

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 53928 / June 1, 2006**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12320**

**In the Matter of**

**SALOMON GREY  
FINANCIAL  
CORPORATION,**

**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 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 Salomon Grey Financial Corporation (“Salomon Grey” 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. Salomon Grey is a broker-dealer registered with the Commission. Salomon Grey is a Texas corporation that, during the relevant time period, was wholly-owned by Southwestern United Enterprises Corporation, a Nevada corporation. Angelo Paul Koupas and Kyle Rowe each owned, during the relevant time period, 50% of Southwestern United Enterprises Corporation.

2. On May 30, 2006, a final judgment was entered by consent against Salomon Grey, permanently enjoining it from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and Section 15(c)(1) of the Exchange Act, in the civil action entitled Securities and Exchange Commission v. Allen Z. Wolfson, et al., Civil Action Number 2:02-CV-1086, in the United States District Court for District of Utah, Central Division.

3. The Commission's complaint alleged, among other things, that during the time period of July through November 2000, the principals of Salomon Grey had a pre-existing arrangement to obtain deeply discounted blocks of shares of Freedom Surf, Inc., from other defendants for retail sales to the public at manipulated prices. On October 24, 2000, Salomon Grey, through its head trader, bought a block of 25,000 Freedom Surf shares at a 50% discount to the manipulated market price and concealed this arrangement from the public. Salomon Grey then sold its discounted Freedom Surf shares to its customers. The Complaint also alleged that Salomon Grey participated in unregistered sales of Freedom Surf shares.

### IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(4) of the Exchange Act that the registration of Respondent Salomon Grey be, and hereby is, revoked.

By the Commission.

Nancy M. Morris  
Secretary