

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**April 7, 2009**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13432**

**In the Matter of**

**LAWRENCE D. MORRIS,**

**Respondent.**

**ORDER INSTITUTING ADMINISTRATIVE  
PROCEEDINGS PURSUANT TO SECTION  
15(b) OF THE SECURITIES EXCHANGE  
ACT OF 1934 AND NOTICE OF HEARING**

**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 Lawrence D. Morris (“Respondent” or “Morris”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENT**

1. Morris was a salesman for ProVision Operation Systems, Inc. (“ProVision”). ProVision was a development-state company that purportedly offered real estate and business seminars, and also purportedly operated businesses involving yachts, land development and mining. From approximately October 2003 to September 2004, Morris offered and sold ProVision’s stock for compensation, pursuant to a contract he made with the company. Morris is 70 years old, and his last known address is Boca Raton, Florida.

**B. ENTRY OF THE INJUNCTION**

2. On December 11, 2008, a final judgment was entered against Morris permanently enjoining him from future violations of Section 5 of the Securities Act of 1933 and Section 15(a) of the Exchange Act. The civil action was entitled Securities and Exchange Commission v. ProVision Operation Systems, Inc. et al., Civil Action Number SACV 07-1130

AHS (JWJx), and was filed in the United States District Court for the Central District of California, Southern Division on September 26, 2007.

3. In its complaint, the Commission alleged that ProVision contracted with Morris to pay him commission-based compensation to offer or sell ProVision's securities. Pursuant to this contract, from approximately October 2003 until at least September 2004, Morris actively sought out and solicited prospective investors to purchase ProVision's stock or invest in its other investment opportunities. Morris offered and sold ProVision's stock to investors, and solicited and referred investors to ProVision's president, who then closed the sale. Morris received nearly \$540,000 in commissions from ProVision. The complaint further alleged that Morris was not registered with the Commission as a broker-dealer or affiliated with a registered broker-dealer, nor did he qualify for any exemptions from the broker-dealer registration requirement.

### III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations; and

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) of the Exchange Act.

### IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

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

Elizabeth M. Murphy  
Secretary