

**BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES**

In the Matter of

**ACCELERATED WEALTH LLC,
TOBEY RYON WAGGONER, and
DALLAS HAMILTON TALL,**

Respondents.

**SUMMARY ORDER TO CEASE AND
DESIST AND IMPOSE RESTITUTION
AND INTEREST**

DFI File No. S-225969 (EX)

I.

The Administrator of the State of Wisconsin, Department of Financial Institutions, Division of Securities (“Division”), having legal authority and jurisdiction to administer and enforce Wis. Stat. Ch. 551, the Wisconsin Uniform Securities Law (“Ch. 551”), and rules and orders promulgated thereunder, deems it necessary and appropriate in the public interest and for the protection of investors, to issue the following:

II.

After an investigation, Division staff have presented evidence sufficient for the Administrator to make the following findings of fact and conclusions of law:

A. Findings of Fact

Respondents

1. Accelerated Wealth LLC (“Accelerated Wealth”) is a Utah limited liability company organized on August 11, 2011 and at all material times was managed by Tobey Ryon Waggoner and Dallas Hamilton Tall.¹ Accelerated Wealth has a last known business address of 11778 S. Election Road, Ste. 210, Draper, Utah 84020. Accelerated Wealth’s status with the Utah Department of Commerce, Division of Corporation and Commercial Code expired on November 26, 2013.
2. Tobey Ryon Waggoner (“Waggoner”) is an adult born in November, 1977, who at all material times hereto has been the founder, owner, officer, manager and controlling person of Accelerated Wealth, with a last known business address at Accelerated Wealth and a residential address of 134 W 200 N, Ivins, Utah 84738.
3. Dallas Hamilton Tall (“Tall”) is an adult born in April, 1968, who at all material times hereto has been a manager and agent for Accelerated Wealth, with a last known residential address of 9875 N. Wildflower Circle, Cedar Hills, Utah 84062. Tall is currently incarcerated at the Central Utah Correctional Facility located at 255 E. 300 North, Gunnison, Utah 84634.

¹ Waggoner was listed as a manager in the initial incorporation filing with the State of Utah. Tall was added as a manager on October 19, 2011. Waggoner was subsequently replaced as a manager by Oracle Capital Investments, LLC, a Utah limited liability company on February 19, 2013. Oracle Capital Investments, LLC was managed by Waggoner.

Conduct

1. From 1990 through 2008, Tall was convicted of several criminal offenses involving integrity in Utah, including Burglary, Financial Transaction Card Fraud, and Theft.
2. In June 2011, two adult residents of Wisconsin met Tall at a real estate seminar in California. After their initial meeting, Tall maintained contact with the Wisconsin residents by telephone. Upon Tall's request, one Wisconsin investor sent documentation of her net worth, investment portfolio, and tax information to Tall's personal residence.
3. In late 2011, Tall told the two Wisconsin residents by telephone that he was the Manager of Accelerated Wealth, which was in the business of purchasing bulk rental properties throughout the nation. Tall further represented to the Wisconsin residents that if they invested in Accelerated Wealth, their investment funds would be used to purchase residential real estate, and that they would receive monthly payments from rental and sales income as a return on their investment. He also represented that the investors would receive a secured interest in the properties purchased as collateral.
4. On October 19, 2011, Waggoner emailed investment agreements to the Wisconsin residents with the instructions to direct any questions about the agreements to Tall. Waggoner also provided Accelerated Wealth's account information for the Wisconsin investors to wire the investment funds to, pursuant to the investment agreements. The Wisconsin investors executed and returned the investment agreements for Accelerated Wealth to Waggoner via email.
5. The first Wisconsin Investor's investment agreement represented that Accelerated Wealth would pay her a monthly dividend of \$5,751.13, and that she would receive further compensation ranging from \$800.00-1,200.00 for each property sold by Accelerated Wealth. The agreement further stated that she would receive a secured interest in the properties purchased as collateral. Her investment agreement did not identify a maturity date for her investment.
6. The first Wisconsin investor transferred approximately \$575,113.00 on October 26, 2011 directly to the account of Accelerated Wealth held at Wells Fargo Bank. Waggoner was a signatory on the account.
7. The second Wisconsin Investor's investment agreements represented that Accelerated Wealth would pay him a monthly dividend of \$1,500.00, and that he would receive further compensation of \$1,500.00 for each property sold by Accelerated Wealth. The investment agreement further stated that the investor would receive a secured interest in the properties purchased as collateral. The investment agreement did not identify maturity date for his investment.
8. The second Wisconsin investor transferred approximately \$150,000.00 on October 24, 2011 directly to the account of Accelerated Wealth held at Wells Fargo Bank. Waggoner was a signatory on the account.
9. Prior to depositing the Wisconsin investors' funds, the Accelerated Wealth account held a balance of \$17,047.41. On October 28, 2011, the Respondents paid Tall at least \$57,952.59 from the Wisconsin investors' funds with a check that referenced one of the Wisconsin investor's names.

10. None of the Respondents disclosed to the Wisconsin investors at any time that any portion of their investment funds would be remitted directly to Tall.
11. Between December 15, 2011 and August 6, 2013, Respondents used the Wisconsin investors' investment money to purchase at least nine (9) properties. Respondents then sold all of the properties between March 12, 2012 and August 8, 2013, but never remitted any compensation for the sale of any of the properties to at least one of the Wisconsin investors.²
12. The first and second Wisconsin investors received approximately \$51,750.00 and \$16,500.00 respectively in "monthly dividend" payments from Accelerated Wealth between January 2012 and September 2012. Neither Wisconsin investor received any further payments of monthly dividends or any principal payments after September 2012.
13. None of the Respondents provided any documentation to the Wisconsin investors identifying any collateral in the investors' names for their investments.
14. Contrary to the Respondents' representations, the Wisconsin investors never received any secured interests in any of the nine (9) properties their funds were used to purchase.
15. None of the Respondents disclosed Tall's prior criminal convictions involving burglary, financial card transaction crimes, or theft to the Wisconsin investors at any time.

B. Conclusions of Law

Legal Authority and Jurisdiction

16. The Administrator has legal authority and jurisdiction over the conduct described above pursuant to Ch. 551.
17. Pursuant to Wis. Stat. § 551.102(28)(d)1, an investment contract is included in the definition of a "security."
18. The investment agreements issued by Accelerated Wealth to the Wisconsin investors were investment contracts as defined in Wis. Stat. § 551.102(28)(d)1 because both agreements involved an investment in a common enterprise with the expectation of profit to be derived through the essential managerial efforts of Accelerated Wealth or its affiliates.
19. Accelerated Wealth was an "issuer" of securities as defined by Wis. Stat. § 551.102(17).
20. Tall was an "agent" for Accelerated Wealth as defined by Wis. Stat. § 551.102(2).
21. Pursuant to Wis. Stat. § 551.402(1), it is unlawful for an individual to transact business in Wisconsin as an agent unless the individual is registered under Ch. 551 or is exempt from registration as an agent under Wis. Stat. § 551.402(2).

² The second Wisconsin investor received a check from Accelerated Wealth with a Memo reading "Prop Bump" for \$1,500 on March 1, 2012. The payment appears to be related to the sale of a property that the second Wisconsin investor's funds had been used to purchase.

22. Pursuant to Wis. Stat. § 551.402(4), it is unlawful for an issuer engaged in the offering, selling, or purchasing of securities in Wisconsin to employ or associate with an agent who transacts business in Wisconsin on behalf of issuers unless the agent is registered under Wis. Stat. § 551.402(1) or exempt from registration under Wis. Stat. § 551.402(2).
23. Pursuant to Wis. Stat. § 551.501(2), it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly to make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.
24. Pursuant to Wis. Stat. § 551.501(3), it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly to engage in an act, practice, or course of business that operates or could operate as a fraud or deceit upon another person.

Violations

25. Tall violated Wis. Stat. § 551.402(1) when he transacted business as an agent for Accelerated Wealth without being registered with the Division.
26. Accelerated Wealth and Waggoner violated Wis. Stat. § 551.402(4) by employing Tall as an agent for issuer without Tall being registered with the Division.
27. The Respondents violated Wis. Stat. § 551.501(2) when, in connection with the offer and sale of a security, they omitted to state material facts necessary in order to make statements made, in light of the circumstances under which they made, not misleading, including Tall's prior criminal convictions involving financial fraud, and that at least \$57,952.59 of the Wisconsin investors' funds were remitted directly to Tall.
28. The Respondents violated Wis. Stat. § 551.501(2) when, in connection with the offer and sale of a security, they made untrue statements of material facts to the Wisconsin investors, including representations that their investments would be secured by collateral in their names, and by falsely representing to at least one Wisconsin investor that she would receive additional compensation for each investment property sold by Accelerated Wealth.
29. Through the foregoing conduct, the Respondents violated Wis. Stat. § 551.501(3) by engaging in an act, practice, or course of business that operates or would operate as a fraud upon another person.

III.

In view of the above findings of fact and conclusions of law, the Administrator deems it necessary and appropriate in the public interest and for the protection of investors, and pursuant to its legal authority and jurisdiction under Ch. 551, to-wit Wis. Stat. § 551.604, to issue the following orders and notices:

A. Summary Orders

- (a.) IT IS ORDERED summarily that RESPONDENTS, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly

controlled or organized by or on behalf of any RESPONDENT, shall cease and desist from making or causing to be made to any person or entity in Wisconsin any further offers or sales of securities unless and until such securities qualify as covered securities or are registered under Ch. 551 or successor statute, pursuant to Wis. Stats. §§ 551.604(1)(a) and (2).

- (b.) IT IS FURTHER ORDERED summarily that all exemptions from registration set forth in Ch. 551 or successor statute that might otherwise apply to any offer or sale of any security of or by any of the RESPONDENTS, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of any RESPONDENT, are hereby revoked, pursuant to Wis. Stats. §§ 551.604(1)(b) and (2).
- (c.) IT IS FURTHER ORDERED summarily that RESPONDENTS, their successors, affiliates, controlling persons, officers, agents, servants, employees and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of any RESPONDENT, are prohibited from violating Wis. Stat. § 551.501 or successor statute.
- (d.) IT IS FURTHER ORDERED summarily that RESPONDENTS, their successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of either RESPONDENT, are prohibited from violating Ch. 551 or successor statute that might otherwise apply to any offer or sale of a security of or by RESPONDENTS.
- (e.) PLEASE TAKE NOTICE that the above summary orders are effective on the issuance and effective date below, pursuant to Wis. Stat. § 551.604(2).

B. Notice of Proposed Orders

- (a.) IT IS PROPOSED that an order be issued against Respondents jointly and severally to pay restitution in the amount of \$725,113.00 and interest on such amount at the legal rate under Wis. Stat. § 138.04, starting from October 26, 2011 and through the date of satisfaction, to the two Wisconsin investors, persons suffering loss as a result of a violation, pursuant to Wis. Stat. § 551.604(4m).
- (b.) IT IS FURTHER PROPOSED that the above proposed order be imposed as final in a final order issued by the Administrator, pursuant to Wis. Stat. §§ 551.604(3) and (4m).

C. Service of Order.

- (a.) IT IS FURTHER ORDERED that this order shall be sent promptly by certified mail to each party named in the order at his or her last known address or to the party's attorney of record, or shall be personally served upon the party or the party's attorney of record, pursuant to Wis. Admin. Code § DFI-Sec 8.06. The date of the service of this order is the date it is placed in the mail.

D. Notice of hearing rights.

(a.) PLEASE TAKE NOTICE that you have the right to request a hearing. Every request for a hearing shall be in the form of a petition filed with the Division, pursuant to Wis. Admin. Code § DFI-Sec 8.01. A petition for a hearing to review an order shall:

- (1) Plainly admit or deny each specific allegation, finding or conclusion in the order and incorporated papers. However, if the petitioner lacks sufficient knowledge or information to permit an admission or denial, the petition shall so state, and that statement shall have the effect of a denial; and
- (2) State all affirmative defenses. Affirmative defenses not raised in the request for hearing may be deemed waived.

(b.) PLEASE TAKE FURTHER NOTICE that, within 15 days after receipt of a request in a record from you, the matter will be scheduled for a hearing or other public administrative proceedings, pursuant to Wis. Stats. §§ 551.604(2) and (3).

(c.) PLEASE TAKE FURTHER NOTICE that if you do not request a hearing and none is ordered by the Administrator within 30 days after the date of service of this order, the findings of fact, conclusions of law, and summary and proposed orders, including the imposition of a civil penalty or requirement for payment of restitution, disgorgement, interest, or the costs of investigation sought in a statement in the order, becomes final by operation of law, pursuant to Wis. Stat. § 551.604(2).

EXECUTED at Madison, Wisconsin, this 25th day of October, 2016.

(SEAL)



Leslie M. Van Buskirk
Administrator – Division of Securities

State of Wisconsin
Department of Financial Institutions
201 West Washington Avenue, Suite 300
Madison, Wisconsin 53703



State of Wisconsin
Department of Financial Institutions

Scott Walker, Governor

Lon E. Roberts, Secretary

AFFIDAVIT OF SERVICE

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

I, JAKI WELTER, first being duly sworn, depose and state:

- 1. I am employed as a state civil service employee with the State of Wisconsin, Department of Financial Institutions, Division of Securities.
2. On the date of this Affidavit and in the course of regularly conducted activity, I have caused to be served upon the Administrator for the Division of Securities, pursuant to Wis. Stat. §§ 227.48, 551.611, and 891.46; and Wis. Admin. Code. §§ DFI-Sec 8.06 and 8.07: (1) the Administrator's order (attached); and (2) a copy of this Affidavit of Service.
3. On the date of this Affidavit and in the course of regularly conducted activity, I have also caused a copy of the Administrator's order and this Affidavit of Service to be posted on the Division of Securities' Administrative Orders section of the State of Wisconsin, Department of Financial Institution's website, www.wdfi.org/newsroom/admin_orders/dos_default.htm.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

JAKI WELTER (with handwritten signature)

State of Wisconsin
Department of Financial Institutions
Division of Securities

Subscribed and sworn to before me
This 25 day of October, 2016.

Lindsay Fedler (with handwritten signature) (Notary Seal)
Lindsay Fedler
Notary Public, State of Wisconsin
My commission is permanent.

