

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 61511 / February 8, 2010

ADMINISTRATIVE PROCEEDING
File No. 3-13780

In the Matter of

J. BENNETT GROCOCK, Esq.

Respondent.

**CORRECTED ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS AND
IMPOSING SUSPENSION PURSUANT TO
RULE 102(e)(3)(i) OF THE COMMISSION'S
RULES OF PRACTICE**

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 Rule 102(e)(3)(i)¹ of the Commission’s Rules of Practice against J. Bennett Grocock (“Respondent” or “Grocock”).

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 in which the Commission is a party, and without admitting or denying the findings contained in the Order, except with respect to the findings contained in paragraph III.B.3 below, which are admitted, Respondent consents to the entry of this Order.

III.

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any . . . attorney . . . who has been by name . . . (A) permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating . . . any provision of the Federal securities laws or of the rules and regulations thereunder.

The Commission finds that:

A. RESPONDENT

1. Grocock is and has been an attorney licensed to practice in the State of Florida.

B. COURT PROCEEDINGS & INJUNCTION

2. On October 29, 2009, the Commission filed a complaint against Grocock in the U.S. District Court for the Middle District of Florida, alleging that Grocock violated Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, 15 U.S.C. 77e(a), 77e(c), and 77q(a), and Section 10(b) of the Securities Exchange Act of 1934, 15 U.S.C. 78j(b) and Rule 10b-5 thereunder, 17 C.F.R. 240.10b-5. *See SEC v. Grocock*, 09cv1833 (M.D. Fla. 2009).

3. On November 10, 2009, the U.S. District Court for the Middle District of Florida entered its final judgment on consent against Grocock, permanently enjoining him from future violations of Sections 5 and 17(a) of the Securities Act of 1933 and Section 10 of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. *See SEC v. Grocock*, 09cv1833 (M.D. Fla. 2009).

IV.

Based upon the foregoing, the Commission finds that a court of competent jurisdiction has permanently enjoined Grocock, an attorney, from violating the Federal securities laws within the meaning of Rule 102(e)(3)(i)(A) of the Commission's Rules of Practice. In view of these findings, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Grocock's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that Grocock be, and hereby is, suspended from appearing or practicing before the Commission.

By the Commission.

Elizabeth Murphy
Secretary