

herein, except as to the Commission's jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III, Paragraph 2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, 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. Linton, age 57, is and has been an attorney licensed to practice law in the State of Florida. From approximately 2009 to 2012, Linton's law practice has included writing legal opinion letters for clients involving transactions under the federal securities laws.

2. On April 30, 2012, the Commission filed a complaint against Linton in SEC v. Christel S. Scucci, et al., Civil Action No. 6:12CV646-ORL-37 KRS (M.D. Fla.). On September 14, 2012, the court entered an order permanently enjoining Linton from violation of Section 5 of the Securities Act of 1933 ("Securities Act"). Linton was also enjoined from providing professional legal services to any person in connection with the offer or sale of securities pursuant to, or claiming, an exemption under Securities Act Rule 144, or any other exemption from the registration provisions of the Securities Act, including, without limitation, participating in the preparation of any opinion letter relating to such offerings. Linton was also permanently barred from participating in an offering of penny stock pursuant to Section 20(g) of the Securities Act and Section 21(d)(6) of the Securities Exchange Act of 1934. Linton was also ordered to pay \$6,250 in disgorgement of ill-gotten gains and a \$7,500 civil money penalty.

3. The Commission's complaint alleged, among other things, that from January 2010 through October 2011, clients of Linton's unlawfully sold approximately 3.3 billion shares of penny stock in unregistered transactions. They were able to acquire and sell most of this stock only because Linton, their attorney, issued baseless legal opinions stating that the transactions were exempt from the registration requirement of Section 5 of the Securities Act. Linton failed to make necessary factual and legal determinations when he concluded that the transactions qualified for an exemption from Section 5 of the Securities Act pursuant to Securities Act Rule 144. When Linton wrote the opinion letters, he lacked an understanding of the applicable legal principles and failed to substantiate the factual predicate for his opinions. But for Linton's legal opinion letters, the issuers' transfer agents would not have transferred the stock to Linton's clients without a restrictive legend. Thus, the complaint alleged that Linton was a substantial factor and a necessary participant in the unregistered sales of the issuers' securities in violation of Section 5 of the Securities Act.

IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that:

Linton is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Elizabeth M. Murphy
Secretary