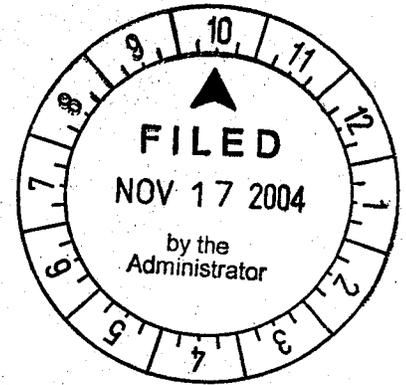


STATE OF OKLAHOMA  
DEPARTMENT OF SECURITIES  
FIRST NATIONAL CENTER, SUITE 860  
120 NORTH ROBINSON  
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Marsha Schubert,

Respondent.

ODS File No. 05-031

**CONSENT ORDER BARRING FROM ASSOCIATION  
WITH BROKER-DEALERS AND INVESTMENT ADVISERS**

The Oklahoma Department of Securities (Department) conducted an investigation into the activities of the Respondent pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003) and Section 405 of the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003).

Marsha Schubert (Schubert), without admitting or denying any violation of the Act or Predecessor Act, desires to settle this matter expeditiously and in a manner consistent with the purposes fairly intended by the policies and provisions of the Act, the Predecessor Act, and the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules). The Administrator of the Department (Administrator) finds that the issuance of this Consent Order Barring from Association with Broker-Dealers and Investment Advisers (Consent Order) in partial resolution of this matter is in the public interest.

Schubert voluntarily consents to the issuance of this Consent Order by the Administrator, as of the effective date set forth below, and voluntarily waives her right to notice, hearing, and appeal as provided by law.

**Findings of Fact**

1. In May of 1992, Schubert was registered under the Predecessor Act as an agent of AXA Advisors, LLC (AXA Advisors), a broker-dealer registered under the Predecessor Act. In April of 2004, AXA Advisors conducted an audit on Schubert regarding wire fund activity involving her customers' brokerage accounts and deposits from an entity called Schubert and Associates. In May of 2004, AXA Advisors permitted Schubert to resign while she was under investigation.

2. In May of 2004, Schubert was registered under the Predecessor Act as an agent of Wilbanks Securities, Inc. (Wilbanks Securities), a broker-dealer registered under the Predecessor

Act. On July 1, 2004, the Act became effective. Pursuant to Section 1-701 of the Act, Schubert's registration as an agent and Wilbank's registration as a broker-dealer remained in effect under the Act.

3. Beginning in or about 2001, and continuing to the present, Schubert engaged in the issuance, offer, and/or sale of securities in and/or from Oklahoma to investors (Investors) in the nature of interests in an investment program (Investment Program Interests) in which Schubert represented she would invest Investor funds returning large profits to Investors.

4. Schubert's offer and sale of the Investment Program Interests involved securities transactions outside the regular course or scope of her employment with a registered broker-dealer, and were therefore, outside the scope of her agent registration.

5. Schubert did not advise Wilbanks Securities or AXA Advisors of her outside securities activities.

6. Schubert directed Investors to make their checks payable to her personally or to Schubert and Associates. Schubert did not disclose to Investors how she would invest their money, but generally stated that the money would be used to make trades in option contracts. Schubert promised that the investments were "fool proof" and promised profits of thirty percent (30%) annual interest. Investors had no role in the success or outcome of the investments or in affecting the promised profit in the Investment Program Interests. Investors relied completely on the judgment and discretion of Schubert for the promised profit.

7. Most of the Investors were also brokerage customers of Schubert and her affiliated broker-dealers, AXA Advisors and/or Wilbanks Securities. The Investors received statements from the broker-dealers reflecting the securities held in their brokerage accounts. Some Investors believed that the Investment Program Interests were an authorized product of AXA Advisors and Wilbanks Securities. Schubert told some Investors that their brokerage statements from AXA Advisors and Wilbanks Securities should also reflect their trades in the option contracts. Schubert told Investors she had resigned from AXA Advisors because AXA Advisors did not properly account for the securities on their statements.

8. Schubert rarely provided statements to Investors documenting their investments in the Investment Program Interests. If an Investor demanded a statement, Schubert sometimes manufactured a computer generated statement. Other times she gave them a handwritten note reflecting the percentage or amount of profit she claimed they were making.

9. Schubert used new Investor money to pay principal and/or profits to Investors who had previously invested.

10. The Investment Program Interests were not registered as securities under the Act or the Predecessor Act.

Based upon the foregoing willful violations of the Act, the Predecessor Act, and the Rules, it is in the public interest to issue an order barring Schubert from association with broker-dealers and investment advisers in any capacity.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

### **Conclusions of Law**

1. The Administrator of the Department is authorized to bar Schubert from association with broker-dealers and investment advisers in any capacity.

2. Schubert acted as an unregistered issuer agent in violation of Section 1-402 of the Act and Section 201 of the Predecessor Act.

3. Schubert offered and sold unregistered securities in violation of Section 1-301 of the Act and Section 301 of the Predecessor Act.

4. Schubert, directly or indirectly, employed a device, scheme, or artifice to defraud, in connection with the offer and sale of securities, in violation of Section 1-501 of the Act and Section 101 of the Predecessor Act.

5. Schubert, directly or indirectly, made untrue statements of material fact, and omitted to state material facts necessary in order to make the statement made, in the light of the circumstances under which they were made, not misleading, in connection with the offer and sale of securities, in violation of Section 1-501 of the Act and Section 101 of the Predecessor Act.

6. Schubert, directly or indirectly, engaged in an act, practice, or course of business that operated as a fraud or deceit upon other persons, in connection with the offer and sale of securities, in violation of Section 1-501 of the Act and Section 101 of the Predecessor Act.

7. Schubert engaged in dishonest or unethical practices in violation of subsection (b) of 660:10-5-42 of the Rules and subsection (b) of 660:11-5-42 of the Rules.

8. It is in the public interest to bar Schubert from association with broker-dealers and investment advisers in any capacity.

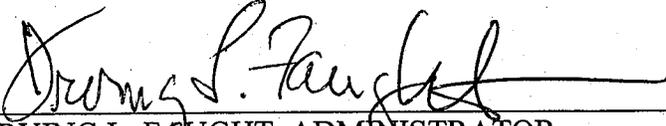
To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

**ORDER**

**IT IS HEREBY ORDERED** that Marsha Schubert is barred from association with broker-dealers and investment advisers in any capacity.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this  
17th day of November, 2004.

(SEAL)

  
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IRVING L. FAUGHT, ADMINISTRATOR  
OF THE OKLAHOMA DEPARTMENT OF SECURITIES

**ACCEPTANCE OF RESPONDENT**

Respondent Marsha Schubert represents that she has read, understands, and voluntarily consents to the issuance of this Consent Order, that the consent and waivers contained herein are voluntary and given without threat, offer, promise, or inducement of any kind or nature having been made or given by the Department, its staff, the Administrator, or the Oklahoma Securities Commission.

Voluntary Consent of Marsha Schubert:

Marsha Schubert

Date: 11-4-04

Address: Marsha Schubert  
Rt. 1, Box 35A  
P.O. Box 314  
Crescent, OK 73028

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 18th day of November, 2004, a true and correct copy of the above and foregoing Consent Order Barring from Association with Broker-Dealers and Investment Advisers was mailed by certified mail, return receipt requested, with postage prepaid thereon addressed to:

Marsha Schubert  
Rt. 1, Box 35A  
P.O. Box 314  
Crescent, OK 73028

Mack Martin  
Martin Law Office  
119 N Robinson, Suite 360  
Oklahoma City, OK 73102

Attorney for Respondent

  
Brenda London Smith  
Paralegal