

Daniel J. Wadley (Utah State Bar No. 10358) **FILED**
wadleyd@sec.gov **U.S. DISTRICT COURT**
 Thomas M. Melton (Utah State Bar No. 4999)
meltont@sec.gov **2012 DEC 18 A 10:08**
 Paul N. Feindt (Utah State Bar No. 08769)
feindtp@sec.gov **DISTRICT OF UTAH**
 Alison J. Okinaka (Utah State Bar No. 07854)
okinakaa@sec.gov **DEPUTY CLERK**
 Securities and Exchange Commission
 15 West South Temple, Suite 1800
 Salt Lake City, Utah 84101
 Telephone: 801-524-5796
 Facsimile: 801-524-5262
Attorneys for Plaintiff
Securities and Exchange Commission

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH

)	
)	
SECURITIES AND EXCHANGE COMMISSION,)	JUDGMENT OF PERMANENT
)	INJUNCTION AND OTHER
PLAINTIFF,)	RELIEF AGAINST
)	DEFENDANT WENDELL A.
v.)	JACOBSON
)	
MANAGEMENT SOLUTIONS, INC., a Texas)	
Corporation; WENDELL A. JACOBSON; and)	
ALLEN R. JACOBSON,)	Civil No. 2:11-cv-01165
)	
DEFENDANTS.)	Judge Bruce S. Jenkins
)	
)	

WHEREAS the Securities and Exchange Commission (the "Commission") filed a Complaint (docket # 1) against Wendell A. Jacobson or (the "Defendant" or "Jacobson") and others on or about December 15, 2011;

WHEREAS the Commission has agreed to enter into a settlement with the Defendant;

WHEREAS the Consent and proposed Judgment came before the Court for hearing on December 6, 2012;

WHEREAS Daniel J. Wadley and Thomas M. Melton appeared at the hearing on behalf of the Commission; Stephen Quesenberry appeared at the hearing on behalf of the Defendant; and John A. Beckstead appeared personally as the Court-appointed Receiver;

WHEREAS the Defendant, through counsel, represented at the hearing that his sworn statement of financial condition, submitted to the Commission, was true and correct and that he had no assets other than those disclosed on the statement of financial condition and to the Court;

WHEREAS the Defendant, through counsel, acknowledged that the proposed settlement, as set forth in his Consent and this Judgment, require that he cooperate with the Receiver in assisting the Receiver in the discharge of his duties by providing appropriate information; and

WHEREAS neither the Receiver nor any other party or individual objected to the terms of the consent and/or proposed judgment, and the Receiver acknowledged his ongoing legal burden to demonstrate alleged fraudulent conduct;

THEREFORE, based on the foregoing, the Court rules as follows:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. §

78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to 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;
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person; and,
- (d) to offer, sell or solicit the sale of securities in a public or private offering, except for purchases or sales of securities by Defendant for a personal account maintained at a broker or dealer registered with the Commission.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Defendant and Defendant's officers, agents, servants, employees, attorneys, and accountants, and those persons in active concert or participation with any of them, who receive actual notice of the order by personal service or otherwise, and each of them, are permanently enjoined from engaging in the transactions, acts, practices and courses of business described in the complaint and, from engaging in conduct of similar purport and object in violation of Section 15(a) of the Exchange Act [15 U.S.C. § 78o(d)].

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant, and Defendant's agents, servants, employees, attorneys and all persons in active concert

or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating Sections 5(a) and 5(c) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77e (a) and (c)] by, directly or indirectly, in the absence of any applicable exemption:

(a) Unless a registration statement is in effect as to a security, making use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;

(b) Unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or

(c) Making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act [15 U.S.C. § 77h).

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in

active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (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 of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of \$11,193,005, plus prejudgment interest thereon in the amount of \$2,147,057.52, representing profits gained as a result of the conduct alleged in the Complaint. Defendant shall satisfy this obligation by the Defendant turning over to the Court-appointed Receiver and relinquishing any interest, ownership, or claim to any and all assets and/or interests in any assets he holds and/or has held in the past, through December 15, 2011, necessary to satisfy all Court-approved claims against the Defendants herein and any Receivership entity.

VI.

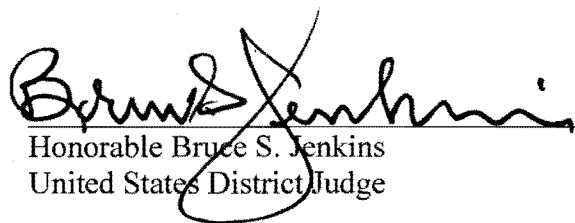
IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a civil penalty in the amount of \$150,000 pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act. Defendant shall make this payment within 14 days after entry of this Judgment by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, 100 F Street, NE, Stop 6042, Washington DC 20549, and shall be accompanied by a letter identifying Wendell A. Jacobson as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Judgment. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Judgment.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated Dec 17th, 2012


Honorable Bruce S. Jenkins
United States District Judge

Approved as to form:

/s/ Daniel J. Wadley
Daniel J. Wadley
Thomas M. Melton
Paul N. Feindt
Alison J. Okinaka
Attorneys for Plaintiff
Securities and Exchange Commission

/s/ Stephen Quesenberry
Stephen Quesenberry
J. Bryan Quesenberry
Christopher Infanger
Hill Johnson & Schmutz, L.C.
Attorneys for Defendant Wendell A. Jacobson and Allen R. Jacobson