

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
September 24, 2004

ADMINISTRATIVE PROCEEDING
File No. 3-11682

In the Matter of

MICHAEL CARNICLE,

Respondent.

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

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 Michael Carnicle (“Respondent” or “Carnicle”).

II.

After an investigation, the Division of Enforcement alleges that:

Respondent

A. Respondent, age 43, was a resident of Salt Lake City, Utah at all times relevant to this matter.

Related Entity

B. AutoCorp Equities, Inc. is a Nevada corporation headquartered in Frisco, Texas. In 1993 and 1994 AutoCorp’s business involved attempts to produce live stage performances of the American Gladiators television show in Las Vegas, Nevada. At all times relevant to this matter, the company’s common stock was registered pursuant to Section 12(g) of the Exchange Act. The company’s stock was quoted on the NASDAQ Small-Cap Market until it was delisted in June 1994 because it did not meet that market’s minimum bid requirements. After the delisting, the stock was quoted in the National Quotation Bureau Pink Sheets. During the time period relevant to this proceeding the price of AutoCorp common stock was less than five dollars a share. At no time relevant to this proceeding did AutoCorp have net tangible assets in excess of \$2,000,000 or average revenue of \$6,000,000 for a three year period.

Civil Injunctive Action Filed By The Commission

C. On August 10, 1998, the Commission filed a complaint (the "Complaint") in SEC v. Autocorp Equities, Inc., Docket No. (2:98CV0562)(USDC, D.UT) against Carnicle which alleged, among other things, that Carnicle violated Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 and Section 10(b) of the Exchange Act and Rules 10b-5 and 13b2-1 thereunder and that he had aided and abetted AutoCorp's violations of Section 13(b)(2)(A) of the Exchange Act.

D. In its complaint, the Commission alleged, among other matters, that:

1. In or about December 1993, Carnicle arranged for Autocorp to enter into a financing agreement to provide funding for AutoCorp to promote a live stage production of the American Gladiators television show in Las Vegas, Nevada. The financing transaction involved AutoCorp's acquisition of \$5 million in certificates of deposit ("CDs"), ostensibly issued by Commercial Bank Sinektica, a Russian bank. While the CDs had a face value of \$5 million, Carnicle knew the CDs were worthless. The Russian CDs were not, in fact, issued by the Russian bank, but were instead printed at a Florida Kinko's copy center by Hillel Sher, one of Carnicle's co-defendants in the Commission's civil case.

2. Carnicle arranged for Autocorp to pay for the Russian CDs by issuing Regulation S stock, structuring the transaction to create the appearance that the sale met the requirements of Regulation S under the Securities Act. However, the issuance of stock did not comply with Regulation S because the stock was sold to a United States resident.

3. Once Autocorp obtained the Russian CDs it included them as assets on its financial statements, which were included in a Form 10-Q filed with the Commission.

Carnicle is Enjoined from Future Violations of Securities Act and Exchange Act

E. On April 16, 2003, the Commission filed a motion for summary judgment against Carnicle.

F. On December 8, 2003, Paul G. Cassell, United States District Judge, granted the Commission's motion for summary judgment against Carnicle, and on September 7, 2004, an order was entered enjoining Carnicle 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 Rules 10b-5 and 13b2-1 thereunder and from aiding and abetting future violations of Section 13(b)(2)(A) of the Exchange Act. Carnicle was also ordered to pay disgorgement of \$183,186, prejudgment interest of \$203,008.94 and a civil penalty of \$50,000.

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. Whether, pursuant to Section 15(b) of the Exchange Act, it is appropriate and in the public interest to bar Respondent from participating in any offering of penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock; or inducing or attempting to induce the purchase or sale of any penny stock.

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.

Jonathan G. Katz
Secretary

