

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 80091 / February 23, 2017**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-17854**

**In the Matter of**

**BRIAN S. HUDNALL,**

**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO SECTION 15(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934,**  
**MAKING FINDINGS, AND IMPOSING**  
**REMEDIAL SANCTIONS**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Brian S. Hudnall (“Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings and the findings contained in paragraph III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, 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. Hudnall, age 39, is a resident of Liberty, Missouri. From at least 2008 through at least 2014, while acting as a broker, Hudnall used means of interstate commerce to induce investors to purchase the securities of JBH Consulting Group, LLC (“JBH”), a Missouri limited liability company headquartered in Liberty, Missouri.

2. On February 9, 2017, a final judgment was entered by consent against Hudnall, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 (“Securities Act”) and Sections 10(b) and 15(a) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 10b-5 thereunder in the civil action entitled Securities and Exchange Commission v. Hudnall et al., Civil Action No. 17-CV-00059 in the United States District Court for the Western District of Missouri, Western Division.

3. The Commission’s complaint alleged that Hudnall violated Sections 5(a) and 5(c) of the Securities Act by offering and selling JBH securities in transactions that were not registered with the Commission and violated Section 15(a) of the Exchange Act by acting as an unregistered broker in those transactions. According to the complaint, Hudnall raised more than \$16 million from investors in at least 20 separate JBH securities offerings from 2008 to 2014. The Commission also alleged that Hudnall violated anti-fraud provisions of the securities laws, namely Securities Act Section 17(a), Exchange Act Section 10(b), and Exchange Act Rule 10b-5, by, among other things, making untrue and misleading statements in the JBH securities transactions and by misusing investor proceeds.

#### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Hudnall’s Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Hudnall be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and

Pursuant to Section 15(b)(6) of the Exchange Act Respondent Hudnall be, and hereby is barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a

customer, whether or not related to the conduct that served as the basis for the Commission order;  
and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct  
that served as the basis for the Commission order.

By the Commission.

Brent J. Fields  
Secretary