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UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION

Investment Advisers Act of 1940  
Release No. 2616 / July 6, 2007

ADMINISTRATIVE PROCEEDING  
File No. 3-12677

RECEIVED  
JUL 11 2007  
BY: \_\_\_\_\_

In the Matter of  
  
Geoffrey A. Gish,  
  
Respondent.

**ORDER INSTITUTING ADMINISTRATIVE  
PROCEEDINGS PURSUANT TO SECTION 203(f)  
OF THE INVESTMENT ADVISERS ACT OF  
1940, 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 203(f) of the Investment Advisers Act of 1940 ("Advisers Act") against Geoffrey A. Gish ("Gish" 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 him 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 203(f) of the Investment Advisers Act of 1940, 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. Gish, age 53, is a resident of Georgia. Immediately prior to the conduct alleged in the complaint described below, Gish provided investment advisory services through Weston Rutledge & Company, Inc. In May 2005, the State of Georgia issued a cease-and-desist

1. Gish, age 53, is a resident of Georgia. Immediately prior to the conduct alleged in the complaint described below, Gish provided investment advisory services through Weston Rutledge & Company, Inc. In May 2005, the State of Georgia issued a cease-and-desist order against Gish and Weston Rutledge & Company, Inc. for operating as an unregistered investment adviser and investment adviser representative.

2. On June 14, 2007, a final judgment was entered by consent against Gish, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 ("Securities Act"), Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and Sections 206(1) and 206(2) of the Advisers Act, in the civil action entitled Securities and Exchange Commission v. Geoffrey Gish, et al., Civil Action Number 1:06-CV-1171-CC, in the United States District Court for the Northern District of Georgia. The final judgment also ordered Gish to disgorge \$1,258,836.92, together with prejudgment interest of \$41,276.81, and to pay a \$120,000 civil penalty.

3. The Commission's complaint alleged that, from February 2004 through May 2006, Gish misrepresented and omitted material facts in connection with the offer and sale of securities in three different programs: Lexington International Fund, LLC a/k/a Lexington International Fund, Inc.; Zamindari Capital, LLC; and Oxford Adams Capital, LLC. The complaint alleged that, in connection with the offer and sale of these securities, Gish misrepresented, among other things, that these programs (1) historically generated returns ranging between 44% to over 100% per year, and (2) had minimal risk of loss. The complaint further alleged that Gish misappropriated investor funds for his own personal use and operated the programs as a Ponzi scheme, with funds commingled and withdrawals to investors funded by new investor money. The complaint also alleged that Gish 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 the Respondent's Offer.

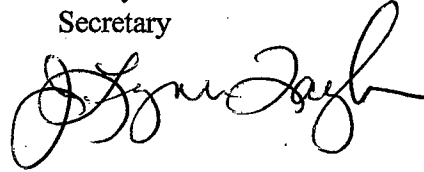
Accordingly, it is hereby ORDERED:

Pursuant to Section 203(f) of the Advisers Act, that Respondent be, and hereby is barred from association with any investment adviser. 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.

Nancy M. Morris  
Secretary

A handwritten signature in cursive script, appearing to read "J. Lynn Taylor".

By: J. Lynn Taylor  
Assistant Secretary

**SERVICE LIST**

Rule 141 of the Securities and Exchange Commission's Rules of Practice, 17 C.F.R. § 201.141, provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the order instituting proceedings on all persons named in the order as a party and their legal agents.

The attached Order Instituting Administrative Proceedings Pursuant to Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions has been sent to the following parties and other persons entitled to notice:

The Honorable Brenda P. Murray  
Chief Administrative Law Judge  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549-2557

Robert K. Gordon, Esq.  
Securities and Exchange Commission  
3475 Lenox Road, NE  
Suite 1000  
Atlanta, GA 30326-1232

Mr. Geoffrey A. Gish  
1821 Bromley Way, NE  
Roswell, GA 30075

William G. Leonard, Esq.  
Taylor, Busch, Slipakoff & Duma, LLP  
1600 Parkwood Circle, Suite 200  
Atlanta, GA 30339  
(Counsel to Geoffrey A. Gish)



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
100 F Street N.E.  
Washington, DC 20549**

**OFFICE OF  
THE SECRETARY**

**JUL 06 2007**

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

Mr. Geoffrey A. Gish  
1821 Bromley Way, NE  
Roswell, GA 30075

Re: In the Matter of Geoffrey A. Gish

Dear Mr. Gish:

Please find enclosed the Order Instituting Administrative Proceedings Pursuant to Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions (the "Order") in the above-referenced matter. The Commission has determined to accept your Offer of Settlement, dated June 26, 2007, and accordingly, has issued the enclosed order. The sanctions imposed by the Order shall be effective immediately.

If you have any questions or wish to discuss any aspect of the proceedings, you may communicate with Robert K. Gordon, Securities and Exchange Commission, Atlanta Regional Office, 3475 Lenox Road N.E., Suite 1000, Atlanta, Georgia 30326-1232, at (404) 842-7652.

Sincerely,

Nancy M. Morris  
Secretary

Enclosure

A handwritten signature in cursive script that reads "J. Lynn Taylor".

**By: J. Lynn Taylor  
Assistant Secretary**



OFFICE OF  
THE SECRETARY

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

100 F STREET, NE  
WASHINGTON, D.C. 20549

JUL 06 2007

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

William G. Leonard, Esq.  
Taylor, Busch, Slipakoff & Duma, LLP  
1600 Parkwood Circle, Suite 200  
Atlanta, GA 30339

Re: In the Matter of Geoffrey A. Gish

Dear Mr. Leonard:

Please find enclosed the Order Instituting Administrative Proceedings Pursuant to Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions (the "Order") in the above-referenced matter. The Commission has determined to accept your client's Offer of Settlement, dated June 26, 2007, and accordingly, has issued the enclosed order. The sanctions imposed by the Order shall be effective immediately.

If you have any questions or wish to discuss any aspect of the proceedings, you may communicate with Robert K. Gordon, Securities and Exchange Commission, Atlanta Regional Office, 3475 Lenox Road N.E., Suite 1000, Atlanta, Georgia 30326-1232, at (404) 842-7652.

Sincerely,

Nancy M. Morris  
Secretary

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By: J. Lynn Taylor  
Assistant Secretary