

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

**SEAN KELLY; LIONS SHARE
ASSOCIATES, INC; LIONS SHARE
TAX SERVICES, LLC; LIONS
SHARE FINANCIAL SERVICES OF
EAST COBB, INC.,**

Defendants.

Civil Action File No.

1:18-cv-4939-TCB

TEMPORARY RESTRAINING ORDER

Upon motion [2] of the Securities and Exchange Commission, upon the certification [2-2] of the Commission submitted pursuant to Rule 65(b) and (d) of the Federal Rules of Civil Procedure, and upon the complaint [1] in this action and supporting documents relied on and submitted therewith, and it appearing from the allegations set forth in the papers submitted by the Commission that the Defendants Sean Kelly;

Lion's Share Associates, Inc. ("LS Associates"); Lion's Share Tax Services, LLC ("LS Tax"); and Lion's Share Financial Services of East Cobb, Inc. ("LS Financial") (collectively, "Defendants") pending final determination of this action may, unless restrained, continue to engage in acts and practices that constitute violations of Sections 17(a)(1)-(a)(3) of the Securities Act of 1933 [15 U.S.C. §§ 77e(a), 77e(c), and 77q(a)(1)-(a)(3)]; Section 10(b) of the Securities Exchange Act of 1934 [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5] thereunder; and Sections 206(1) and (2) of the Investment Advisers Act of 1940 [15 U.S.C. §§ 80b-6(1), (2), (4)]; and that Defendants may dissipate funds fraudulently obtained, and it appearing that adequate grounds exist for granting the motion [2] and issuing this Temporary Restraining Order as proposed by the SEC and modified by the Court:

I.

IT IS HEREBY ORDERED that Defendants show cause, if any there be, before Judge Batten of this Court at 2:00 p.m. on the 8th day of November, 2018 in Courtroom 2142 of the Richard B. Russell Building and Courthouse, 75 Spring Street, Atlanta, GA 30303, or as soon thereafter as the matter can be heard, why a preliminary injunction

pursuant to Rule 65 of the Federal Rules of Civil Procedure should not be granted as requested by the Commission.

II.

IT IS FURTHER ORDERED that until further order of this Court the assets of Defendants be, and hereby are, frozen. The freeze shall include but not be limited to those funds located in any bank accounts, brokerage accounts, mutual funds, hedge funds and any other accounts or property of any defendant. In addition, proceeds derived from the conduct alleged in the Commission's complaint are hereby frozen regardless of where said proceeds are located. Pending determination of the Commission's motion for a preliminary injunction, Defendants and their officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, except any trustee, receiver or special fiscal agent appointed by this Court, be, and hereby are, restrained from, directly and indirectly, transferring, setting off, receiving, changing, selling, pledging, assigning, liquidating or otherwise disposing of or withdrawing any assets and property owned by, controlled by, or in the possession of said Defendants, including, but not

limited to, cash, securities, free credit balances, real property, and/or property pledged or hypothecated as collateral for loans.

III.

IT IS FURTHER ORDERED that with respect to the asset freeze provided for in Section II, above, any bank, brokerage firm, mutual fund, hedge fund or other financial institution or any other person, partnership, corporation or other entity maintaining or having custody or control of: (a) any brokerage or depository accounts or other assets of the Defendants ; or, (b) accounts, securities or funds of any kind into which investor or customer funds or proceeds have been invested or deposited; (c) accounts or assets under the direct or indirect control of any Defendant, or (d) other tangible or intangible assets under the direct or indirect control of any Defendant, who receives actual notice of this Order, shall:

- (i) freeze such accounts, funds or assets;
- (ii) within five (5) business days of receipt of such notice, file with the Court and serve on counsel for the Commission and for the Defendants, a certified statement setting forth, with respect to each such account, fund or other assets, the balance in the account or the

description of the assets as of the close of business on the date of the receipt of the notice;

(iii) promptly cooperate with the Commission to determine whether and to what extent any accounts, funds or other assets are, in fact, assets or proceeds of assets of any of the Defendants.

IV.

IT IS FURTHER ORDERED that, until further order of this Court, Defendants and their agents, servants, employees, attorneys, and all persons in active concert or participation with them are enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5(a), (b) and (c) promulgated thereunder [17 C.F.R. § 240.10b-5(a), (b) and (c)], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading;

(c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person; by providing false or misleading information or omitting to provide material information to actual or prospective investors concerning the performance, return, existence, use or disposition of investor funds.

V.

IT IS FURTHER ORDERED that, until further order of this Court, Defendants and their agents, servants, employees, attorneys, and all persons in active concert or participation with them are enjoined from violating, directly or indirectly, Section 17(a)(1), (2) and (3) of the Securities Act of 1933 [15 U.S.C. § 77q(a)(1), (2) and (3)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission to state a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading, or

(c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser; by providing false or misleading information or omitting to provide material information to actual or prospective investors concerning the performance, return, existence, use or disposition of investor funds.

VI.

IT IS HEREBY ORDERED that until further order of this Court, Defendants are restrained and enjoined from violating, directly or indirectly, Sections 206(1) and (2) of the Investment Advisers Act of 1940 (the “Advisers Act”) [15 U.S.C. §§ 80b-6(1), (2)] by using any means or instrumentality of interstate commerce, or the mails, directly or indirectly, to employ any device, scheme, or artifice to defraud any client or prospective client; to engage in any transaction, practice, or course of business which operates as a fraud or deceit upon any client or prospective client; or to engage in any act, practice, or course of business which is fraudulent, deceptive, or manipulative; by providing false or misleading information or omitting to provide material information to actual or prospective investors concerning the performance, return, existence, use or disposition of investor funds.

VII.

IT IS FURTHER ORDERED that the Commission, for good cause shown, may take expedited discovery as follows:

A. The Commission may take depositions upon oral examination subject to **six**-days notice prior to the expiration of 30 days after service of the Summons and Complaint upon Defendants, pursuant to Rule 30(a) of the Federal Rules of Civil Procedure;

B. Pursuant to Rule 33(a) of the Federal Rules of Civil Procedure, the Defendants shall answer all of the Commission's interrogatories within **six** days of service of such interrogatories;

C. Pursuant to Rule 34 of the Federal Rules of Civil Procedure, upon request of the Commission, the Defendants shall produce all documents within **six** days of service of such request;

D. Pursuant to Rule 36(a) of the Federal Rules of Civil Procedure, the Defendants shall answer all of the Commission's requests for admissions within **six** days of service of such request;

E. The Commission may serve discovery requests by electronic mail or by any other means provided for within the Federal Rules of Civil Procedure;

All written responses to the Commission's discovery requests shall be delivered to the Commission at 950 E. Paces Ferry Rd. NE, Suite 900, Atlanta, GA 303026 or such other place as counsel for the Commission may direct, by the most expeditious means available, including electronic mail.

VIII.

IT IS FURTHER ORDERED that, until further order of this Court, Defendants and their officers, agents, employees, servants, attorneys, any bank or financial institution holding any assets of the Defendants and all persons in active concert or participation with them, and each of them, are restrained and enjoined from destroying, transferring or otherwise rendering illegible all books, records, papers, ledgers, accounts, statements and other documents employed in any of such Defendants' business, including electronic records, which reflect the business activities of either of the Defendants, or which reflect the transactions described in the Commission's Complaint.

IX.

IT IS FURTHER ORDERED that, within thirty days, the Defendants shall provide to the SEC and file with the Court an accounting of all customer funds received by them or entrusted to their custody since 2014.

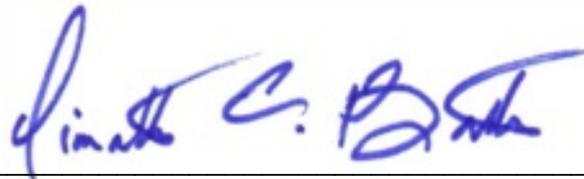
X.

IT IS FURTHER ORDERED that this Order does not preclude the Commission from seeking disgorgement and prejudgment interest and the imposition of civil penalties, a permanent injunction, or any other relief, in this action.

XI.

IT IS FURTHER ORDERED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Order. This Order shall expire on November 9, 2018 unless otherwise ordered by the Court.

IT IS SO ORDERED this 26th day of October, 2018.

A handwritten signature in blue ink, appearing to read "Timothy C. Batten, Sr.", is written over a horizontal line.

Hon. Timothy C. Batten, Sr.
United States District Judge