

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 61874 / April 8, 2010**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13851**

**In the Matter of**

**JIMMY L. BARKER,**

**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO SECTION 15(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934,**  
**MAKING FINDINGS, AND IMPOSING**  
**REMEDIAL SANCTIONS**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Jimmy L. Barker (“Barker” or “Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has 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 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 him and the subject matter of these proceedings, and the findings contained in Sections III.2 and III.3 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

**III.**

On the basis of this Order and Respondent’s Offer, the Commission finds that

1. Barker, 40, is incarcerated by the Federal Bureau of Prisons in Miami, Florida. From approximately 1999 through September 2008, Barker was the principal and CEO for 3001 AD, LLC, a North Carolina company based in Delray Beach, Florida that purported to produce virtual reality gaming and related technology, and several of 3001 AD’s affiliates. During his time with 3001 AD, Barker solicited and oversaw sales agents who solicited investors in 3001

AD and its affiliates, and he directed sales of the securities of those entities throughout the United States, using the telephone, courier services, and the United States mail. Barker hired and managed sales agents who sold the securities of 3001 AD and its affiliates, and he determined what commissions those sales agents received from those sales. Barker also compensated himself and paid for his personal expenses from the proceeds of these securities sales. Between 1999 and 2004, Illinois, Pennsylvania, Missouri, and South Dakota entered cease-and-desist orders against Barker for his participation in the sales of the securities of 3001 AD and its affiliates. He was not registered with the Commission in any capacity during this time.

2. On December 4, 2009 Barker pled guilty to one count of conspiracy to commit mail and wire fraud in violation of Title 18 U.S.C. § 1349 before the United States District Court of the Southern District of Florida, in United States v. Jimmy L. Barker, 09-20836-CR-PCH. On March 2, 2010, the District Court entered an Amended Judgment in the criminal case against Barker. The District Court sentenced Barker to 152 months in prison and three years of supervised release, and ordered him to make restitution in the amount of \$19,596,029.21.

3. The count of the indictment to which Barker pled guilty alleged, among other things, that from 1999 through September 2008 Barker used money raised from investors in 3001 AD and its affiliates for his own expenses and to pay sales agents he hired to solicit those investors. This count also alleged that during his time with 3001 AD Barker conspired with others to use the United States mail and other means to defraud and obtain money from investors by making materially false and fraudulent statements concerning, among other things, the amount of profits investors could expect to receive from investments in 3001 AD and its affiliates.

#### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Barker Offer.

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Barker be, and hereby is barred from association with any broker or dealer.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a

customer, whether or not related to the conduct that served as the basis for the Commission order;  
and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct  
that served as the basis for the Commission order.

For the Commission, by its Secretary, pursuant to delegated authority.

Elizabeth M. Murphy  
Secretary