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**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE**

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

BRIAN D. JORGENSEN and  
SEAN T. STOKKE,

Defendants.

Case No. \_\_\_\_\_

**COMPLAINT**

**(Jury Demanded)**

Plaintiff Securities and Exchange Commission (“the Commission”) alleges:

**SUMMARY OF THE ACTION**

1. Between April 2012 and October 2013, Brian D. Jorgenson and Sean T. Stokke repeatedly violated the federal securities laws by trading based on material nonpublic information that Jorgenson stole from his employer, Microsoft Corporation (“Microsoft”). As a Senior Manager in Microsoft’s Treasury Group, Jorgenson possessed material nonpublic

1 information regarding the company and owed a duty to the company and its shareholders to  
2 keep that information confidential. Jorgenson breached those duties. In advance of three  
3 public announcements by Microsoft, Jorgenson tipped material nonpublic information to his  
4 friend and business partner, Sean T. Stokke, who, in consultation with Jorgenson, traded on the  
5 information.

6 2. First, they traded in advance of the April 30, 2012 announcement that Microsoft  
7 was going to invest \$300 million in Barnes & Noble, Inc.'s ("Barnes & Noble") e-reader and  
8 digital media business. They purchased Barnes & Noble call options, which they sold for  
9 almost \$185,000 in illicit profits.

10 3. Second, they traded in advance of Microsoft's fourth quarter earnings  
11 announcement on July 18, 2013. They knew that Microsoft's earnings were going to fall well  
12 short of analysts' consensus estimates and bought Microsoft options. When they sold these  
13 options, they realized illicit profits of over \$195,000.

14 4. And, third, a few months later, they traded in advance of Microsoft's first quarter  
15 earnings announcement on October 24, 2013. They knew that Microsoft's earnings would  
16 exceed analysts' consensus estimates. This time, in an effort to conceal their fraud, instead of  
17 trading directly in Microsoft options, they traded in options of the Technology Select Sector  
18 SPDR Fund, which held Microsoft common stock. When they sold those options, they realized  
19 almost \$13,000 in illicit profits.

20 5. Jorgenson and Stokke agreed to share the profits from their scheme equally.  
21 Through their illegal conduct, they realized \$393,125 in ill-gotten gains.

22 6. Jorgenson and Stokke knowingly or recklessly engaged in the conduct described  
23 in this Complaint, violating Section 10(b) of the Securities Exchange Act of 1934 ("Exchange  
24 Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], both directly  
25 and pursuant to Section 20(d) of the Exchange Act [15 U.S.C. § 78t]. Unless enjoined, they  
26 will continue to violate Section 10(b) and Rule 10b-5.

**JURISDICTION AND VENUE**

1  
2 7. The Commission brings this action pursuant to Sections 21(d) and 21A of the  
3 Exchange Act [15 U.S.C. §§ 78u(d) and 78u-1] to enjoin such transactions, acts, practices, and  
4 courses of business, and to obtain disgorgement, prejudgment interest, civil money penalties,  
5 an officer and director bar, and such other and further relief as the Court may deem just and  
6 appropriate.

7 8. This Court has jurisdiction over this action pursuant to Sections 21(e) and 27 of  
8 the Exchange Act [15 U.S.C. §§ 78u(e) and 78aa].

9 9. Venue in this District is proper pursuant to Section 27 of the Exchange Act [15  
10 U.S.C. § 78aa]. Certain of the transactions, acts, practices, and courses of business constituting  
11 the violations alleged herein occurred within the Western District of Washington. Assignment  
12 to the Seattle Division is appropriate because much of the relevant conduct took place in King  
13 County.

14 **THE DEFENDANTS**

15 10. Brian D. Jorgenson, age 32, is a Senior Manager in Microsoft’s Treasury Group.  
16 He has worked at Microsoft since 2011. From 2009 through January 2011, Jorgenson, who is a  
17 Chartered Financial Analyst, was a portfolio manager for an investment management firm  
18 (“Investment Management Firm”). Jorgenson has worked in the securities and financial  
19 services industry for at least eight years. He resides in Lynwood, Washington.

20 11. Sean T. Stokke, age 28, is a business analyst for an aerospace company. From  
21 May 2012 through June 2012, he worked as a contract systems analyst for Microsoft. Prior to  
22 that, like Jorgenson, Stokke worked for the Investment Management Firm; Stokke was a client  
23 support specialist. He resides in Seattle, Washington.

24 **RELEVANT ENTITIES**

25 12. Based in Redmond, Washington, Microsoft is a worldwide technology industry  
26 leader with more than \$300 billion in market capitalization and recent annual revenues over  
27 \$77 billion. The company’s stock is traded on the NASDAQ under the symbol MSFT.

1 13. Barnes & Noble, Inc. (“Barnes & Noble”) is a book and entertainment seller. The  
 2 company’s stock is traded on the NYSE under the symbol BKS. On April 30, 2012, Barnes &  
 3 Noble and Microsoft jointly announced Microsoft’s investment of \$300 million in Barnes &  
 4 Noble’s e-reader and digital media business. The companies completed the deal in October  
 5 2012 with the creation of Barnes & Noble’s subsidiary, Nook Media LLC. For its investment,  
 6 Microsoft acquired an approximately 17.6% ownership interest in Nook Media.

7 **FACTUAL ALLEGATIONS**

8 14. Jorgenson and Stokke met in 2009 while working at Investment Management  
 9 Firm and became friends. In April 2011, they opened a brokerage account together with the  
 10 goal of generating enough profits to start their own hedge fund. In the account opening  
 11 documents for their shared brokerage account (“Account 1”), Stokke’s employer was listed as  
 12 “self-BioHawks;” Jorgenson and Stokke intended to name their hedge fund BioHawks  
 13 Investment Group. While they opened Account 1 in Stokke’s name, they made joint trading  
 14 decisions and agreed to share the trading profits equally.

15 15. Before commencing the insider trading scheme, they traded other securities in  
 16 Account 1. On multiple occasions, Stokke transferred funds from Account 1 to a personal  
 17 checking account and then wrote checks to Jorgenson for various amounts. After their illegal  
 18 conduct commenced, Stokke transferred the proceeds to his personal bank account, but paid  
 19 Jorgenson in cash.

20 16. In May 2012, they opened a second brokerage account (“Account 2” and,  
 21 collectively with Account 1, “the Accounts”) and funded it with proceeds from their illegal  
 22 trading in Barnes & Noble options. And, while Account 2 was also opened in Stokke’s name,  
 23 they again made joint trading decisions and agreed to share the trading profits equally.

24 17. Jorgenson and Stokke used the Accounts to conduct their illicit trading scheme.

25 **A. Jorgenson And Stokke Traded In Advance Of Microsoft’s April 30, 2012**

26 **Announcement Of Its Intention To Invest In Barnes & Noble**

27 18. On or about February 7, 2012, executives for Microsoft and Barnes & Noble

1 agreed on a framework for Microsoft's investment of \$250 million in a new corporation for the  
2 advancement of Barnes & Noble's digital e-reader business. A week later, the companies  
3 agreed that a previously signed confidentiality agreement would apply to the ongoing  
4 negotiations.

5 19. On February 17, Microsoft's Board of Directors formally reviewed the proposed  
6 agreement.

7 20. From February 16 through April 27, the companies negotiated the deal through  
8 written exchanges, telephone conferences, and in-person meetings. The final agreement  
9 involved a \$300 million investment by Microsoft and dismissal of certain lawsuits that  
10 Microsoft had previously filed against Barnes & Noble.

11 21. The companies signed the agreement on Friday, April 27, 2012, and announced  
12 the deal before the market opened on Monday, April 30.

13 22. On April 27, 2012, the last trading day before the announcement, the price of  
14 Barnes & Noble common stock closed at \$13.68 per share. On April 30, after Microsoft and  
15 Barnes & Noble announced the deal, the price of Barnes & Noble's common stock closed at  
16 \$20.75 per share, a 51.68 percent increase. In addition, the trading volume increased  
17 dramatically from fewer than 1 million shares on Friday, April 27, to almost 30 million shares  
18 traded on Monday, April 30.

19 23. As a Senior Manager in the Treasury Group at Microsoft, Jorgenson possessed  
20 material non-public information regarding Microsoft's deal with Barnes & Noble.

21 24. Among other things, Jorgenson's duties included evaluating and developing  
22 potential investments for Microsoft and managing current investments of the company.  
23 Jorgenson reported to the director of corporate finance and investments, who in turn reported to  
24 Microsoft's director of corporate development, who was involved in the deal from at least mid-  
25 February.

26 25. Jorgenson learned about Microsoft's transaction with Barnes & Noble by at least  
27 April 18—twelve days before the public announcement.

1 26. On or about April 18, 2012, Jorgenson called Stokke and advised him of  
2 Microsoft's impending deal with Barnes & Noble. Jorgenson and Stokke agreed that they  
3 would take advantage of this inside information and trade on it. Jorgenson told Stokke that  
4 they should buy call options in Barnes & Noble. A call option is an agreement that gives an  
5 investor the right to buy a security at a specified price, the strike price, within a specified  
6 period. Call options are profitable if the price of the underlying security increases relative to  
7 the strike price.

8 27. April 18 marked the beginning of a period of intense communication between  
9 Jorgenson and Stokke. The two exchanged a series of text messages that day beginning at  
10 11:30 am, around the time Jorgenson met with his supervisor to discuss Microsoft's strategic  
11 investments. In addition, that evening, Jorgenson and Stokke spoke twice by telephone with  
12 the calls lasting approximately 16 minutes and 10 minutes.

13 28. The next day, Jorgenson accessed Microsoft's online employee handbook, which,  
14 among other things, details the company's insider trading policy. That afternoon, Jorgenson  
15 and Stokke exchanged three text messages and four telephone calls.

16 29. The following day, Friday, April 20, Stokke began purchasing Barnes & Noble  
17 call options in Account 1. He bought 40 call options across three options series that expired in  
18 May 2012 with strike prices from \$12-\$14. He bought an additional 23 call options across two  
19 options series that expired in July 2012 with strike prices of \$12 and \$13. That same day,  
20 Jorgenson exchanged text messages with Stokke in the morning and the two had a call lasting  
21 approximately 13 minutes and another call later that day.

22 30. On April 24, Stokke liquidated the 23 options that expired in July, realizing nearly  
23 \$3,000 in ill-gotten gains. Stokke then used those funds, in part, to purchase additional Barnes  
24 & Noble call option contracts with shorter expirations, in order to generate a greater return.

25 31. Between April 25 and April 27, Stokke purchased another 140 Barnes & Noble  
26 call options—95 across four series that expired in May 2012 with strike prices ranging from  
27 \$13-\$16, and 45 across three series that expired in June 2012 with strike prices ranging from

1 \$13-\$15.

2 32. Ultimately, Stokke purchased 203 out-of-the money and at-the-money Barnes &  
3 Noble call options in ten different options series with expiration dates in May, June, and July  
4 2012, at a cost of approximately \$14,000. He sold the remaining positions on April 30, after  
5 the public announcement of the Microsoft and Barnes & Noble deal. These sales resulted in  
6 additional ill-gotten gains in excess of \$182,000.

7 33. Thus, on their illegal Barnes and Noble trades, Jorgenson and Stokke realized ill-  
8 gotten gains of almost \$185,000.

9 **B. Jorgenson And Stokke Traded In Advance Of Microsoft's July 18, 2013**  
10 **Earnings Announcement**

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11 34. In July 2013, Jorgenson and Stokke again illegally profited from inside  
12 information Jorgenson obtained in connection with performing his duties for Microsoft.

13 35. Microsoft's fiscal year begins on July 1 and ends on June 30. At the close of  
14 business on July 18, 2013, Microsoft reported earnings (excluding extraordinary items) of  
15 \$0.660 per share for the fourth quarter ending June 30, 2013. That figure was more than 11  
16 percent below analysts' consensus estimates, which were approximately \$0.747 per share.

17 36. The day Microsoft announced its earnings, its common stock closed at \$35.44 per  
18 share. The next day, following the announcement, Microsoft's common stock closed at \$31.40  
19 per share, a decline of more than 11 percent. In addition, the volume of shares traded increased  
20 by almost 200 million, from approximately 49 million shares on July 18 to approximately 248  
21 million shares on July 19.

22 37. On July 9, 2013, Jorgenson's supervisor forwarded Jorgenson an email with  
23 Microsoft's fourth quarter income statement attached, which showed the projected quarterly  
24 earnings falling far short of the analysts' consensus estimates. As part of his duties at  
25 Microsoft, Jorgenson analyzed how poor earnings announcements of other large cap  
26 technology companies had impacted their stock prices. In conducting that analysis, he noted  
27 that an 11 percent earnings miss by a large technology company in 2013 had resulted in a 10

1 percent decline in that company's stock price the following day.

2 38. The next day, July 10, Jorgenson emailed his analysis to his coworkers. He  
3 included an interactive Excel spreadsheet that generated a potential price movement after the  
4 user inserted a fourth quarter earnings per share figure. Jorgenson intentionally omitted the  
5 actual fourth quarter earnings figures from the spreadsheet to avoid inadvertent forwarding of  
6 such sensitive information.

7 39. Jorgenson has admitted that he knew Microsoft's earnings would be significantly  
8 below market expectations and that the company's stock price would likely decline by at least  
9 six percent.

10 40. On July 9, the same day that Jorgenson received the information about  
11 Microsoft's earnings from his supervisor, he called Stokke. That call lasted approximately 31  
12 minutes. Two days later, July 11, Jorgenson and Stokke had three calls, lasting a total of about  
13 15 minutes, and exchanged three text messages. During this period, Jorgenson tipped Stokke  
14 that Microsoft's fourth quarter earnings were going to "miss badly." Jorgenson also suggested  
15 that they buy some options to get ahead of that information.

16 41. On July 12, Stokke began purchasing Microsoft put option contracts in the  
17 Accounts. A put option contract gives the owner the right to sell a specified amount of an  
18 underlying stock at a specified price, the strike price, within a specified time. A put option  
19 becomes more valuable as the price of the underlying stock declines relative to the strike price.

20 42. From July 12 through July 18, at a cost of more than \$43,000, Stokke bought  
21 1,250 Microsoft put option contracts across five different series that expired in July 2013 and  
22 with strike prices ranging from \$34-\$36.

23 43. Between July 15 and July 18, Stokke sold 450 of the put option contracts,  
24 realizing more than \$11,000 in ill-gotten gains. Stokke sold the remaining 800 put option  
25 contracts on July 19, after the announcement, realizing nearly \$179,000 in ill-gotten gains.

26 44. In addition, as part of their overall scheme to profit on the material non-public  
27 information regarding Microsoft's negative earnings announcement, on July 12, when they

1 began purchasing put options, Jorgenson and Stokke also bought 200 Microsoft call options  
2 that expired in July 2013 with a strike price of \$36, at a cost of approximately \$6,600.  
3 Jorgenson admitted that they did so to hedge against a possible overall market move adverse to  
4 their put options position in Microsoft.

5 45. Stokke sold these call options on July 15 and 16 before the announcement,  
6 realizing nearly \$5,000 in ill-gotten gains.

7 46. Jorgenson and Stokke realized over \$195,000 in ill-gotten gains from their July  
8 2013 trading in Microsoft options.

9 **C. Jorgenson And Stokke Traded In Advance Of Microsoft's October 24, 2013**  
10 **Quarterly Earnings Announcement**

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11 47. Jorgenson and Stokke also traded in advance of Microsoft's October 24, 2013  
12 earnings announcement, in which Microsoft reported its earnings for the first quarter of its  
13 fiscal year, ending September 30, 2013.

14 48. Microsoft reported earnings of \$0.620 per share (excluding extraordinary items),  
15 which was more than 14 percent higher than analysts' consensus estimates, which were  
16 approximately \$0.542 per share. The day after the earnings announcement, October 25,  
17 Microsoft's stock price increased nearly 6 percent, rising from \$33.72 to \$35.73 per share. In  
18 addition, trading volume increased from approximately 53 million shares on October 24 to  
19 approximately 113 million on October 25.

20 49. Prior to the public announcement, through his position at Microsoft, Jorgenson  
21 learned material nonpublic information about Microsoft's upcoming earnings announcement.  
22 Jorgenson tipped that information to Stokke.

23 50. Wary of being detected if they traded directly in Microsoft securities, Jorgenson  
24 and Stokke purchased call options in the Technology Select Sector SPDR Fund, an exchange  
25 traded fund or "ETF" with the ticker symbol "XLK" (hereinafter "XLK ETF"). An "ETF" is a  
26 security that, like an index fund, tracks an index, commodity, or a group of securities, but, like  
27 a stock, trades on an exchange. Because ETFs can be traded throughout the day like a stock,

1 they experience price changes throughout the day as they are bought and sold. Jorgenson  
2 believed that the Microsoft announcement would result in an increase in the share price of the  
3 XLK ETF.

4 51. The XLK ETF seeks to match the returns and characteristics of the S&P  
5 Technology Select Sector Index. As of October 25, 2013, Microsoft was the third largest  
6 holding of XLK ETF, representing over 8 percent of the ETF's total assets. XLK ETF's price  
7 rose from a close of \$33.33 per share on October 24 to \$33.50 on October 25, an increase of  
8 0.51 percent.

9 52. On October 24, prior to the earnings announcement, at a cost of over \$45,000,  
10 Stokke bought 600 out-of-the money and at-the money XLK ETF call option contracts across  
11 six different call option series that expired in October and November 2013 with strike prices  
12 ranging from \$32-\$34 in the Accounts.

13 53. The next day, after Microsoft announced its earnings, Stokke sold the options,  
14 realizing about \$13,000 in ill-gotten gains.

15 54. Jorgenson and Stokke have admitted that they traded in options in the XLK ETF  
16 rather than options in Microsoft in an effort to conceal their fraud.

17 **D. Jorgenson And Stokke Attempted To Conceal Their Fraud**

18 55. Jorgenson and Stokke took steps to conceal their illegal conduct. For example, in  
19 or around July 2013, they bought and used disposable cell phones, also known as “burner  
20 phones,” to conceal the timing and nature of their communications with each other.

21 56. In addition, Stokke paid Jorgenson part of his share of their ill-gotten gains in  
22 cash—paying him in increments of \$10,000. Jorgenson and Stokke admitted that the payments  
23 were in cash because they knew that their trading in connection with the Microsoft  
24 announcements was illegal and they did not want to leave a “paper trail” to Jorgenson.

25 **E. Jorgenson Breached His Duty To Microsoft And Knew That His Conduct**  
26 **Violated Microsoft's Policies**

27 57. During the relevant period, Microsoft had a Corporate Policy on Insider Trading,

1 which was included in the Microsoft Handbook for employees. That policy prohibited  
2 employees from buying, selling, or tipping others regarding the securities of Microsoft or any  
3 other company with which Microsoft was negotiating an investment or acquisition. Jorgenson  
4 was familiar with the Microsoft Handbook, accessing the online version at least three times—  
5 twice during 2011, shortly after he began working for Microsoft, and again on April 19, 2012,  
6 the day before Stokke began buying Barnes & Noble call options in Account 1.

7 58. In addition, on January 11, 2011, at or around the time he began working for  
8 Microsoft, Jorgenson acknowledged his obligation not to disclose Microsoft's confidential  
9 information, signing an Employee Agreement that prohibits such disclosure.

10 **F. Jorgenson and Stokke Violated The Federal Securities Laws**

11 59. In violation of duties he owed to Microsoft and/or its shareholders, Jorgenson  
12 misappropriated and/or used material nonpublic information from his employer, Microsoft. In  
13 advance of the three public announcements discussed herein, Jorgenson knowingly and/or  
14 recklessly tipped Stokke, his friend and business partner, material nonpublic information in  
15 violation of his fiduciary duty, or obligation arising out of a similar relationship of trust and  
16 confidence.

17 60. Jorgenson knew that the information tipped was nonpublic and material for  
18 trading purposes or acted with reckless disregard of the nature of the information.

19 61. A reasonable investor would have viewed the information relating to the three  
20 public announcements as being important to his investment decision and or significantly  
21 altering the mix of information available to the public. In addition, Microsoft considered this  
22 information confidential and had policies or procedures to protect confidential information.

23 62. Jorgenson tipped the material nonpublic information to Stokke knowing that he  
24 would trade on the basis of that information, or recklessly indifferent as to whether Stokke  
25 would trade, and with the expectation of receiving a benefit.

26 63. As an experienced trader who hoped to start a hedge fund and as an experienced  
27 professional in the securities and financial services industry, Jorgenson knew that it was a

1 violation of the securities laws to purchase securities, including options, while in possession of  
2 material nonpublic information, or to tip that information to someone else so that they could  
3 purchase securities.

4 64. Jorgenson intended for Stokke to trade on the basis of the material nonpublic  
5 information he provided, collaborated with him on deciding what trades to place, and expected  
6 to receive half of the profits.

7 65. Stokke knew, or should have known, that Jorgenson provided the material  
8 nonpublic information to him in violation of a fiduciary duty or similar obligation arising from  
9 a relationship of trust and confidence. And Stokke intentionally or recklessly traded while in  
10 possession of this material nonpublic information.

11 66. As an experienced trader who hoped to start a hedge fund and with experience  
12 working in the securities and financial services industry, Stokke knew that it was a violation of  
13 the securities laws to purchase securities, including options, while in possession of material  
14 nonpublic information, or to tip someone else so that they could purchase securities.

15 67. On the basis of the material nonpublic information tipped by Jorgenson, Stokke  
16 purchased Barnes & Noble, Microsoft, and XLK ETF securities. All of the purchases alleged  
17 herein resulted from Jorgenson and Stokke's possession and use of material nonpublic  
18 information in order to benefit themselves.

19 68. Stokke provided Jorgenson approximately \$40,000-\$50,000 in cash derived from  
20 their illicit trading. In addition, Jorgenson and Stokke believed, understood, and/or expected  
21 that half of the value of the Accounts in which they carried out their scheme belonged to  
22 Jorgenson. They kept a significant portion of the proceeds from their illegal trades in the  
23 Accounts because they were collaborating on investing and hoped to start a hedge fund  
24 together.

25 69. Jorgenson and Stokke admitted that they engaged in the conduct described herein  
26 and that they knew it was illegal for them to trade on the basis of material nonpublic  
27 information.

**FIRST CLAIM FOR RELIEF**

**Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Thereunder**

70. The Commission realleges and incorporates by reference each and every allegation in paragraphs 1 through 69, inclusive, as if they were fully set forth herein.

71. By engaging in the conduct described above, Defendants, knowingly or recklessly, in connection with the purchase or sale of securities, directly or indirectly, by the use of means or instrumentalities of interstate commerce, or the mails, or the facilities of a national securities exchange:

(a) employed devices, schemes, or artifices to defraud;

(b) made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and/or

(c) engaged in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon any person in connection with the purchase or sale of any security.

72. By engaging in the foregoing conduct, Defendants have violated and, unless enjoined, will continue to violate Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5].

**SECOND CLAIM FOR RELIEF**

**Violations of Section 10(b) of the Exchange Act and Rule 10(b)-5 Thereunder,**

**Pursuant to Section 20(d) of the Exchange Act**

73. The Commission realleges and incorporates by reference each and every allegation in paragraphs 1 through 72, inclusive, as if they were fully set forth herein.

74. In advance of Microsoft's October 24, 2013 earnings announcement, Defendants traded in XLK ETF to take advantage of material nonpublic information Jorgenson had obtained through his employment at Microsoft.

75. Had Defendants communicated, purchased, or sold Microsoft common stock while in possession of that material, nonpublic information, such trades would have violated

1 Section 10(b) of the Exchange Act and Rule 10(b)-5 thereunder.

2 76. The XLK ETF is a group of securities that contains Microsoft common stock.

3 77. By purchasing XLK ETF call options while in possession of material nonpublic  
4 information regarding Microsoft, pursuant to Section 20(d) of the Exchange Act, Defendants  
5 violated Section 10(b) of the Exchange Act and Rule 10(b)-5 thereunder and, unless enjoined,  
6 will continue to violate Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5  
7 [17 C.F.R. § 240.10b-5].

8 **PRAYER FOR RELIEF**

9 WHEREFORE, the Commission respectfully requests that this Court enter a final  
10 judgment:

11 I.

12 Permanently restraining and enjoining Jorgenson and Stokke from, directly or  
13 indirectly, violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5  
14 thereunder [17 C.F.R. § 240.10b-5];

15 II.

16 Ordering Jorgenson and Stokke, jointly and severally, to disgorge the unlawful trading  
17 profits derived from the activities set forth in this Complaint, together with prejudgment  
18 interest;

19 III.

20 Ordering Jorgenson and Stokke to pay civil penalties up to three times the profits made  
21 pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1];

22 IV.

23 Permanently barring Jorgenson from acting as an officer or director of any issuer  
24 that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C.  
25 § 78l] that is required to file reports under Section 15(d) of the Exchange Act [15 U.S.C.  
26 § 78o(d)] pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)] and Section  
27 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)]; and

V.

Grant such other and further relief as this Court may determine to be just and necessary.

Dated: December 19, 2013

Respectfully submitted,

By: s/ John V. Donnelly III

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Pursuant to Local GR 2(c)(2))  
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