

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 75905 / September 11, 2015

ADMINISTRATIVE PROCEEDING
File No. 3-16586

In the Matter of

**JASON MATTHEW
PENNINGTON,**

Respondent.

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

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest to accept the Offer of Settlement submitted by Jason Matthew Pennington (“Respondent”) pursuant to Rule 240(a) of the Rules of Practice of the Commission, 17 C.F.R. § 201.240(a), for the purpose of settlement of these proceedings initiated against Respondent on June 9, 2015, pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”).

II.

Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or in which the Commission is a party, and prior to a hearing pursuant to the Commission’s Rules of Practice, 17 C.F.R. § 201.100 *et seq.*, Respondent consents to the entry of an Order Making Findings and Imposing Remedial Sanctions Pursuant to Section 15(b) of the Exchange Act (“Order”), as set forth below.

III.

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

1. From April 2000 to June 2010, Pennington was associated with a registered broker-dealer. Pennington, age 43, is a resident of El Reno, Oklahoma.

2. On August 5, 2014, Pennington pled guilty to, among other things, a count of wire fraud in violation of 18 U.S.C. §§ 1343 and 1349, a felony, before the United States District Court, District of Kansas, in U.S. v. Jason Matthew Pennington, Case No. 13-10031-01-JTM. On January 12, 2015, a judgment in the criminal case was entered against Pennington. Pennington was sentenced to serve 42 months of incarceration.

3. In his plea agreement, Pennington agreed that in September 2009, he forged a request to a life insurance company to withdraw \$278,250 on a policy owned by another individual and then obtained control over those funds.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent be, and hereby is:

barred from association with any broker, dealer, investment adviser, municipal securities dealer, or transfer agent; and

barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

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.

By the Commission.

Brent J. Fields
Secretary