

OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Jerome L. DeFries,
Insights Now, LLC,

Respondents.

ODS File No. 13-006

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) ss.

The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

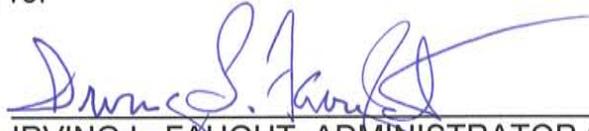
1. That he is the Administrator of the Oklahoma Department of Securities ("Administrator").
2. That a copy of the *Order to Cease and Desist and Notice of Opportunity for Hearing*, ("Order and Notice") was delivered to Affiant in the office of the Administrator on the 12th day of March, 2013, pursuant to Section 1-611 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011).
3. That the Administrator has received service of process on behalf of Respondents, pursuant to Section 1-611 of the Act.
4. That a copy of the Order and Notice and a copy of this *Notice of Service on the Administrator and Affidavit of Compliance* are being sent this ___ day of March, 2013, by certified mail, return receipt requested, delivery restricted to the addressees, to the last known addresses of Respondents, in compliance with Section 1-611 of the Act.

5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 1-611 of the Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 12th day of March, 2013.

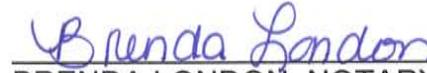
(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

Subscribed and sworn to before me this 12th day of March, 2013.

(SEAL)



BRENDA LONDON, NOTARY PUBLIC



STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Jerome L. DeFries,
Insights Now, LLC,

Respondents.

ODS File No. 13-006

ORDER TO CEASE AND DESIST
AND
NOTICE OF OPPORTUNITY FOR HEARING

ORDER TO CEASE AND DESIST

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), an investigation was conducted by the Oklahoma Department of Securities ("Department") into the activities of Jerome L. DeFries ("DeFries") and Insights Now, LLC ("IN") (collectively, "Respondents").

Findings of Fact

1. DeFries is an individual who, on information and belief, currently resides in Bonner Springs, Kansas. DeFries is not, and at all times material hereto was not, registered in any capacity under the Act.
2. IN is an administratively dissolved limited liability company operating from Bonner Springs, Kansas. IN is not, and at all times material hereto was not, registered in any capacity under the Act. DeFries is the Business Manager of IN.
3. Sometime in 2008, an Oklahoma resident ("Investor") contacted the Respondents based on a referral from a business contact.
4. During the course of several telephone calls with the Investor, in Oklahoma, DeFries represented that although return rates fluctuated, Respondents were earning a monthly compounded return of approximately 10%.
5. Respondents sent to the Investor, via mail to her Oklahoma residence, a "Joint Venture Contract" ("JVC").

6. The JVC states that: Investor's funds will be pooled with IN's and any other investors' funds for currency and other market trading; IN will use its best efforts to enhance pooled funds during trading; the Investor will be apportioned a share of profits; the Investor, upon written request and/or termination of the JVC, will receive any and all funds and/or profits from IN within 10 days; and IN will not be compensated from any trading and/or administrative fees.

7. On April 17, 2008, the Investor signed the JVC investing \$75,000, via a teller's check, with the Respondents.

8. On April 20, 2008, DeFries signed the JVC as IN's Business Manager.

9. Based upon the promise of a higher profit-sharing percentage and representations the investment was profitable, the Investor continued to increase her investment with the Respondents. Over the course of a 13-month period ending in February 2009, her investments with the Respondents totaled \$301,800.

10. Respondents, in January 2010, represented to the Investor that her gross monthly profit from June to December 2009 ranged between 5.2% to 8.4% and that her account balance with IN, as of December 2009, was \$677,529.28.

11. Sometime in August 2009, the Investor began requesting fund withdrawals. DeFries made excuses as to why withdrawals could not be made.

12. By spring 2010, DeFries informed the Investor that her money was gone.

13. In January 2012, the Respondents returned to the Investor a total of \$500 of the \$301,800 invested.

14. Respondents utilized Investor's funds through multiple cash withdrawals and/or other non-investment expenditures.

15. The JVC is not registered in any capacity under the Act or federal securities laws.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Authorities

1. Section 1-102 of the Act provides in pertinent part:

2. "Agent" means an individual . . . who represents an issuer in effecting or attempting to effect purchases or sales of the issuer's securities.

* * *

19. "Issuer" means a person that issues or proposes to issue a security[.]

* * *

32. "Security" means . . . an "investment contract"[.] . . . The term [security]:

* * *

d. includes as an "investment contract" an investment in a common enterprise with the expectation of profits to be derived primarily from the efforts of a person other than the investor and a "common enterprise" means an enterprise in which the fortunes of the investor are interwoven with those of either the person offering the investment, a third party, or other investors[.]

2. Section 1-301 of the Act provides in pertinent part:

It is unlawful for a person to offer or sell a security in this state unless:

1. The security is a federal covered security;
2. The security, transaction, or offer is exempted from registration under [Sections 1-201 through 1-203]; or
3. The security is registered under this act.

3. Section 1-402 of the Act provides in pertinent part:

A. It is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this act as an agent[.]

* * *

D. It is unlawful for . . . an issuer engaged in offering, selling, or purchasing securities in this state, to employ or associate with an agent who transacts business in this state on behalf of . . . issuers unless the agent is registered under subsection A of this section[.]

4. Section 1-501 of the Act provides in pertinent part:

It is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly:

* * *

2. To make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statement made, in the light of the circumstances under which it is made, not misleading; or

3. To engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

5. Section 1-604 of the Act provides in pertinent part:

A. If the Administrator determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice, the Administrator may:

1. Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with this act;

* * *

D. In a final order . . . the Administrator may impose a civil penalty up to a maximum of Five Thousand Dollars (\$5,000.00) for a single violation or up to Two Hundred Fifty Thousand Dollars (\$250,000.00) for multiple violations in a single proceeding or a series of related proceedings.

E. In a final order, the Administrator may charge the actual cost of an investigation or proceeding for a violation of this act or a rule adopted or order issued under this act.

Conclusions of Law

1. The JVC is a security, as defined in the Act, in the nature of an investment contract.
2. IN is an issuer as defined in the Act.
3. DeFries is an agent as defined in the Act.
4. Respondents offered and sold unregistered securities in this state, in violation of Section 1-301 of the Act.
5. DeFries transacted business in this state as an unregistered agent, in violation of Section 1-402 of the Act.
6. IN employed or associated with an unregistered agent who transacted business in this state on its behalf, in violation of Section 1-402 of the Act.
7. Respondents, in connection with the offer and sale of a security, made an untrue statement of a material fact by representing to the Investor that any and all funds invested would be used exclusively for currency and other market trading, in violation of Section 1-501 of the Act.
8. Respondents, in connection with the offer and sale of a security, omitted to state material facts necessary in order to make statements made, in the light of the circumstances under which they were made, not misleading by failing to disclose that the Investor's funds would be utilized for non-investment expenditures, in violation of Section 1-501 of the Act.
9. Respondents, in connection with the offer and sale of a security, engaged in an act, practice, or course of business that operates or would operate as a fraud or deceit, in violation of Section 1-501 of the Act, by making an untrue statement of a material fact and omitting a statement of material fact, as described herein.
10. Pursuant to Section 1-604 of the Act, the Administrator has the authority to order Respondents to cease and desist from engaging in acts, practices, or a course of business constituting a violation of the Act.
11. It is in the public interest to order Respondents to cease and desist from engaging in acts, practices, or a course of business constituting a violation of the Act.

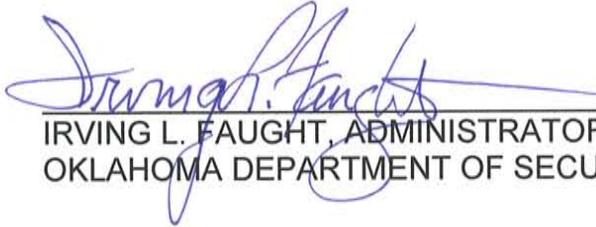
To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

Order

Based on Section 1-604 of the Act and the Findings of Fact, Authorities, and Conclusions of Law set forth above, **IT IS HEREBY ORDERED** that Respondents immediately cease and desist from engaging in acts, practices or a course of business constituting a violation of the Act.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 12th of March, 2013.

(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

NOTICE OF OPPORTUNITY FOR HEARING

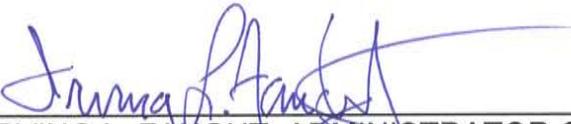
Pursuant to Section 1-604 of the Act and the Rules of the Oklahoma Securities Commission and the Administrator of the Oklahoma Department of Securities ("Rules"), Okla. Admin. Code, §§ 660:1-1-1 through 660:25-7-1, the Administrator hereby gives notice to Respondents of their right to request a hearing. Each Respondent's request for hearing must be received by the Administrator within thirty (30) days after service of the *Order to Cease and Desist* ("Order"). The request for hearing must be in writing and Respondents shall specifically admit or deny each allegation that is contained in the Order.

Within fifteen (15) days after receipt of a request for hearing, this matter will be scheduled for hearing. The hearing shall commence within fifteen (15) days of the matter being set for hearing. Notice of the date, time and location of the hearing shall be given to Respondents. If a hearing is requested or ordered, the Administrator, after notice of and opportunity for hearing, may modify or vacate the Order or extend it until final determination.

If the Respondents do not request a hearing within thirty (30) days after the date of service of the Order and none is ordered by the Administrator, the Order becomes final by operation of law as to the Respondents.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 12th day of March, 2013.

(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

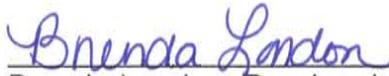
CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 12th day of March, 2013, a true and correct copy of the above and foregoing *Order to Cease and Desist and Notice of Opportunity for Hearing* and *Notice of Service on the Administrator and Affidavit of Compliance* was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Insights Now, LLC
c/o Wayne R. Miller, Registered Agent
1505 E. 16th Street
Cheyenne, WY 82001

Insights Now, LLC
14975 158th Street
Bonner Springs, KS 66012

Jerome L. DeFries
14975 158th Street
Bonner Springs, KS 66012



Brenda London, Paralegal

U.S. Postal Service
CERTIFIED MAIL RECEIPT
 (Domestic Mail Only; No Insurance Coverage Provided)

7000 0520 0022 7150 1390

Subp 13-006 RF

Postage	\$ 66	3-12-13	Postmark Here
Certified Fee	310		
Return Receipt Fee (Endorsement Required)	255		
Restricted Delivery Fee (Endorsement Required)	475		
Total Postage & Fees	\$ 11.06		

Insights Now, LLC
 c/o Wayne R. Miller
 Registered Agent
 1505 E. 16th Street
 Cheyenne, WY 82001

for Instructions

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U.S. Postal Service
CERTIFIED MAIL RECEIPT
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Subp 13-006 RF

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Restricted Delivery Fee (Endorsement Required)	475		
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