



Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and 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. Rasch, age 63, has been an attorney licensed to practice in the State of California since 1988. From at least February 2007 through at least November 2007, Rasch issued legal opinions for the benefit of certain shareholders of Mobile Ready Entertainment Corp. ("Mobile Ready"), opining as to whether such shareholders could sell shares of Mobile Ready acquired in unregistered offerings and bearing restrictive legends into the public market, absent registration, pursuant to Rule 144 of the Securities Act of 1933 ("Securities Act"). From January 1990 to the present, Rasch was also a registered representative associated with a broker-dealer registered with the Commission.

2. On July 31, 2009, a final judgment was entered against Rasch, permanently enjoining him from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Albert J. Rasch, Jr., et al., Civil Action Number 1:09-CV-1190, in the United States District Court for the Northern District of Georgia. Rasch was also: (a) ordered to pay \$1,080 in disgorgement, together with prejudgment interest thereon in the amount of \$92.22; (b) ordered to pay a \$20,000 civil monetary penalty; (c) ordered to pay post-judgment interest pursuant to 28 U.S.C. § 1961 on the disgorgement and civil penalty amounts; and (d) barred for five years from participating in an offering of a penny stock. Rasch consented to the entry of the judgment without admitting or denying any of the allegations in the complaint.

3. The Commission's complaint alleged, among other things, that the legal opinions provided by Rasch to shareholders of Mobile Ready contained false and misleading statements of material fact, cited to nonexistent documents, and concluded without basis that more than 20 million shares acquired in unregistered offerings and bearing restrictive legends could be sold into the public market absent registration pursuant to Securities Act Rule 144.

### IV.

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

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

A. Pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Rasch be, and hereby is barred from association with any broker or dealer, with the right to reapply for association after five years to the appropriate self-regulatory organization, or if there is none, to the Commission.

B. Any reapplication for association by Rasch 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.

C. Rasch is suspended from appearing or practicing before the Commission as an attorney for five years. Furthermore, after five years from the date of this Order, Rasch has the right to apply for reinstatement by submitting an affidavit to the Commission's Office of the General Counsel truthfully stating, under penalty of perjury, that he has complied with this Order, that he is not subject to any suspension or disbarment as an attorney by a court of the United States or of any state territory, district, commonwealth, or possession, and that he has not been convicted of a felony or misdemeanor involving moral turpitude as set forth in Rule 102(e)(2) of the Commission's Rules of Practice.

By the Commission.

Elizabeth M. Murphy  
Secretary