

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940
Release No. 2568 / November 20, 2006

ADMINISTRATIVE PROCEEDING
File No. 3-12483

In the Matter of

MARK R. CONWAY,

Respondent.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 203(f) OF THE
INVESTMENT ADVISERS ACT OF 1940,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTION

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 Mark R. Conway (“Respondent” or “Conway”).

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 Sanction (“Order”), as set forth below.

III.

On the basis of this Order and the Respondent’s Offer, the Commission finds that:

1. Conway, 45 years old, was the president, chief operating officer, portfolio manager and partner of Groundswell Partners LLC, an investment adviser to Groundswell Capital LP, an investment fund. Conway is a resident of Waltham, Massachusetts.

2. On October 23, 2006, Conway pled guilty to six counts of mail fraud in violation of Title 18 United States Code, Sections 1341 and 1342 and seven counts of wire fraud in violation of Title 18 United States Code, Section 1343 before the United States District Court for the District of Massachusetts, in United States v. Mark R. Conway, Crim. No. 06-CR-10236-PBS.

3. The counts of the criminal information to which Conway pled guilty involve, inter alia, defrauding investors and obtaining money and property by means of materially false and misleading statements, using electronic mail to send false account statements and using the United States mails to send misleading subscription agreements.

IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 203(f) of the Advisers Act, that Respondent Conway be, and hereby is, barred from association with any investment adviser.

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.

For the Commission, by its Secretary, pursuant to delegated authority.

Nancy M. Morris
Secretary