UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 52554 / October 3, 2005

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 2329 / October 3, 2005

ADMINISTRATIVE PROCEEDING
File No. 3-12069

In the Matter of

Duane Kimble, CPA and
Carene Kunkler,

Respondents.

ORDER INSTITUTING PUBLIC ADMINISTRATIVE AND CEASE-AND-DESIST PROCEEDINGS PURSUANT TO SECTION 21C OF THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 102(e) OF THE COMMISSION'S RULES OF PRACTICE, MAKING FINDINGS, AND IMPOSING REMEDIAL SANCTIONS AND A CEASE-AND-DESIST ORDER

I.

The Securities and Exchange Commission ("Commission") deems it appropriate that public cease-and-desist proceedings be, and hereby are, instituted against Carene Kunkler ("Kunkler"), pursuant to Section 21C of the Securities Exchange Act of 1934 ("Exchange Act"), and that public administrative and cease-and-desist proceedings be, and hereby are, instituted against Duane Kimble, CPA ("Kimble"), pursuant to Section 21C of the Exchange Act and Rule 102(e)(1)(iii) of the Commission's Rules of Practice.[1]

II.

In anticipation of the institution of these proceedings, Kimble and Kunkler (collectively "Respondents") have 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

[1] Rule 102(e)(1)(iii) provides, in pertinent part: "The Commission may … deny, temporarily or permanently, the privilege of appearing or practicing before it … to any person who is found…to have willfully violated, or willfully aided and abetted the violation of any provision of the Federal securities laws or the rules or regulations thereunder."

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 them and the subject matter of these proceedings, which are admitted, Respondents consent to the entry of this Order Instituting Public Administrative and Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order ("Order"), as set forth below.

III.

On the basis of this Order and Respondents' Offer, the Commission finds that:

RESPONDENTS

1. Kimble, age 44, is a United States citizen and resident of Hamilton, Ohio. Kimble served as CFO of Sight Resource Corporation ("SRC" or the "company") from August 30, 2001 until he resigned on December 12, 2003. In 1987, Kimble became a licensed CPA in the State of Ohio. Kimble's license is currently inactive due to non-payment of fees, and was inactive at all times relevant to this Order.

2. Kunkler, age 49, is a United States citizen and a resident of Cincinnati, Ohio. Kunkler was the President, CEO and a director of SRC from May 23, 2001 until she resigned on June 29, 2004. Prior to joining SRC, Kunkler was a marketing executive.

RELATED ENTITY

3. SRC, a Delaware corporation based in Cincinnati, Ohio, is in the business of manufacturing and selling eyewear. During the relevant period, SRC operated eye care centers and an optical laboratory and distribution center in the United States. SRC's common stock is registered under Section 12(g) of the Exchange Act, and is quoted on the Pink Sheets. During the relevant period, SRC's common stock traded on the OTCBB, under the ticker symbol VISN. SRC is delinquent in filing its Commission filings. On June 24, 2004, SRC filed for Chapter 11 bankruptcy.

IMPROPER JOURNAL ENTRIES AND INACCURATE BOOKS AND RECORDS

4. In July 2001, SRC, which was based in Boston, merged with Eyeshop.com, Inc., an early-stage optical development company based in Cincinnati. Following the SRC-Eyeshop.com merger, SRC attempted to implement a new accounting software system. During the transition between accounting software systems and the move from Boston to Cincinnati, SRC experienced significant bookkeeping problems and was unable to perform basic accounting functions. For example, SRC was unable to reconcile its accounts due to the fact that historical financial data maintained on SRC's previous accounting system was, at times, inaccessible. Additionally, entries were not made to SRC's ledger until months after the accounting period closed.

5. During the fiscal year that ended on December 28, 2002, in a misguided attempt to correct SRC's books and records, Kimble made journal entries, and directed two successive controllers to make journal entries, at each quarter end, with inadequate or incomplete supporting documentation. Those entries were to balance sheet and profit and loss accounts. For instance, during the quarter that ended on June 29, 2002, without adequate supporting documentation, and inconsistent with SRC's physical inventory results, Kimble increased an SRC inventory account by $130,000 and decreased an SRC manufacturing costs account by that amount, which improved SRC's earnings by $130,000 for the quarter.

6. SRC's accounting errors, combined with unsubstantiated journal entries, caused SRC to overstate net income/understate net loss by approximately $703,000 for its quarter ended March 2002, $638,000 for its quarter ended June 2002, and $478,000 for its quarter ended September 2002.[2] As a result, SRC reported net income of $299,000 for its quarter ended March 2002, when it should have reported a net loss of approximately $404,000; reported a net loss of $706,000 for its quarter ended June 2002, when it should have reported a net loss of approximately $1,344,000; and reported a net loss of $284,000, when it should have reported a net loss of $762,000, for its quarter ended September 2002.

7. As a result of SRC's improper accounting, SRC purportedly remained in compliance with its bank loan debt covenants for the quarters ended June and September 2002. The covenants prescribed, on a quarterly basis, a maximum allowable net loss for SRC. If SRC violated its bank loan covenants, SRC could have been charged penalties and a higher interest rate, and possibly forced into bankruptcy.

8. Kimble and Kunkler were aware of the accounting system problems that were impairing SRC's ability to maintain accurate books and records and, from time to time, took steps to improve those systems. Nevertheless, both Kimble and Kunkler failed to take adequate corrective action to ensure that SRC's books and records were accurate and properly maintained. Additionally, Kimble's misguided attempts to correct the books only corrupted them further.

INADEQUATE INTERNAL CONTROLS

9. During SRC's 2002 fiscal year, SRC did not have accounting policy manuals or accounting internal controls training manuals. SRC, Kimble and Kunkler also failed to implement and maintain written policies and procedures in regard to recording deliveries of merchandise or recognition of revenue.

10. Kimble and Kunkler were aware that SRC lacked adequate internal controls. In particular, Kimble and Kunkler knew: (a) SRC's controls governing receivables, inventory, and customer refunds were weak; (b) account reconciliations were not consistently being performed on a timely basis; and (c) store managers were not promptly depositing cash from sales into SRC bank accounts.

[2] An accounting firm SRC hired to help reconstruct its books determined these amounts. SRC has not restated its financial statements, however.

11. On November 12, 2002, Kunkler asked Kimble and SRC's controller, among others, to sign off on SRC's internal controls. However, because SRC did not have adequate internal controls in place, the controller refused to sign off on the company's controls.

FALSE DISCLOSURE CONTROLS CERTIFICATIONS

12. On November 18, 2002, in SRC's September 30, 2002 Form 10-Q, Kimble and Kunkler falsely certified that they had designed and evaluated SRC's disclosure controls to ensure the accuracy of SRC's financial statements.

TWO CONTROLLERS RESIGN AND A THIRD BLOWS THE WHISTLE

13. During SRC's 2002 fiscal year, two SRC controllers resigned. The controllers were uncomfortable making journal entries without adequate documentation at Kimble's direction and frustrated by lax internal controls.

14. In January 2003, SRC hired another new controller. SRC's new controller quickly discovered that: (a) accounts had not been reconciled for at least the fourth quarter of 2002, and possibly earlier periods; (b) SRC's accounts payable was out of balance by approximately $250,000; and (c) SRC needed to record additional journal entries in order to close its books for 2002. The controller discussed the need for the additional entries with Kimble, but was instructed by Kimble not to book the entries for improper reasons. Similarly, when Kunkler pressed Kimble for information on certain journal entries affecting SRC's financial statements, Kimble gave Kunkler misleading responses.

15. In February 2003, SRC's auditor began its audit of SRC's 2002 financial statements. During the course of its audit, the auditor asked SRC's controller to assist in reconciling SRC's payroll expense. While attempting to reconcile SRC's payroll expense, the controller discovered that there was a discrepancy ($200,000 to $250,000) between SRC's December 2001 payroll expense accrual and the first payroll paid in January 2002, causing the controller to conclude that SRC's net loss for fiscal 2001 may have been understated. The controller prepared a worksheet for SRC's auditors that highlighted the issue. However, when the controller presented the worksheet to Kimble, Kimble informed the controller that he "didn't want to take any chance of reopening any 2001 issues" and instructed the controller to revise the worksheet. Reluctantly, the controller changed the worksheet in accordance with Kimble's instruction. Kimble presented the misleading worksheet to SRC's auditor.

16. On March 23, 2003, the controller approached the audit partner and informed her that: (a) major accounts were not being reconciled; (b) Kimble had made, or directed others to make, numerous manual journal entries to adjust account balances without supporting documentation; (c) Kimble did not properly record certain transactions; and (d) Kimble was withholding information from and providing misleading information to Kunkler and SRC's auditor.

COMPANY FILES FALSE AND MISLEADING FORMS 12b-25 AND 8-K

17. Between March 24 and 25, 2003, the audit partner notified Kunkler and SRC of the controller's allegations. On March 26, 2003, the audit partner notified Kimble and Kunkler that a material weakness letter would be issued to SRC. On March 27, 2003, during an audit committee meeting, which Kimble and Kunkler attended, the audit partner stated that: (a) SRC may need to restate past financial statements; (b) a material weakness letter would be issued to SRC; (c) she was not certain when the audit would be completed, and significant areas pending audit completion included reconciliation of cash, accounts receivable, and allowance for bad debts; and (d) manual journal entries, inventories, income taxes, fourth quarter review, subsequent events, and the Form 10-K were still being reviewed by the audit firm.

18. On March 28, 2003, SRC filed a Form 12b-25 with the Commission, stating that SRC was unable to file its Form 10-K on time for the year ended December 28, 2002, because: "[t]he Company and its auditors are in the final stages of completing the information required in the Company's Form 10-K. The accounting for the refinancing transactions completed on December 31, 2002 (refer to the Company's Form 8-K filed January 9, 2003) has taken longer than anticipated due to its complexity. Since the refinancing transactions had a material impact on the Company's capital structure and liquidity, the Company anticipates showing pro forma financial statements and financial footnotes thereto to provide additional meaning to the reader of such financial statements. Further, the Company's testing of potential asset impairment under SFAS No. 142 and 144 has taken longer than anticipated and requires additional information from valuation experts."[3] According to the filing, no significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof.

19. The March 28, 2003 Form 12b-25 failed to disclose accurately the information that the audit partner had shared with SRC, Kimble, and Kunkler the day before (see paragraph 17 above). As a result, the Form 12b-25 was false and misleading. Kimble prepared the Form 12b-25, Kunkler reviewed it prior to its filing, and Kimble signed it.

20. Additionally, SRC failed to attach to the March 28, 2003 Form 12b-25 a statement from its outside auditors as to the reason for their inability to supply an unqualified report by the company's filing deadline (which Rule 12b-25(c) requires).

21. On April 7, 2003, during an audit committee meeting, SRC's auditor informed Kunkler, among others, that SRC's books were in disarray and the company needed to bring in another firm to help restore its books. During an April 10, 2003 audit committee meeting, Kunkler and others discussed hiring an outside accounting firm to help reconstruct the company's books.

22. On April 14, 2003, SRC filed Forms 12b-25/A and 8-K with the Commission, stating that SRC was still unable to file its Form 10-K "due to the fact that its financial statements for the year ended December 28, 2002 have not been finalized. While the accounting for the refinancing

[3] The instructions in Form 12b-25 required SRC to state "in reasonable detail the reasons why" the company could not file its Form 10-K "within the prescribed time period."

transaction consummated on December 31, 2002…has largely been completed, other steps in the preparation of the year-end statements have not been finalized. There will be charges for asset impairment under SFAS Nos. 142 and 144, but the amount of those charges (presently estimated to be between $2,700,000 and $3,300,000) has not yet been determined. In addition, the Company is still in the process of finalizing various accounting entries and completing other steps required for the year-end closing." SRC also noted in the filings that it anticipated completing its Form 10-K during the week of April 28.

23. SRC's April 14, 2003 Forms 12b-25/A and 8-K failed to disclose, as noted above, that SRC's controller had alleged serious accounting improprieties and SRC's auditor had identified serious problems with SRC's books, records, and internal controls. Therefore, SRC's April 14, 2003 Forms 12b-25/A and 8-K were false and misleading. The Forms were reviewed by Kunkler and Kimble prior to their filing, and they were signed by Kimble.

24. Eventually, on May 12, 2003, SRC filed a Form 12b-25/A that stated, among other things, that "[t]he Company's internal controls over financial reporting appear to be inadequate and should be strengthened." The May 12, 2003 Form 12b-25/A also disclosed that SRC's financial statements could not be completed until certain entries and accounts were substantiated, reconciled or corrected, and that SRC was retaining an accounting firm to assist the company in determining whether the entries were accurate or inaccurate and, if inaccurate, whether "the inaccuracy was caused by system error or deficiency, error in judgment, negligence, intentional action, or other cause."

FEDERAL SECURITIES LAWS VIOLATIONS AND FINDINGS

25. As a result of the conduct described above, Kimble willfully violated Section 10(b) of the Exchange Act and Rule 10b-5 thereunder by, in connection with the purchase or sale of SRC securities: employing a device, scheme or artifice to defraud; making an untrue statement of a material fact or omitting to state a material fact; and engaging in an act, practice or course of business that operates as a fraud or deceit upon any person.

26. As a result of the conduct described above, SRC violated, Kunkler and Kimble caused the company to violate, and Kimble willfully aided and abetted SRC's violations of, Section 13(a) of the Exchange Act and Rules 12b-20, 12b-25, 13a-11, and 13a-13 thereunder, which required SRC to file current and quarterly reports, as prescribed by the Commission, and to include in those reports any further material information that might be necessary to make the required statements in those reports not misleading, in light of the circumstances under which the statements were made.

27. As a result of the conduct described above, SRC violated, Kunkler and Kimble caused the company to violate, and Kimble willfully aided and abetted SRC's violation of, Section 13(b)(2)(A) of the Exchange Act, which requires reporting companies to make and keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect their transactions and dispositions of their assets.

28. As a result of the conduct described above, SRC violated, Kunkler and Kimble caused the company to violate, and Kimble willfully aided and abetted SRC's violation of, Section

13(b)(2)(B) of the Exchange Act, which requires all reporting companies to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in conformity with GAAP and to maintain accountability for assets.

29. As a result of the conduct described above, Kimble willfully violated Section 13(b)(5) of the Exchange Act by knowingly failing to implement a system of internal accounting controls and knowingly falsifying SRC books, records and accounts. Kunkler violated Section 13(b)(5) of the Exchange Act by knowingly failing to implement a system of internal accounting controls.

30. As a result of the conduct described above, Kimble willfully violated Exchange Act Rule 13b2-1 by directly or indirectly falsifying and causing to be falsified SRC books, records, and accounts.

31. As a result of the conduct described above, Kimble willfully violated Exchange Act Rule 13b2-2 by making or causing to be made a materially false or misleading statement and omitting to state, or causing another person to omit to state, a material fact to an accountant in connection with an audit of SRC's financial statements.

32. As a result of the conduct described above, Kunkler violated and Kimble willfully violated Exchange Act Rule 13a-14 by filing a false and misleading Sarbanes-Oxley Act of 2002 certification in connection with SRC's Form 10-Q for the quarter ended September 28, 2002.

33. In light of Kimble's willful violations of the federal securities laws and rules thereunder, Kimble is subject to sanctions pursuant to Rule 102(e)(1)(iii) of the Commission's Rules of Practice.

IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondents' Offer.

Accordingly, it is hereby ORDERED, effective immediately, that**:**

A. Kunkler shall cease and desist from committing or causing any violations and any future violations of Section 13(b)(5) of the Exchange Act and Rule 13a-14 thereunder, and from causing any violations and any future violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 12b-25, 13a-11 and 13a-13 thereunder.

B. Kimble shall cease and desist from committing or causing any violations and any future violations of Sections 10(b) and 13(b)(5) of the Exchange Act and Rules 10b-5, 13a-14, 13b2-1 and 13b2-2 thereunder, and from causing any violations and any future violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 12b-25, 13a-11 and 13a-13 thereunder.

C. Kimble is denied the privilege of appearing or practicing before the Commission as an accountant.

D. After 3 years from the date of this Order, Kimble may request that the Commission consider his reinstatement as an accountant by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Kimble's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

a. Kimble, or the public accounting firm with which he is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

b. Kimble, or the registered public accounting firm with which he is associated, has been inspected by the Board and that inspection did not identify any criticisms of or potential defects in Kimble's or the firm's quality control system that would indicate that Kimble will not receive appropriate supervision;

c. Kimble has resolved any disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and

d. Kimble acknowledges his responsibility, as long as he appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

E. The Commission will consider an application by Kimble to resume appearing or practicing before the Commission as an accountant provided that his state CPA license is current and he has resolved any other disciplinary issues with the applicable state boards of accountancy. However, if state licensure is dependant on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Kimble's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

By the Commission.

Jonathan G. Katz
Secretary