

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**

FILED  
2013 MAR 25 PM 2:47  
SEANETTE W. MCGRIFF  
C.C.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 SCRCF. 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.

Thereafter, Plaintiff sought an extension of the March 5, 2013, Temporary Restraining Order for an additional 10 days. Upon good cause shown, the Court issued an extension of the original Temporary Restraining Order, which is now the subject of this extension.

Plaintiff brings this matter before the Court, with the consent of the Defendants, seeking an extension of the Temporary Restraining Order Extension issued on March 15, 2013. The parties now consent to the issuance of a further extension of the Temporary Restraining Order to remain in effect until such time as this matter is set down for hearing.

IT IS THEREFORE ORDERED that the Plaintiff's motion by consent of all parties for an extension 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 shall 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 until such time as this matter is set down for hearing and an Order is issued thereupon.

AND IT IS SO ORDERED.

Date: 3-25-13  
Time of Signing: 2:41

  
Presiding Judge Fifth Judicial Circuit

EXHIBIT A

All accounts associated with Jonathan W. Brooks, J. Brooks Financial, Inc., Brooks Real Estate Holdings, LLC, and Compass Academy, LLC located at or under the control of Security Federal Corporation or Security Federal Bank.