

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 91470 / April 2, 2021

ADMINISTRATIVE PROCEEDING
File No. 3-19340

In the Matter of

CAROL J. WAYLAND,

Respondent.

ORDER 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”) deemed it appropriate and in the public interest to institute public administrative proceedings pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Carol J. Wayland (a/k/a Jodi Wayland, J. Wayland) (“Wayland” or “Respondent”).

II.

Respondent has now 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 her and the subject matter of these proceedings, and the findings contained in paragraphs B.2 and B.4 below, and consents to the entry of this Order 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:

- A. Respondent admits the jurisdiction of the Commission over her and over the matters set forth in the Order Instituting Proceedings pursuant to Section 15(b) of the Securities Exchange Act of 1934 ("Exchange Act") ("Order"), and the findings contained in paragraphs B.2 below:
- B. 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, Respondent consents to the entry of an Order by the Commission containing the following findings and remedial sanctions set forth below:

1. From May 2014 through March 2016, Wayland, age 81, of Newport Beach, California, was the managing member of Kentucky-Tennessee 50 Wells/400 BBLPD Block, Limited Partnership (a/k/a Warren County 200 Well/1,600 BBLPD Block, Kentucky-Tennessee 200 Well/1600 BBLPD Block) ("K-T 50 Wells"). Wayland acted as an unregistered broker for the offering of unregistered limited partnership interests in K-T 50 Wells. Wayland has a California real estate broker license, but holds no securities licenses.

2. On April 18, 2019, a final judgment was entered against Wayland, permanently enjoining her from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 ("Securities Act"), Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and Section 15(a) of the Exchange Act, in the civil action entitled Securities and Exchange Commission v. Carol J. Wayland, et al., Civil Action Number 8:17-cv-01156-AG (DFMx), in the United States District Court for the Central District of California.

3. The Commission's complaint alleged that, from at least May 2014 until March 2016, in connection with the sale of limited partnership interests, Wayland misappropriated investor funds, misled prospective and current investors with false promises of high returns and with false claims that Wayland had extensive experience managing oil and gas investment projects, and otherwise engaged in a variety of conduct that operated as a fraud and deceit on investors. The complaint also alleged that Wayland acted as an unregistered broker and sold unregistered securities.¹

¹ On June 25, 2019, Wayland also pleaded guilty to one count of conspiracy in violation of Title 18 United States Code, Section 371 before the United States District Court for the Central District of California, in *United States v. Carol J. Wayland*, Case No. 8:19-cr-00078-JVS. The criminal information to which Wayland pleaded guilty alleged, among other things, that Wayland defrauded investors and obtained money and property by means of materially false and misleading statements in connection with the sale of limited partnership interests underlying the Commission's complaint described in Paragraph 3 above.

IV.

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

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

Pursuant to Section 15(b)(6) of the Exchange Act Respondent Wayland be, and hereby is 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, compliance with the Commission's order and payment of any or all of the following: (a) any disgorgement or civil penalties ordered by a Court against the Respondent in any action brought by the Commission; (b) any disgorgement amounts ordered against the Respondent for which the Commission waived payment; (c) any arbitration award related to the conduct that served as the basis for the Commission order; (d) 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 (e) 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.

Vanessa A. Countryman
Secretary