

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 67048 / May 23, 2012

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3386 / May 23, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-10415

In the Matter of _____ : ORDER GRANTING APPLICATION FOR
Charles P. Morrison, CPA : REINSTATEMENT TO APPEAR AND PRACTICE
: BEFORE THE COMMISSION AS AN ACCOUNTANT
: RESPONSIBLE FOR THE PREPARATION OR
: REVIEW OF FINANCIAL STATEMENTS REQUIRED
: TO BE FILED WITH THE COMMISSION

On January 31, 2001 Charles P. Morrison, CPA (“Morrison”) was suspended from appearing or practicing before the Commission as an accountant as a result of settled public administrative proceedings instituted by the Commission against Morrison pursuant to Rule 102(e)(3)(i) of the Commission's Rules of Practice.¹ Morrison consented to the entry of the order without admitting or denying the findings therein. This order is issued in response to Morrison’s application for reinstatement to appear and practice before the Commission as an accountant responsible for the preparation or review of financial statements required to be filed with the Commission.

The Commission found that Morrison had been permanently enjoined by the United States District Court for the Eastern District of Pennsylvania from future violations of Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 10b-5 thereunder. The Commission’s complaint alleged that, from at least December 1996 through July 1998, Morrison violated Section 10(b) of the Exchange Act and Rule 10b-5 thereunder by creating, reviewing and approving false financial statements and Disclosure Reports of the Allegheny Health, Education and Research Foundation (“AHERF”) and certain subsidiaries. The complaint further alleged that Morrison falsely certified to the bond trustee of certain AHERF subsidiaries and others that the 1997 audited financial statements fairly presented the consolidated financial position and the results of operations for AHERF as of and for the fiscal year ended June 30, 1997 and that they were prepared in accordance with GAAP.

¹ See Accounting and Auditing Enforcement Release No. 1364 dated January 31, 2001. Morrison was permitted, pursuant to the order, to apply for reinstatement after three years upon making certain showings.

In his capacity as a preparer or reviewer, or as a person responsible for the preparation or review, of financial statements of a public company to be filed with the Commission, Morrison attests that he will undertake to have his work reviewed by the independent audit committee of any company for which he works, or in some other manner acceptable to the Commission, while practicing before the Commission in this capacity. Morrison is not, at this time, seeking to appear or practice before the Commission as an independent accountant. If he should wish to resume appearing and practicing before the Commission as an independent accountant, he will be required to submit an application to the Commission showing that he has complied and will comply with the terms of the original suspension order in this regard. Therefore, Morrison's suspension from practice before the Commission as an independent accountant continues in effect until the Commission determines that a sufficient showing has been made in this regard in accordance with the terms of the original suspension order.

Rule 102(e)(5) of the Commission's Rules of Practice governs applications for reinstatement, and provides that the Commission may reinstate the privilege to appear and practice before the Commission "for good cause shown."² This "good cause" determination is necessarily highly fact specific.

On the basis of information supplied, representations made, and undertakings agreed to by Morrison, it appears that he has complied with the terms of the January 31, 2001 order suspending him from appearing or practicing before the Commission as an accountant, that no information has come to the attention of the Commission relating to his character, integrity, professional conduct, or qualifications to practice before the Commission that would be a basis for adverse action against him pursuant to Rule 102(e) of the Commission's Rules of Practice, and that Morrison, by undertaking to have his work reviewed by the independent audit committee of any company for which he works, or in some other manner acceptable to the Commission, in his practice before the Commission as a preparer or reviewer of financial statements required to be filed with the Commission, has shown good cause for reinstatement. Therefore, it is accordingly,

ORDERED pursuant to Rule 102(e)(5)(i) of the Commission's Rules of Practice that Charles P. Morrison, CPA is hereby reinstated to appear and practice before the Commission as an accountant responsible for the preparation or review of financial statements required to be filed with the Commission.

By the Commission.

Elizabeth M. Murphy
Secretary

² Rule 102(e)(5)(i) provides:

"An application for reinstatement of a person permanently suspended or disqualified under paragraph (e)(1) or (e)(3) of this section may be made at any time, and the applicant may, in the Commission's discretion, be afforded a hearing; however, the suspension or disqualification shall continue unless and until the applicant has been reinstated by the Commission for good cause shown." 17 C.F.R. § 201.102(e)(5)(i).