

any means or instruments of transportation or communication in interstate commerce or by use of the mails:

- A. to employ any device, scheme or artifice to defraud;
- B. to obtain money or property by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and/or
- C. to engage in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon any purchaser.

II.

IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants, their officers, agents, servants, employees, attorneys, and all other persons in active concert or participation with them, who receive actual notice of this order, by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from violating Section 10(b) of the Exchange Act and Rule 10b-5 thereunder [15 U.S.C. §78j(b) and 17 C.F. R. §240.10b-5], directly or indirectly, in connection with the purchase or sale of a security, by making use of any means or instrumentality of interstate commerce, of the mails or of any facility of any national securities exchange:

- A. to use or employ any manipulative or deceptive device or contrivance;
- B. to employ any device, scheme or artifice to defraud;
- C. to make any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and/or

D. to engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants are liable for disgorgement of \$3,564,863.00, jointly and severally, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$1,108,827.57, for a total of \$4,673,690.57. Based on ASA's Court-appointed Receiver's actions in this case, and the sworn representations by Defendants Gipson and Jordan in financial statements and other documents provided to the Commission: (1) the Court is not imposing a civil penalty; (2) all but \$157,000 of the payment of disgorgement and prejudgment interest (representing money collected by the receiver and used to defray the costs of the receivership) is waived; and (3) the payment of \$157,000 in disgorgement and prejudgment interest is deemed satisfied by the Receiver's actions in this case.

The determination not to impose a civil penalty and to waive payment of the disgorgement and pre-judgment interest as to Jordan and Gipson is contingent upon the accuracy and completeness of Defendants' Statements of Financial Condition. If at any time following the entry of this Judgment the Commission obtains information indicating that the representations to the Commission by Jordan or Gipson concerning their assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion and without prior notice to either Defendant, petition the Court for an order requiring him to pay the unpaid portion of the disgorgement, pre-judgment and post-judgment interest thereon, and the maximum civil penalty allowable under the law. In connection with any such petition, the only issue shall be whether

the financial information provided by the Defendant was fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering the Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Judgment. The Commission may also request additional discovery. Either Defendant may not, by way of defense to such petition: (1) challenge the validity of the Consent or this Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-judgment and post-judgment interest or a civil penalty should not be ordered; (4) contest the amount of disgorgement and pre-judgment and post-judgment interest; (5) contest the imposition of the maximum civil penalty allowable under the law; or (6) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense. He shall also pay post-judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961.

IV.

The Consent is incorporated herein with the same force and effect as if fully set forth herein, and Defendant shall comply with all of the undertakings and agreements set forth therein.

V.

The Asset Freeze provisions of the Court's March 19, 2010 Temporary Restraining Order, Freezing Assets, Requiring an Accounting, Requiring Preservation of Documents, Authorizing Expedited Discovery, and Granting Other Equitable Relief against Defendants ("TRO") is hereby terminated.

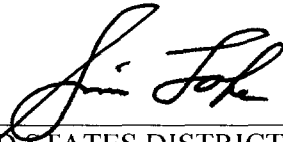
VI.

This Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Judgment.

VII.

All relief not expressly provided herein is denied.

Signed: MARCH 11, 2013


UNITED STATES DISTRICT JUDGE

Agreed to form:

s/ Jason Ross

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