

STATE OF SOUTH CAROLINA)
)
COUNTY OF RICHLAND)

IN THE COURT OF COMMON PLEAS
FOR THE FIFTH JUDICIAL CIRCUIT
2013-CP-40 -01316

ALAN WILSON,)
in his official capacity as the)
SECURITIES COMMISSIONER FOR)
THE STATE OF SOUTH CAROLINA,)

Plaintiff,)

-vs-)

JONATHAN W. BROOKS,)
J. BROOKS FINANCIAL, INC., BROOKS)
REAL ESTATE HOLDINGS, LLC, AND)
COMPASS ACADEMY, LLC,)

Defendants.)

**TEMPORARY RESTRAINING ORDER
EXTENSION**

RICHLAND COUNTY
FILED
2013 MAR 15 PM 12:26
JANETTE H. MCBRIDE
Clerk, C.D.P. & G.S.

This matter came before the Court on March 5, 2013, upon a Motion for Temporary Restraining Order filed by the Plaintiff in accordance with Rule 65 of the SCRPC. In support of the Motion, Plaintiff filed an Affidavit which demonstrates that, absent intervention by the court, Defendants Jonathan W. Brooks, J. Brooks Financial, Inc., Brooks Real Estate Holdings, LLC, and Compass Academy, LLC, will have continued access to funds ("Funds") which were obtained, in whole or in part, by engaging in behavior the Securities Commissioner alleges violates the South Carolina Uniform Securities Act of 2005 (the "State Securities Act"). The Funds are currently located at Security Federal Corporation ("Security Federal") in Aiken, South Carolina, 238 Richland Avenue NW, Aiken, South Carolina operating as Security Federal Bank ("Bank") in the bank accounts ("Accounts") identified in Exhibit "A" attached hereto. There may be additional funds and assets located elsewhere as well. Plaintiff has shown there is a danger of irreparable harm to the public interest and the investing markets of the State of South Carolina if the Defendants Jonathan W. Brooks' ("Brooks"), J. Brooks Financial, Inc.'s ("JBF"), Brooks

Real Estate Holdings, LLC's ("BREH"), and Compass Academy, LLC's ("Compass") access to the Funds is not restrained. Specifically, if the Funds are moved or liquidated, it could be difficult, if not impossible, for the State or the affected investors to recover them at a later date. Moreover, because of the speed and relative ease with which Defendants Brooks, JBF, BREH, and Compass may liquidate the subject Accounts, and the resulting harm to the interests of the State and the investors which would result if such liquidation occurred, the Court found that sufficient grounds exist to issue a temporary restraining order without prior notice to Defendants.

Additionally, the Court found that Plaintiff demonstrated a likelihood of succeeding on the merits of this case and that there was no adequate remedy at law if immediate injunctive relief was not granted. Therefore, on March 5, 2013, the Court issued the Temporary Restraining Order that is the subject of this extension.

Plaintiff brings this matter before the Court, seeking an extension of the Temporary Restraining Order issued on March 5, 2013, and an expansion of the Order as well. Plaintiff has demonstrated to the Court that good cause exists to extend the previously issued Temporary Restraining Order for an additional ten (10) days from the original expiration date and to expand the scope of the Order as well.

IT IS THEREFORE ORDERED that the Plaintiff's motion for an extension and expansion of the scope of the previously issued Temporary Restraining Order is GRANTED; and

IT IS ORDERED that Defendants Brooks, JBF, BREH, and Compass remain enjoined from moving, liquidating or dissipating any or all of the Accounts, and/or the Funds contained therein; and

IT IS ORDERED that this Temporary Restraining Order is expanded to apply to all of the Defendants' assets that are related to the allegations in the Complaint filed by the Attorney General on March 5, 2013.

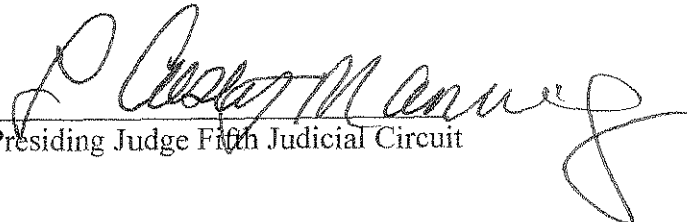
IT IS FURTHER ORDERED that Defendants and any officer, director, control person, affiliated party thereof, or other person given notice of the Order are prohibited from destroying, mutilating, concealing, altering or disposing of assets or records of any kind, including but not limited to financial records, that refer, reflect or relate to the allegations in the Complaint, or that refer, reflect or relate to the Defendants' assets, finances or business operations.

IT IS FURTHER ORDERED that this Order shall be binding on Security Federal, the Bank, and Defendants Brooks, JBF, BREH, Compass, their agents, principals, servants, employees, attorneys, and upon those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise.

This Order shall be valid for an additional ten (10) days from the expiration date of the underlying Temporary Restraining Order.

AND IT IS SO ORDERED.

Date: March 15, 2013
Time of Signing: 12:13 pm


Presiding Judge Fifth Judicial Circuit