

DENISE VOIGT CRAWFORD
SECURITIES COMMISSIONER



JOHN R. MORGAN
DEPUTY SECURITIES COMMISSIONER

Mail: P.O. BOX 13167
AUSTIN, TEXAS 78711-3167

Phone: (512) 305-8300
Facsimile: (512) 305-8310

Texas State Securities Board

208 E. 10th Street, 5th Floor
Austin, Texas 78701-2407
www.ssb.state.tx.us

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IN THE MATTER OF THE
INVESTMENT ADVISER
REGISTRATION OF
GAMBOA CAPITAL MANAGEMENT INC.
AND INVESTMENT ADVISER
REPRESENTATIVE REGISTRATION OF
MARCOGAMBOA



Order No. IC07-SUS-27

TO: Marco Gamboa, President
Gamboa Capital Management Inc. (IARD No. 110201)
8000 IH 10 West, Suite 600
San Antonio, TX 78230

Marco Gamboa (CRD No. 1797052)
Gamboa Capital Management Inc.
8000 IH 10 West, Suite 600
San Antonio, TX 78230

DISCIPLINARY ORDER

Be it remembered that Gamboa Capital Management Inc. ("Respondent GCM"), by and through Marco Gamboa, its President, and Marco Gamboa ("Respondent Gamboa"), individually (collectively "Respondents"), appeared before the Securities Commissioner of the State of Texas ("Securities Commissioner") and consented to the entry of this order ("Order"), the Undertaking incorporated by reference herein, and the Findings of Fact and the Conclusions of Law contained herein.

FINDINGS OF FACT

1. Respondents have waived (a) Respondents' right to notice and hearing in this matter; (b) Respondents' right to appear and present evidence in this matter; (c) Respondents' right to appeal this Order; and (d) all other procedural rights granted to Respondents by The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2007) ("Texas Securities Act") and the Administrative Procedure Act, TEX. GOV'T CODE ANN. § 2001.001 et seq. (Vernon 2000 & Supp. 2007) ("Administrative Procedure Act").
2. On or about January 1, 2006, Respondent GCM registered with the Securities Commissioner as an investment adviser, which is currently effective.

3. On or about January 1, 2006, Respondent Gamboa registered with the Securities Commissioner as an investment adviser representative for Respondent GCM, which is currently effective.
4. On or about December 22, 2005 in Disciplinary Order No. IOC-CAF-36 ("Order"), the Securities Commissioner ordered the Respondents to comply with the terms of the undertaking incorporated by reference therein. Provision No. 9 (a) and (d) of the December 21, 2005 statement of undertakings and agreements ("Undertaking"), contained the agreement:

"GCM and Gamboa further undertake and agree:

a. GCM and Gamboa will employ an independent consultant ("Independent Consultant") knowledgeable in the rendering of services as an investment adviser within the State of Texas.

...

d. At a minimum of every six (6) months for a period of two (2) years from the date the registrations of GCM and Gamboa are granted by the Securities Commissioner, the Independent Consultant shall conduct and complete a full and complete review ("Review") of the compliance ("Compliance") of the investment advisory activities within the State of Texas of GCM and Gamboa with the applicable requirements of the Texas Securities Act and the Board Rules.

..."

5. On or about May 21, 2007, the staff of the Texas State Securities Board (Staff) began an on-site inspection ("Inspection") of Respondent GCM. During the Inspection, the Staff discovered that Respondents had not employed an independent consultant and there had been no reviews conducted by an independent consultant of the compliance of the investment advisory activities within the State of Texas, as required by the Undertaking and the Order.
6. Pursuant to Section 14.A(11) of the Texas Securities Act, the Securities Commissioner may suspend a registration issued under the Texas Securities Act and may reprimand a person registered under Texas Securities Act if the person has violated any order issued by the Securities Commissioner or has violated any provision of any undertaking or agreement with the Securities Commissioner.
7. Pursuant to Section 23-1 of the Texas Securities Act, the Securities Commissioner may assess an administrative fine against any person or company found to have engaged in an act or practice that violates an order.
8. Respondents represent that on or about October 18, 2007, Shirkey Consulting, Inc, was engaged by Respondent GCM to perform the services as an independent consultant, as required by the terms of the Undertaking incorporated by reference herein.

CONCLUSIONS OF LAW

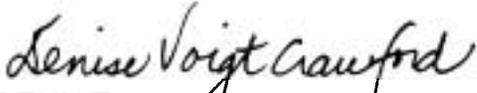
1. Respondents failed to employ an independent consultant and failed to have an independent consultant conduct reviews for compliance with the investment advisory activities within the State of Texas, in violation of the Order and the Undertaking.
2. Pursuant to Sections 14.A(11) of the Texas Securities Act, the foregoing violations constitute bases for the issuance of an order suspending the registrations of an investment adviser and a registered investment adviser representative, and for reprimanding a registered investment adviser and a registered investment adviser representative.
3. Pursuant to Section 23-1 of the Texas Securities Act, the foregoing violations constitute bases for the issuance of an order assessing an administrative fine against an investment adviser and an investment adviser representative.

ORDER

1. It is therefore ORDERED that Gamboa Capital Management Inc. and Marco Gamboa are hereby REPRIMANDED.
2. It is further ORDERED that the registrations of Gamboa Capital Management Inc. and Marco Gamboa are hereby SUSPENDED for a period of Ten (10) business days from the date this Order is entered by the Securities Commissioner. In the event that either of these registrations are terminated before the end of this period, the suspension period will be tolled from the date that the registration was terminated to the date when the registration for Gamboa Capital Management Inc. or Marco Gamboa is again effective.
3. It is further ORDERED that Gamboa Capital Management Inc. is hereby ASSESSED AN ADMINISTRATIVE FINE in the amount of Five Thousand Dollars (\$5,000.00). Payment shall be made by delivery of a cashier's check to the Securities Commissioner in the amount of Five Thousand Dollars (\$5,000.00), payable to the State of Texas, contemporaneously with the delivery of this Order.
4. It is further ORDERED that Marco Gamboa is hereby ASSESSED AN ADMINISTRATIVE FINE in the amount of Five Thousand Dollars (\$5,000.00). Payment shall be made by delivery of a cashier's check to the Securities Commissioner in the amount of Five Thousand Dollars (\$5,000.00), payable to the State of Texas, contemporaneously with the delivery of this Order.

5. It is further ORDERED that Gamboa Capital Management Inc. and Marco Gamboa COMPLY with the terms of the Undertaking, incorporated by reference herein.

SIGNED AND ENTERED BY THE SECURITIES COMMISSIONER this 10th
day of December, 2007.


DENISE VOIGT CRAWFORD
Securities Commissioner

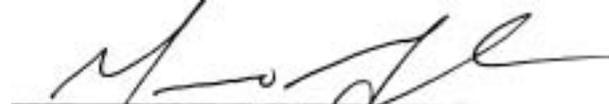
Respondents:

Gamboa Capital Management Inc.



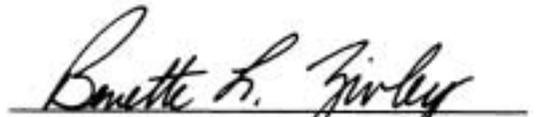
Marco Gamboa, President

Marco Gamboa



Marco Gamboa, Individually

Approved as to Form:

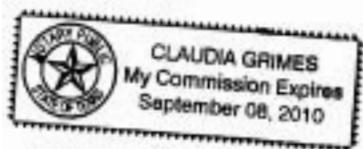


Benette L. Zivley
Director
Inspections and Compliance Division

ACKNOWLEDGMENT

On the 7th day of December, 2007, Gamboa Capital Management Inc. ("Respondent GCM"), by and through Marco Gamboa, its President, appeared before me, executed the foregoing Order, and acknowledged that:

1. Marco Gamboa is duly authorized to enter into the foregoing Order on behalf of Respondent GCM;
2. Marco Gamboa has read the foregoing Order;
3. Respondent GCM has been fully advised of its rights under the Texas Securities Act and the Administrative Procedure Act;
4. Respondent GCM knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained herein; and
5. Respondent GCM, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth therein.



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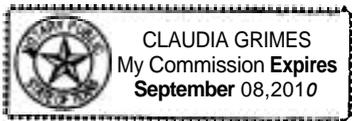
Claudia Grimes
Notary Public in and for
The State of Texas

My commission expires on: Sep 8 2010

ACKNOWLEDGMENT

On the 7th day of December, 2007, Marco Gamboa ("Respondent Gamboa") personally appeared before me, executed the foregoing Order, and acknowledged that:

1. Respondent Gamboa has read the foregoing Order;
2. Respondent Gamboa has been fully advised of his rights under the Texas Securities Act and the Administrative Procedure Act;
3. Respondent Gamboa knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and
4. Respondent Gamboa, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived his rights as set forth therein.



[affix notary seal here]

Claudia Grimes
Notary Public in and for
The State of Texas

My commission expires on: Sept. 8, 2010