

IN THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

RYAN M. REYNOLDS; ET AL.

Defendants.

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CIVIL ACTION NO. 3:08-CV-0438

ECF

PLAINTIFF SECURITIES AND EXCHANGE COMMISSION'S NOTICE OF FILING OF CONSENT OF DEFENDANTS CARLTON FLEMING, REGUS INVESTMENT GROUP, LLC AND THOMAS WADE INVESTMENTS, LLC, AND REQUEST FOR ENTRY OF JUDGMENT OF PERMANENT INJUNCTION

Plaintiff Securities and Exchange Commission ("Commission") hereby files the Consent to entry of permanent injunctions by Defendants Carlton Fleming, Regus Investment Group, LLC and Thomas Wade Investments, LLC (together the "Defendants"), with a Proposed Judgment as to each Defendant attached to the Consent, all attached as Exhibit A hereto.

The Consent and Proposed Judgment represents partial settlements of this action between the Commission and Defendants. The Proposed Judgments will permanently enjoin Defendants from future violations of Section 5 of the Securities Act of 1933 [15 U.S.C. § 77e]. Further, the Proposed Judgment provides that, upon motion of the Commission, the Court will determine the appropriate disgorgement, including prejudgment interest and civil penalties, as well as the propriety of penny stock bars against Defendants.

The Commission respectfully requests that the Court accept the Consent and enter the Proposed Judgment against Defendants.

Dated: December 29, 2010

Respectfully submitted,

**UNITED STATES SECURITIES
AND EXCHANGE COMMISSION**

By: /s/ Jonathan Polish
By: One of its attorneys
Jonathan S. Polish
Timothy S. Leiman
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175 W. Jackson Blvd, Suite 900
Chicago, Illinois 60604
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ADMITTED PRO HAC VICE

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

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CIVIL ACTION NO. 3:08-CV-0438-B

ECF

**CONSENT OF DEFENDANTS CARLTON FLEMING,
REGUS INVESTMENT GROUP, LLC AND
THOMAS WADE INVESTMENTS, LLC**

1. Defendants Carlton Fleming, Regus Investment Group, LLC and Thomas Wade Investments, LLC (together the "Defendants") acknowledge having been served with the Complaint in this action, have entered a general appearance, and have admitted the Court's jurisdiction over Defendants and over the subject matter of this action.

2. Without admitting or denying the allegations of the Complaint (except as to personal and subject matter jurisdiction, which Defendants admit), Defendants hereby consent to the entry of the Judgment in the form attached hereto (the "Judgment") and incorporated by reference herein, which, among other things permanently restrain and enjoin Defendants from violating Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and (c)] by, directly or indirectly, in the absence of any applicable exemption: (a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise; (b) Unless a registration statement is in effect as to a

security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or (c) Making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding of examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

3. Defendants agree that the Court shall order disgorgement of ill-gotten gains, prejudgment interest thereon, and a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)]. Defendants further agree that the amounts of the disgorgement, civil penalty, and prejudgment interest, as well as the propriety of, need for, and imposition of a permanent Penny Stock Bar, pursuant to Section 20(g) of the Securities Act [15 U.S.C. § 77t(g)], shall be determined by the Court upon motion of the Commission. Defendants further agree that in connection with the Commission's motion for relief, and at any hearing held on such a motion: (a) Defendants will be precluded from arguing that they did not violate the federal securities laws as alleged in the Complaint; (b) Defendants may not challenge the validity of this Consent or the Judgment; (c) solely for the purposes of such motion, the allegations of the Complaint shall be accepted as and deemed true by the Court; and (d) the Court may determine the issues raised in the motion on the basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary evidence, without regard to the standards for summary judgment contained in Rule 56(c) of the Federal Rules of Civil Procedure. In

connection with the Commission's motion for relief, the parties may take discovery, including discovery from appropriate non-parties.

4 Defendants waive the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

5 Defendants waive the right, if any, to a jury trial and to appeal from the entry of the Judgment.

6 Defendants enter into this Consent voluntarily and represent that no threats, offers, promises, or inducements of any kind have been made by the Commission or any member, officer, employee, agent, or representative of the Commission to induce Defendants to enter into this Consent.

7 Defendants agree that this Consent shall be incorporated into the Judgment with the same force and effect as if fully set forth therein.

8 Defendants will not oppose the enforcement of the Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waive any objection based thereon.

9 Defendants waive service of the Judgment and agree that entry of the Judgment by the Court and filing with the Clerk of the Court will constitute notice to Defendants of its terms and conditions. Defendants further agree to provide counsel for the Commission, within thirty days after the Judgment is filed with the Clerk of the Court, with an affidavit or declaration stating that Defendants have received and read a copy of the Judgment.

10 Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims asserted against Defendants in this civil proceeding. Defendants acknowledge that no promise or representation has been made by the Commission or any member, officer, employee, agent, or

representative of the Commission with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. Defendants waive any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Defendants further acknowledge that the Court's entry of a permanent injunction may have collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding. In addition, in any disciplinary proceeding before the Commission based on the entry of the injunction in this action, Defendants understand that they shall not be permitted to contest the factual allegations of the Complaint in this action.

11. Defendants understand and agree to comply with the Commission's policy "not to permit a Defendants or respondent to consent to a judgment or order that imposes a sanction while denying the allegations in the Complaint or order for proceedings." 17 C.F.R. § 202.5. In compliance with this policy, Defendants agree: (a) not to take any action or to make or permit to be made any public statement denying, directly or indirectly, any allegation in the Complaint or creating the impression that the Complaint is without factual basis; and (b) that upon the filing of this Consent, Defendants hereby withdraw any papers filed in this action to the extent that they deny any allegation in the Complaint. If Defendants breach this agreement, the Commission may petition the Court to vacate the Judgment and restore this action to its active docket. Nothing in this paragraph affects Defendants': (a) testimonial obligations or (b) right to take

legal or factual positions in litigation or other legal proceedings in which the Commission is not a party.

12. Defendants hereby waive any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her official capacity, directly or indirectly, reimbursement of attorney's fees or other fees, expenses, or costs expended by Defendants to defend against this action. For these purposes, Defendants agree that Defendants are not the prevailing parties in this action since the parties have reached a good faith settlement.

13. In connection with this action and any related judicial or administrative proceeding or investigation commenced by the Commission or to which the Commission is a party, Defendants (a) agree to appear and be interviewed by Commission staff at such times and places as the staff requests upon reasonable notice; (b) will accept service by mail or facsimile transmission of notices or subpoenas issued by the Commission for documents or testimony at depositions, hearings, or trials, or in connection with any related investigation by Commission staff; (c) appoint Defendants' undersigned attorney as agent to receive service of such notices and subpoenas; (d) with respect to such notices and subpoenas, waive the territorial limits on service contained in Rule 45 of the Federal Rules of Civil Procedure and any applicable local rules, provided that the party requesting the testimony reimburses Defendants' travel, lodging, and subsistence expenses at the then-prevailing U.S. Government per diem rates; and (e) consent to personal jurisdiction over Defendants in any United States District Court for purposes of enforcing any such subpoena.

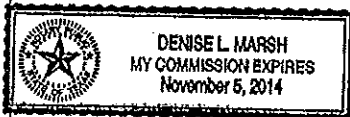
14. Defendants agree that the Commission may present the Judgment to the Court for signature and entry without further notice.

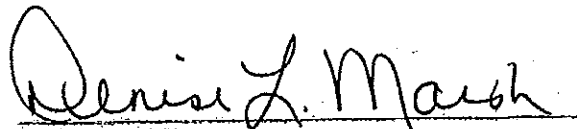
15. Defendants agree that this Court shall retain jurisdiction over this matter and over Defendants for the purpose of enforcing the terms of the Judgment.

Dated: December 14, 2010


CARLTON FLEMING


On December 14, 2010, Carlton Fleming, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.




Notary Public
Commission expires:

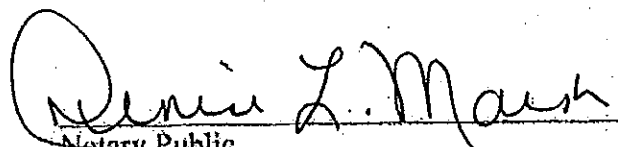
Dated: December 14, 2010

REGUS INVESTMENT GROUP, LLC

By: 
Its: MANAGING MEMBER

On December 14, 2010, Carlton Fleming, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.




Notary Public
Commission expires:

Dated: December 14, 2010

THOMAS WADE INVESTMENTS, LLC

By: Carlton Fleming
Its: MANAGING MEMBER

On December 14, 2010, Carlton Fleming, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.



Denise L. Marsh
Notary Public
Commission expires:

Approved as to form:

Gene R. Besen
Gene R. Besen
SNR Denton US LLP
2000 McKinney Ave, Suite 1900
Dallas, Texas 75201

Attorney for Defendants

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

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RYAN M. REYNOLDS; ET AL.

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CIVIL ACTION NO. 3:08-CV-0438-B

ECF

**JUDGMENT AS TO DEFENDANTS CARLTON FLEMING,
REGUS INVESTMENT GROUP, LLC AND
THOMAS WADE INVESTMENTS, LLC**

The Securities and Exchange Commission having filed a Complaint and Defendants Carlton Fleming, Regus Investment Group, LLC and Thomas Wade Investments, LLC (together the "Defendants") having entered a general appearance; consented to the Court's jurisdiction over Defendants and the subject matter of this action; consented to entry of this Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Judgment:

I.

IT IS ORDERED, ADJUDGED, AND DECREED that Defendants and their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 5 of the Securities Act [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable exemption:

- (a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;
- (b) Unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or
- (c) Making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants shall pay disgorgement of ill-gotten gains, prejudgment interest thereon, and a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)]. The Court shall determine the amounts of the disgorgement, prejudgment interest, and civil penalty upon motion of the Commission. Further, upon such motion of the Commission, the Court shall determine whether

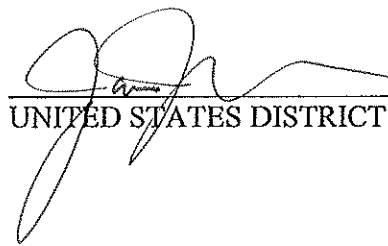
it is appropriate to order a permanent Penny Stock Bar pursuant to Section 20(g) of the Securities Act [15 U.S.C. § 77t(g)].

In connection with the Commission's motion for relief, and at any hearing held on such a motion: (a) Defendants will be precluded from arguing that they did not violate the federal securities laws as alleged in the Complaint; (b) Defendants may not challenge the validity of the Consent or this Final Judgment; (c) solely for the purposes of such motion, the allegations of the Complaint shall be accepted as and deemed true by the Court; and (d) the Court may determine the issues raised in the motion on the basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary evidence, without regard to the standards for summary judgment contained in Rule 56(c) of the Federal Rules of Civil Procedure. In connection with the Commission's motion for relief, the parties may take discovery, including discovery from appropriate non-parties.

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendants shall comply with all of the undertakings and agreements set forth herein. IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

Dated: 1/3/, 11


UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

I hereby certify that on December 29, 2010, I electronically filed the foregoing document with the clerk of court for the U.S. District Court, Northern District of Texas, using the electronic case filing system of the court. The electronic case filing system sent a "Notice of Electronic Filing" to all attorneys of record who have consented in writing to accept this Notice as service of this document by electronic means.

/s/ Jonathan S. Polish