

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 76896 / January 13, 2016**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 4313 / January 13, 2016**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-16936**

**In the Matter of**

**JONATHAN WARREN BROOKS,**

**Respondent.**

**ORDER MAKING FINDINGS AND  
IMPOSING REMEDIAL SANCTIONS  
PURSUANT TO SECTION 15(b) OF  
THE SECURITIES EXCHANGE ACT  
OF 1934 AND SECTION 203(f) OF  
THE INVESTMENT ADVISERS ACT  
OF 1940**

**I.**

On November 2, 2015, the Securities and Exchange Commission (“Commission”) instituted proceedings pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Jonathan Warren Brooks (“Respondent”).

**II.**

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, Respondent admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in paragraphs A.1, B.1 and B.2 below, and consents to the entry of this Order Making Findings and Imposing Remedial Sanctions Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, (“Order”), as set forth below.

**III.**

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

A. RESPONDENT

1. Respondent, 43 years old, is currently incarcerated in a state correctional institution in Kershaw, South Carolina. He was a registered investment adviser representative of J. Brooks Financial, which was registered as an investment adviser in South Carolina (South Carolina registration approved in January 2011 and terminated in February 2013) from September 2010 to February 2013. Respondent was a registered representative associated with High Street Securities, Inc., which was registered with the Commission as a broker-dealer (SEC registration number 8-52657 approved in May 2001 and terminated in January 2014) from November 2011 to November 2012 and with Sicor Securities, Inc., which was registered with the Commission as a broker-dealer (SEC registration number 8-33445 approved in April 1985 and terminated in December 2013) from September 2009 to November 2011. Thus, for a portion of the time in which he engaged in the conduct underlying the indictments described below, Respondent was a registered investment adviser representative associated with a state registered investment adviser; and a registered representative associated with two broker-dealers that were then registered with the Commission. Respondent held Series 6, 7, 63, and 65 licenses. During the periods of Brooks' association with Sicor Securities, Inc., the broker-dealer was also registered as an investment adviser with several states.

B. ENTRY OF RESPONDENT'S CRIMINAL CONVICTION

1. On September 18, 2014, Respondent pleaded guilty to three felony counts of securities fraud and two felony counts of forgery in the Court of General Sessions of Aiken County, South Carolina. *The State vs. Jonathan Warren Brooks*, South Carolina case numbers: 2013-GS-02-1175; 2013-GS-02-1176; 2013-GS-02-1318; 2013-GS-02-1803; and 2013-GS-02-1432. On the same day, the court sentenced Respondent to fourteen years in prison followed by five years of probation and ordered him to pay \$6,403,321.07 in restitution. South Carolina's prisoner database showed that Respondent's incarceration began on September 19, 2014.

2. The counts of the criminal indictments to which Respondent pleaded guilty alleged, among other things, that from approximately January 2010 to approximately March 2013, Respondent obtained money by means of willful fraud (including selling investments in a fictional entity, improperly diverting investor funds, and making false representations to the South Carolina Securities Commissioner) and forgery (forging signatures to facilitate money transfers).

**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 and Section 203(f) of the Advisers Act, that Respondent Brooks be, and hereby is:

barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; 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 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 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.

Brent J. Fields  
Secretary