpose and object of the conspiracy for Rasberry and his co-defendants to unjustly enrich themselves by defrauding the public shareholders of UMDA by artificially affecting the supply and demand for UMDA stock in order to inflate the market price of such stock through illegal means.

B. Proctor

1. CT Cosmetics, Inc. ("CT Cosmetics") was a Delaware corporation with its principal place of business located in Bermuda. A federal indictment unsealed on August 15, 2002 before the United States Court for the Southern District of Florida, in United States v. Proctor, et al., Criminal Indictment No. 02-80087 (the "indictment") alleged that CT Cosmetics was in the process of registering its stock to be publicly traded in the United States.

2. Proctor, 48 years old, is a resident of California. Proctor was the chairman, a director, and the chief financial officer of CT Cosmetics.

3. Proctor participated in the offering of CT Cosmetics, which is a penny stock.

4. On May 18, 2004, by a Consent to Transfer of Case for Plea and Sentence under Rule 20 of the Federal Rules of Criminal Procedure, Proctor notified the Court of his wish to plead guilty to the offenses charged in the indictment and consented to a transfer of his case for plea and sentencing to the United States District Court for the Central District of California. On January 11, 2005, Proctor pled guilty to one count of conspiracy to commit wire fraud and securities fraud, in violation of Title 18 of the United States Code, Sections 1343 and 1346 and Title 15 of the United States Code, Sections 78j(b) and 78f(f) before the United States District Court for the Central District of California (Western Div.) in Unites States v. Proctor, Criminal Indictment No. 04-615. In addition, the criminal court entered a judgment against Proctor that sentenced him to three years of probation with six months home detention and other special conditions. Proctor was also ordered to pay a \$100 special assessment to the court and a \$20,000 fine.

5. The count of the criminal indictment (the “count”) to which Proctor pled guilty alleged, inter alia, that Proctor and his co-defendants conspired to unjustly enrich themselves by defrauding the Fund by paying payoffs and kickbacks to an undercover agent of the Federal Bureau of Investigation who posed as a corrupt securities trader for the Fund in exchange for the Fund to purchase CT Cosmetics. The count alleged that it was also the purpose and object of the conspiracy for Proctor and his co-defendants to unjustly enrich themselves by defrauding the Fund and the public by fraudulently causing the price of CT Cosmetics stock to be artificially increased through payoffs and kickbacks to brokers that were undisclosed to the Fund and the public so that the defendants’ CT Cosmetics stock could be sold at a significant value when, in actuality, it was virtually worthless.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in each of the Respondents’ Offers.

Accordingly, it is hereby ORDERED:

Respondents Rasberry and Proctor be, and hereby are, barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

By the Commission.

Nancy M. Morris
Secretary