

**ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF MARYLAND**

IN THE MATTER OF: *

INFINITY FINANCIAL INVESTMENT *
CORPORATION *
and *
WALLSTREET-ANALYSIS INVESTMENTS * Securities Division No. 2004-0425
and *
MICHAEL J. LUTHER, *

RESPONDENTS. *

* * * * *

FINAL ORDER TO CEASE AND DESIST

WHEREAS, the Securities Division of the Office of the Maryland Attorney General, pursuant to the authority granted in section 11-701 of the Maryland Securities Act, Title 11, Corporations and Associations Article, Annotated Code of Maryland (1999 Repl. Vol. & Supp. 2005) (the "Securities Act"), undertook an investigation into the securities-related activities of Infinity Financial Investment Corporation, WallStreet-Analysis Investments, and Michael Luther (collectively the "Respondents"); and

WHEREAS, on the basis of that investigation the Securities Commissioner determined that the Respondents had engaged and were about to engage in an act or practice constituting a violation of the registration provisions and the antifraud provisions of the Act; and

WHEREAS, the Commissioner issued a Summary Order To Cease And Desist to the Respondents, ordering each to cease and desist from soliciting investment in, or offering or selling securities in the form of shares or interests or other instruments in or from Maryland, and to cease and desist from providing investment advice in or from Maryland, or from engaging in activities as an investment adviser or investment adviser representative, pending a hearing in this matter; and

WHEREAS, that Order gave each Respondent notice of the opportunity for a hearing in this matter, if requested in writing within fifteen days of service of that Order, and gave notice that as to any Respondent not requesting a hearing, a Final Order To Cease And Desist would be issued, imposing a bar from engaging in securities or investment advisory transactions on behalf of others and a monetary civil penalty; and

WHEREAS, none of the Respondents has filed an Answer or requested a hearing;

NOW, THEREFORE, the Commissioner determines that it is in the public interest to issue this Final Order To Cease And Desist, and THE COMMISSIONER FINDS AND ORDERS:

I. JURISDICTION

1. The Commissioner has jurisdiction in this proceeding and over the Respondents pursuant to section 11-701.1 of the Act.

II. RESPONDENTS

2. Infinity Financial Investment Corporation (“IFI”), with an address in Columbia, Maryland, holds itself out as a Delaware corporation engaged in the business of, *inter alia*, conducting asset allocation for investors, and soliciting funds for investment in WallStreet-Analysis Investments and/or the WallStreet-Analysis Total Return Fund or the WallStreet-Analysis Total Return Investment Fund (“TRF”).

3. WallStreet-Analysis Investments (“WSA”), with an address in Columbia, Maryland, at all relevant times held itself out on its website (www.wallstreet-analysis.com) as a trademark of IFI and as a “private investment management firm... helping [individuals and businesses] develop long-term savings and retirement plans through investing in high-quality equities.” WSA has been engaged, *inter alia*, in soliciting or effecting transactions in investments in IFI and/or WallStreet-Analysis Investments and/or the TRF.

4. Michael Luther (“Luther”), with an office address in Columbia, Maryland, and a residence in Carroll County, Maryland, is the President or principal of IFI and the Investment Manager of WSA.

III. STATEMENT OF FACTS

5. At some time in 2001, IFI established the IFI ESOP Trust Benefit Plan (the "ESOP"). At least one employee invested \$24,000 to purchase shares of IFI stock in 2001.

6. That investment allegedly was converted to ownership of shares or an interest in the WallStreet-Analysis Total Return Fund ("TRF"), WSA's "flagship investment fund," which purportedly was administered by WSA and by Luther.

7. That person invested another \$16,000 in IFI for interests in TRF in 2003.

8. Luther and WSA had control over IFI/WSA/TRF and the funds invested therein.

9. Account statements sent to the investor from WSA showed a balance on February 29, 2004 of over \$6 million, in an account that had been funded with \$40,000.

10. In June 2004, the investor directed Luther to sell some of his shares in WSA/TRF. The investor has not received any return of principal, or any other payment for or from the stock.

11. Attempts by the investor to communicate with Luther were unsuccessful. Luther's, IFI's, and WSA's telephones and internet were disconnected, and for an extended period of time Luther was absent from his home address and the business addresses were abandoned.

12. Subsequently, the WSA website stated that the initial investment requirement to open an account was \$40,000.

13. The website claimed a performance record showing a 1-year rate of return of 12.30%; a 10-year rate of return of 11.38%; and a 20-year rate of return of 12.39%. No details are provided to support these figures, and no company history to explain a 20-year performance history for a business incorporated in 2001.

14. The website claims that "the Principals of [WSA] have a long and proven track record of successfully executing on [WSA's] investment strategy." No details are given to identify the principals or support this claim.

15. The website claims that “the Principals... through their backgrounds in investments, have a long and successful history of investing, returning 34.76% to fund-holders last year.” No details are provided to verify this statement.

16. The individual identified on the website as the President of WSA denies any knowledge of that listing, and denies being President or having any involvement with WSA. His name recently was removed from the website.

17. The individual identified on the website as the Compliance Officer/Attorney of WSA denies any knowledge of that listing, and denies holding that office or having any involvement in WSA. His name recently was removed from the website.

18. Michael Luther is listed on the website as the WSA “investment manager.”

19. A response to Division subpoenas to Luther, WSA and IFI contained no information about other investors or company finances. Subsequent subpoenas have yielded no response.

20. The ESOP plan of IFI is not registered with the Securities Division, and no claim of exemption or federal preemption has been filed.

21. The Securities Division has no record of securities registration for an offering by or in the name of Infinity Financial Investments Corporation, nor has a claim of exemption or of status as a federal-covered security been made with the Division with respect to any such offering.

22. The Securities Division has no record of registration for an offering by WallStreet-Analysis Investments or WallStreet-Analysis Total Performance Fund, nor has a claim of exemption or of status as a federal-covered security been made with the Division with respect to any such offering.

23. IFI is not registered in Maryland as a securities broker-dealer or as an agent, or as an investment adviser or investment adviser representative.

24. WSA is not registered in Maryland as a securities broker-dealer or agent, or as an investment adviser or investment adviser representative.

25. Luther is not registered in Maryland as a securities broker-dealer or agent, or as an investment adviser or investment adviser representative.

IV. CONCLUSIONS OF LAW

26. The Summary Order To Cease And Desist with notice of the right to a hearing was served on the Respondents in compliance with Maryland law.

27. None of the Respondents requested a hearing, and their right to a hearing has been lost.

28. The shares or interests in WSA investments, including TRF, offered and sold by the Respondents are stock, participatory interests in a profit-sharing agreement, and evidences of indebtedness, which constitute "securities" within the meaning of section 11-101 of the Securities Act.

29. Respondents violated section 11-501 of the Act by offering and selling unregistered securities in Maryland, for which no claim of preemption or exemption has been filed.

30. Respondents violated section 11-401(a) of the Act by transacting business in the offer or sale of securities in this state as a broker-dealer or securities agent, without being registered pursuant to the Act.

31. Respondents IFI and WSA violated section 11-402(a) of the Act by employing an unregistered agent for the offer and sale of securities.

32. Respondents violated section 11-401(b) of the Act by transacting business as an investment adviser or investment adviser representative in this state without being registered.

33. Respondents IFI and WSA violated section 11-402(b) of the Act by employing an unregistered agent to act as an investment adviser representative.

34. Respondents violated section 11-301 of the Act by making material omissions and misrepresentations in connection with the offer and sale of securities.

35. Respondents violated section 11-302 of the Act by making material omissions and misrepresentations in connection with providing investment advice.

V. SANCTIONS

IT IS HEREBY ORDERED THAT:

36. (a) Respondents permanently cease and desist, in or from Maryland on behalf of others, from offering or selling securities in violation of the Act, from offering and selling any securities whether registered or exempt from registration, and from engaging in any transaction exempted under the Act; and that

(b) Respondents permanently cease and desist from engaging, in or from Maryland, in the business of providing investment advice as an investment adviser or investment adviser representative, in violation of the Act; and that

(c) Respondents are permanently barred from engaging in the securities or investment advisory businesses in Maryland for or on behalf of others, or from acting as a principal or consultant in any entity so engaged; and that

(d) Respondents, jointly and severally, are assessed a civil monetary penalty of \$35,000 pursuant to section 11-701.1(b) of the Act, payable by certified check to the Office of the Attorney General.

VI. JURISDICTION RETAINED

37. Jurisdiction is retained by the Securities Commissioner for the purpose of enabling any party to this Order to apply for such further orders and directions as may be necessary or appropriate for the construction or enforcement of this Order.

IT IS SO ORDERED

_____, 2006

MELANIE SENTER LUBIN
SECURITIES COMMISSIONER