

NOT RECOMMENDED FOR FULL-TEXT PUBLICATION

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No. 06-3019

**UNITED STATES COURT OF APPEALS
FOR THE SIXTH CIRCUIT**

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,

Plaintiff-Appellee,

v.

BRADLEY T. SMITH,
CONTINENTAL MIDWEST
FINANCIAL, INC., SCIOTO
NATIONAL, INC.,
BANCSHAREHOLDERS OF
AMERICA, INC., and BANCSHARE
INVESTORS BROKERAGE, INC.,

ON APPEAL FROM THE UNITED
STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF OHIO

Defendants-Appellants.

Before: DAUGHTREY and MCKEAGUE, Circuit Judges; and REEVES, District Judge.*

PER CURIAM. The United States Securities and Exchange Commission (“SEC”) brought this action against the Defendants-Appellants, Bradley T. Smith (“Smith”), Continental Midwest Financial, Inc. (“Continental”), and Scioto National, Inc. (“Scioto”), and the relief

* The Honorable Danny C. Reeves, United States District Judge for the Eastern District of Kentucky, sitting by designation.

Defendants-Appellants, Bancshareholders of America, Inc., and Bancshare Investors Brokerage, Inc., for alleged violations of the Securities Act of 1933 and the Securities Exchange Act of 1934 in connection with two private offerings of Continental and Scioto's common stock. The district court granted the SEC's motion for summary judgment against the Defendants, finding that Smith, Scioto and Continental acted with the requisite scienter in making misrepresentations of material facts in violation of Section 17(a)(1), (2), and (3) of the Securities Act, Section 10(b) of the Securities Exchange Act, and Rule 10b-5 thereunder. The district court also granted summary judgment against Smith under Section 20(a) of the Securities Exchange Act, finding that he was liable as a control person for Continental and Scioto's violations of the Securities Exchange Act.

After a careful review of the record, the parties' briefs, counsels' arguments, and the applicable law, we conclude that the district court correctly determined that the SEC was entitled to summary judgment on its claims. Because the district court's opinion accurately sets out the law governing these issues and clearly states the reasons for its conclusions, issuance of a more lengthy opinion in this case would not serve a useful purpose. Accordingly, for the reasons stated in the district court's opinion, we AFFIRM the judgment of the district court.