



herein, except as to the Commission's jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.2., 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. Wagers, age 41, is an attorney licensed to practice in Texas.

2. On June 24, 2016, the Commission filed a complaint, and on August 11, 2016, an amended complaint, against Wagers and others in *SEC v. Christopher A. Faulkner, et al.* (Civil Action No. 3:16-1735-D (N.D. Tex.)). On March 19, 2019, the court entered an order permanently enjoining Wagers, by consent, from violating Sections 10(b) and 14(a) of the Securities Exchange Act of 1934 ("Exchange Act") and Exchange Act Rules 10b-5, 13b2-1, 13b2-2, and 14a-9 and from aiding and abetting violations of Exchange Act Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) and Exchange Act Rules 13a-1, 13a-11, 13a-13, and 12b-20. Wagers was ordered to pay \$74,825 in disgorgement plus prejudgment interest of \$11,396.15 thereon and a civil penalty of \$250,000.

3. The Commission's complaint, as amended, alleged that between December 2012 and June 2016, Wagers participated with others in a scheme that served to defraud investors who purchased oil-and-gas securities in transactions with four companies: Breitling Energy Corporation ("BECC"), Breitling Oil & Gas Corporation ("BOG"), Crude Energy, LLC ("Crude"), and Patriot Energy, Inc. BOG employed Wagers as its General Counsel and Chief Compliance Officer from December 2012 through December 2013. He served as BECC's General Counsel and Chief Operating Officer from December 2013 through June 2016. In these capacities, Wagers approved the reimbursement of Christopher A. Faulkner's personal expenses as if they were legitimate business expenses. He signed a BECC proxy statement and annual report containing untrue and misleading statements regarding Faulkner and BECC's control over, and business transactions with, Crude. And he made untrue or misleading statements to BECC's outside auditor relating to the relationship between BECC and Crude, BECC's use of turnkey oil-and-gas deals, and Faulkner's expense reimbursements.

### IV.

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

Accordingly, it is hereby ORDERED pursuant to Rule 102(e)(3)(i) of the Commission's Rules of Practice, effective immediately, that:

A. Wagers is suspended from appearing or practicing before the Commission as an attorney for five years from the date of the Order.

B. After five years from the date of the Order, Respondent may request that the Commission consider his application to resume appearing and practicing before the Commission as an attorney. The application should be sent to the attention of the Office of the General Counsel.

C. In support of such an application, Respondent must provide a certificate of good standing from each state bar where Respondent is a member.

D. In support of such an application, Respondent must also submit an affidavit truthfully stating, under penalty of perjury:

1. that Respondent has complied with the Order, and with any orders in *SEC v. Christopher A. Faulkner, et al.* (Civil Action No. 3:16-1735-D (N.D. Tex.)), including any orders requiring payment of disgorgement or penalties;
2. that Respondent:
  - a. is not currently suspended or disbarred as an attorney by a court of the United States (or any agency of the United States) or the bar or court of any state, territory, district, commonwealth, or possession; and
  - b. since the entry of the Order, has not been suspended as an attorney for an offense involving moral turpitude by a court of the United States (or any agency of the United States) or the bar or court of any state, territory, district, commonwealth, or possession, except for any suspension concerning the conduct that was the basis for the Order;
3. that Respondent, since the entry of the Order, has not been convicted of a felony or misdemeanor involving moral turpitude as set forth in Rule 102(e)(2) of the Commission's Rules of Practice; and
4. that Respondent, since the entry of the Order:
  - a. has not been found by the Commission or a court of the United States to have committed a violation of the federal securities laws, except for any finding concerning the conduct that was the basis for the Order;
  - b. has not been charged by the Commission or the United States with a violation of the federal securities laws, except for any charge concerning the conduct that was the basis for the Order;

- c. has not been found by a court of the United States (or any agency of the United States) or any state, territory, district, commonwealth, or possession, or any bar thereof, to have committed an offense involving moral turpitude, except for any finding concerning the conduct that was the basis for the Order; and
- d. has not been charged by the United States (or any agency of the United States) or any state, territory, district, commonwealth, or possession, or any bar thereof, with having committed an offense involving moral turpitude, except for any charge concerning the conduct that was the basis for the Order.

E. If Respondent provides the documentation required in Paragraphs C and D, and the Commission determines that he truthfully attested to each of the items required in his affidavit, he shall by Commission order be permitted to resume appearing and practicing before the Commission as an attorney.

F. If Respondent is not able to truthfully attest to the statements required in Subparagraphs D(2)(b) or D(4), Respondent shall provide an explanation as to the facts and circumstances pertaining to the matter and the Commission may hold a hearing to determine whether there is good cause to permit him to resume appearing and practicing before the Commission as an attorney.

By the Commission.

Vanessa A. Countryman  
Acting Secretary