

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 60891 / October 27, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-13667

In the Matter of

MOHIT A. KHANNA,

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”) 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 Mohit A. Khanna (“Khanna” or “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, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over them 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 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. Khanna was the chief executive officer, director, and sole shareholder of MAK 1 Enterprises Group, LLC ("MAK 1"). Between 1999 and 2004, Khanna was associated with various registered broker-dealers. In August 2004, Khanna submitted a Letter of Acceptance, Waiver and Consent to the Financial Industry Regulatory Authority ("FINRA"), which barred Khanna from associating with any FINRA member in any capacity. Khanna, 32 years old, is a resident of San Diego, California.

2. On October 6, 2009, a judgment was entered by consent against Khanna, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Mohit A. Khanna, et al., Civil Action Number 09-CV-1784 BEN (POR) in the United States District Court for the Southern District of California.

3. The Commission's complaint alleged that from 2003 to August 2009, Khanna made false and misleading statements in the unregistered offer and sale of MAK 1 securities. The complaint further alleged Khanna falsely promised inflated and guaranteed returns, misrepresented that the investments were insured, concealed his FINRA bar, misappropriated investor funds, and otherwise engaged in a variety of conduct which operated as a fraud and deceit on investors. The complaint also alleged that Khanna sold unregistered securities.

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 Khanna be, and hereby is barred from association with any broker or dealer.

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.

Elizabeth M. Murphy
Secretary