

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 95630 / August 29, 2022**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 6099 / August 29, 2022**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-21018**

**In the Matter of**

**Jonathan Dax Cooke,**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE PROCEEDINGS  
PURSUANT TO SECTION 15(b) OF THE  
SECURITIES EXCHANGE ACT OF 1934 AND  
SECTION 203(f) OF THE INVESTMENT  
ADVISERS ACT OF 1940, 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”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Jonathan Dax Cooke (“Respondent” or “Cooke”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (“Offer”) that the Commission has determined to accept. Respondent admits the findings set forth in Section III.1-4 below, admits the Commission’s jurisdiction over him and the subject matter of these proceedings, and consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, 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. Jonathan Dax Cooke, age 38, lives in Medellin, Colombia. From May 2009 to December 2014, Cooke was a registered representative with LPL Financial, LLC ("LPL"), which was dually registered with the Commission as a broker-dealer and an investment adviser, and worked at LPL's Alpharetta Office of Supervisory Jurisdiction. Cooke also owned 50% of Keystone Capital Partners, Inc. d/b/a Federal Employees Benefits Counselors ("FEBC"). Between 2012 and 2104, Cooke was FEBC's Chief Executive Officer.

2. On March 21, 2022, after a nine day trial in the civil action styled Securities and Exchange Commission v. Jonathan Dax Cooke, et al., Civil Action Number 1:17-CV-02873-JSA, in the United States District Court for the Northern District of Georgia., a jury returned a verdict finding that Cooke had (a) violated, and aided and abetted violations of, Section 17(a) of the Securities Act of 1933 ("Securities Act"), Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and (b) aided and abetted violations of Section 17(a) of the Exchange Act and Rule 17a-4(b)(4) promulgated thereunder. The jury also found Cooke liable as a control person for FEBC's violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

3. On August 19, 2022 the Court in the above-styled litigation entered a final judgment by consent against Cooke that, among other things, permanently enjoined Cooke from future violations of Sections 17(a) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder, and from aiding and abetting future violations of Section 17(a) of the Exchange Act and Rule 17a-4(b)(4) promulgated thereunder.

4. The Commission's complaint alleged that, between approximately March 2012 and November 2014, Cooke and others fraudulently induced federal employees to rollover significant funds from their federal retirement accounts, referred to as Thrift Savings Plan ("TSP") accounts, into variable annuity products promoted under the banner of FEBC.

### IV.

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

Accordingly, it is hereby ORDERED, pursuant to Section 15(b)(6) of the Exchange Act and Section 203(f) of the Advisers Act, that Respondent Cooke 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

It is further hereby ORDERED, pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Cooke 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, compliance with the Commission's Order and payment of any or all of the following: (a) any disgorgement or civil penalties ordered by a Court against the Respondent in any action brought by the Commission; (b) any disgorgement amounts ordered against the Respondent for which the Commission waived payment; (c) any arbitration award related to the conduct that served as the basis for the Commission's Order; (d) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission's Order; and (e) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission's Order.

By the Commission.

Vanessa A. Countryman  
Secretary