

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 97000 / March 1, 2023**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-19266**

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| <b>In the Matter of</b>                | : |                                  |
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|  | : |                                  |
| <b>Foundations Asset Management,</b>   | : | <b>ORDER DIRECTING</b>           |
| <b>LLC, Michael W. Shamburger, and</b> | : | <b>DISBURSEMENT OF FAIR FUND</b> |
| <b>Rob E. Wedel,</b>                   | : |                                  |
|  | : |                                  |
|  | : |                                  |
| <b>Respondents.</b>                    | : |                                  |

On May 9, 2022, the Division of Enforcement, pursuant to delegated authority, published a Notice of Proposed Plan of Distribution and Opportunity for Comment (“Notice”),<sup>1</sup> pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans (“Commission’s Rules”);<sup>2</sup> and simultaneously posted the Proposed Plan of Distribution (the “Proposed Plan”). The Notice advised interested persons that they could obtain a copy of the Proposed Plan from the Commission’s public website, or by submitting a written request to Allison Moon, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-5876. The Notice also advised that all persons desiring to comment on the Proposed Plan could submit their comments, in writing, within 30 days of the Notice. The Commission received no comments on the Proposed Plan during the comment period. On July 12, 2022, the Division of

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<sup>1</sup> Exchange Act Rel. No. 94877 (May 9, 2022).  
<sup>2</sup> 17 C.F.R. § 201.1103.

Enforcement, pursuant to delegated authority, issued an order approving the Proposed Plan,<sup>3</sup> and posted the approved Plan of Distribution (the “Plan”).

The Plan provides for the distribution of the Fair Fund, plus accumulated interest, less taxes, fees, and expenses, to the harmed investors according to the methodology set forth in the Plan.

In accordance with the Plan, the Commission staff, in consultation with Krista L. Freitag, by and through E3 Realty Advisors, Inc. dba E3 Advisors (the “Third-Party”), has compiled the payee information and prepared a payment file in a Commission-approved format. The Commission staff has reviewed and accepted the payment file and requests, pursuant to Rule 1101(b)(6) of the Commission’s Rules on Fair Fund and Disgorgement Plans,<sup>4</sup> that the Commission direct the payment of \$298,273.61 from the Fair Fund to the account established at Western Alliance Bank (the “Bank”), in accordance with paragraph 48 of the Plan, for distribution by the Third-Party in accordance with the Plan.

Accordingly, it is hereby ORDERED that the Commission staff shall direct the payment of \$298,273.61 from the Fair Fund to the Bank for distribution by the Third-Party in accordance with the Plan.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.<sup>5</sup>

Vanessa A. Countryman  
Secretary

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<sup>3</sup> See Order Approving Plan of Distribution, Exchange Act Rel. No. 95255 (July 12, 2022).

<sup>4</sup> 17 C.F.R. § 201.1101(b)(6).

<sup>5</sup> 17 C.F.R. § 200.30-4(a)(21)(v).