

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 67823 / September 11, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-15018

In the Matter of

ROBERT CARLSSON,

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” or “SEC”) 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 Robert Carlsson (“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, 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. Carlsson was a licensed securities broker who raised money for BCI Aircraft Leasing, Inc. (“BCI”) from outside investors. During at least 2006 and 2007, Carlsson was a

principal of 21 Capital Group, Inc. (“21 Capital”), a securities broker-dealer registered with the SEC. Carlsson, age 43, is a resident of Chicago, Illinois.

2. In a September 8, 2010 superseding indictment, a grand jury alleged, among other things, that in connection with a 2006 examination by staff of the SEC’s Office of Compliance Inspections and Examinations (“OCIE”), Carlsson (and others):

corruptly obstructed, influenced and impeded and attempted to corruptly obstruct, influence and impede an official proceeding, namely an SEC examination of 21 Capital and defendant CARLSSON, by, among other things: (a) falsely representing and causing to be falsely represented to the SEC examiners that an \$80,000 payment received by 21 Capital from defendant BCI was a consulting fee related to an aircraft lease transaction and an initial public offering by defendant BCI, whereas in fact, as defendant CARLSSON knew, the \$80,000 payment was a commission for funds defendant CARLSSON had raised for investment with defendant BCI; and (b) falsely representing and causing to be falsely represented in a letter provided to the SEC examiners that defendant BCI waived the rent payments owed to BCI by defendant CARLSSON and 21 Capital because defendant BCI had office space that it was not using, whereas in fact, as defendants HOLLNAGEL, BCI and CARLSSON knew, 21 Capital entered into a lease agreement with defendant BCI prior to the start of defendant BCI’s lease for the office space in question, and defendant BCI was paying for 21 Capital’s business expenses, generally, which included its rent.

U.S. v. Hollnagel et al., Criminal Action Number 1:10-cr-00195, at Docket No. 46 at 47-48.

The grand jury also alleged, in connection with a 2007 examination by OCIE staff, Carlsson (and others):

corruptly obstructed, influenced and impeded and attempted to corruptly obstruct, influence and impede an official proceeding, namely an SEC examination of 21 Capital and defendant CARLSSON, in that defendant CARLSSON falsely represented during the SEC examination that: (a) his job with defendant BCI simply had been to make introductions between potential investors and Hollnagel and not to sell shares of BCI’s investment offerings; and (b) BCI did not pay him commissions on the offer and sale of investments but rather a consulting fee

U.S. v. Hollnagel et al., Criminal Action Number 1:10-cr-00195, at Docket No. 46 at 50.

3. On November 8, 2011, Carlsson entered a plea of guilty to one count of obstruction of an official proceeding, Title 18 U.S.C. § 1512, in the criminal action entitled U.S. v. Hollnagel et al., Criminal Action Number 1:10-cr-00195, in the United States District Court for the Northern District of Illinois.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent be, and hereby is:

barred from association with any broker, dealer, investment adviser, municipal securities dealer, or transfer agent; and

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.

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.

Elizabeth M. Murphy
Secretary