

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

**SECURITIES ACT of 1933**  
**Release No. 9090 / December 16, 2009**

**SECURITIES EXCHANGE ACT of 1934**  
**Release No. 61182 / December 16, 2009**

**In the Matter of**  
  
**Investools Inc.,**  
  
**Respondent.**

**ORDER UNDER SECTION 27A(b) OF THE  
SECURITIES ACT OF 1933 AND SECTION  
21E(b) OF THE SECURITIES EXCHANGE  
ACT OF 1934, GRANTING WAIVERS OF  
THE DISQUALIFICATION PROVISIONS OF  
SECTION 27A(b)(1)(A)(ii) OF THE  
SECURITIES ACT OF 1933 AND SECTION  
21E(b)(1)(A)(ii) OF THE SECURITIES  
EXCHANGE ACT OF 1934 AS TO  
INVESTTOOLS INC. AND ITS AFFILIATES**

Investools Inc. (“Investools”) has submitted a letter on behalf of itself and any of its current and future affiliates, dated November 18, 2009, requesting a waiver of the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act of 1933 (“Securities Act”) and Section 21E(b)(1)(A)(ii) of the Securities Exchange Act of 1934 (“Exchange Act”) arising from its settlement of an injunctive action filed by the Commission.

On December 10, 2009, the Commission filed a civil injunctive action in the United States District Court for the District of Columbia, alleging that Investools is liable as a controlling person under Section 20(a) of the Exchange Act for violations by its employees of Section 10(b) of the Exchange Act and Exchange Act Rule 10b-5. In its complaint, the Commission alleged that certain Investools sales personnel committed fraud during sales presentations at workshops that Investools held throughout the United States. The complaint further alleged that, from 2004 to approximately June 2007, Investools failed to adequately supervise its sales personnel. The complaint alleged that, during that time, Investools management learned that certain of its speakers were claiming, at investor workshops, that their securities trading was tremendously profitable. The complaint also alleged that Investools never required its speakers to provide it with

documentation substantiating their trading success claims, such as brokerage account statements or tax forms. On December 16, 2009, pursuant to Investools' consent, the United States District Court for the District of Columbia entered a Final Judgment permanently enjoining Investools from violating, directly or indirectly, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder [15 U.S.C. §78j(b); 17 C.F.R. §240.10b-5].

The safe harbor provisions of Section 27A(c) of the Securities Act and Section 21E(c) of the Exchange Act are not available for any forward looking statement that is "made with respect to the business or operations of an issuer, if the issuer . . . during the 3-year period preceding the date on which the statement was first made . . . has been made the subject of a judicial or administrative decree or order arising out of a governmental action that (I) prohibits future violations of the antifraud provisions of the federal securities laws; (II) requires that the issuer cease and desist from violating the antifraud provisions of the securities laws; or (III) determines that the issuer violated the antifraud provisions of the securities laws[.]" Section 27A(b)(1)(A)(ii) of the Securities Act and Section 21E(b)(1)(A)(ii) of the Exchange Act. The disqualifications may be waived "to the extent otherwise specifically provided by rule, regulation, or order of the Commission." Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act.

Based on the representations set forth in Investools' letter, the Commission has determined that, under the circumstances, the request for a waiver of the disqualifications resulting from the entry of the Final Judgment is appropriate and should be granted.

Accordingly, **IT IS ORDERED**, pursuant to Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act, that a waiver from the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act and Section 21E(b)(1)(A)(ii) of the Exchange Act as to Investools and any current or future affiliates resulting from the entry of the Final Judgment is hereby granted.

By the Commission.

Elizabeth M. Murphy  
Secretary