

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 66535 / March 7, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-14793

In the Matter of

JASON ZAKOCS

Respondent.

**ORDER INSTITUTING ADMINISTRATIVE
PROCEEDINGS PURSUANT TO SECTION
15(b) OF THE SECURITIES EXCHANGE
ACT OF 1934 AND NOTICE OF HEARING**

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 Jason Zakocs (“Zakocs” or “Respondent”).

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

1. From at least April 2008 through January 2010, Respondent was associated with RealFund Investment Trust (“RealFund”) and two other entities engaged in the sale of promissory notes. Zakocs regularly handled customer funds and securities, negotiated the terms of the notes, gave advice as to the merits of the notes, and actively solicited investors. In addition, Zakocs received at least \$57,000 in commissions (typically 4%) for selling the promissory notes. During this time, Zakocs was not a registered representative associated with a broker-dealer registered with the Commission. Zakocs is 42 years old and believed to be a resident of Atlanta, Georgia.

B. ENTRY OF THE INJUNCTION

2. On January 25, 2012, a final judgment was entered against Zakocs, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933, Sections 15(a) and 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Luis Garg, et al., Civil Action Number 11-02976 JAK (VBKx), in the United States District Court for the Central District of California.

3. The Commission's complaint alleged that, from at least April 2008 through January 2010, in connection with the sale of unregistered high-yield promissory notes marketed as "Real Estate Secured Promissory Notes," Zakocs solicited investors through materially false and misleading statements, raising approximately \$1 million from 25-30 investors. The complaint alleged that Zakocs falsely touted the risk-free nature of the promissory notes he was selling, despite knowing, among other things, that one of the RealFund real estate developers was in bankruptcy and had defaulted on its promissory notes.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II hereof are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations;

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) of the Exchange Act;

IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as

provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally, by certified mail, or as otherwise authorized by the Commission's Rules of Practice.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

For the Commission, by its Secretary, pursuant to delegated authority.

Elizabeth M. Murphy
Secretary