

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 Section III.3. below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission’s Rules of Practice, 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. Wells, age 46, is a certified public accountant licensed to practice in the State of South Carolina. Wells worked as a Senior Manager and consultant for PricewaterhouseCoopers LLP from 1985 until he was hired by UCI Medical Affiliates, Inc. (“UCI” or the “Company”) in February 1995 as Executive Vice President and Chief Financial Officer. Wells worked in those capacities until he was terminated by the Company in December 2008.

2. UCI was, at all relevant times, a Delaware corporation with its principal place of business in Columbia, South Carolina. The Company was engaged in the business of providing nonmedical management and administrative services for a network of freestanding medical centers located in South Carolina and Tennessee. At all relevant times, UCI’s common stock was registered with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 (“Exchange Act”) and listed on the OTC Bulletin Board.

3. On July 6, 2009, the Commission filed a complaint against Wells in SEC v. Jerry F. Wells, Jr. (Civil Action No. 3:09-CV-01792-MJP). On July 7, 2009, the court entered an order permanently enjoining Wells, by consent, from future violations of Sections 10(b) and 13(b)(5) of the Exchange Act, and Rules 10b-5, 13b2-1, 13b2-2 and 13a-14 thereunder, and from aiding and abetting any violation of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder. Wells was also ordered, on consent, to be prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act or that is required to file reports pursuant to Section 15(d) of the Exchange Act.

4. The Commission’s complaint alleged, among other things, that between approximately 2003 and 2008, Wells fraudulently obtained more than \$2.9 million from the Company by misusing UCI’s expense reimbursement process and corporate credit card to pay his personal expenses and otherwise orchestrating unapproved, improper payments by the Company for his personal benefit. In addition, the complaint alleged that, in an effort to conceal

his misconduct, Wells also knowingly caused the Company to record these illicit payments as legitimate business expenses and asset purchases and thereby materially misrepresented its financial performance. As a result of his actions, UCI filed materially false and misleading financial information for its quarterly and annual reports during the period in question.

IV.

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

Accordingly, it is hereby ORDERED, effective immediately, that Wells is suspended from appearing or practicing before the Commission as an accountant.

By the Commission.

Elizabeth M. Murphy
Secretary