

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Civil Action No. 11-cv-3655 (JNE/JJK)
	:	
ROBERT A. WALKER, DENNIS L. DESENDER, AND DLD FINANCIAL, LTD.	:	
	:	
Defendants.	:	

**CONSENT OF DEFENDANTS
DENNIS L. DESENDER AND DLD FINANCIAL, LTD.**

1. Defendants Dennis L. DeSender (“DeSender”) and DLD Financial, Ltd. (“DLD”) (collectively “Defendants”) acknowledge having been served with the complaint in this action and admit the Court’s jurisdiction over Defendants and over the subject matter of this action.

2. Defendant DeSender has pleaded guilty to criminal conduct relating to certain matters alleged in the complaint in this action. Specifically, in United States v. Dennis L. DeSender, Crim. No. 11-71 (D.Minn.), Defendant DeSender pleaded guilty to violations of Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 10b-5 thereunder [15 U.S.C. § 78j(b); 17 C.F.R. § 240.10b-5]. In connection with that plea, Defendant DeSender admitted that he did knowingly, willfully, and unlawfully, by the use of means and instrumentalities of interstate commerce, directly and indirectly, use and employ manipulative and deceptive devices in connection with the sale of securities, and did make untrue statements

of material facts and omit to state material facts in order to make the statements not misleading in connection with the sale of such securities.

3. Defendants hereby consent to the entry, as to Defendants, of the Partial Final Judgment and Order of Permanent Injunction and Other Relief (“Partial Final Judgment”) in the form attached hereto and incorporated by reference herein, which, among other things, permanently restrains and enjoins Defendants DeSender and DLD from violation of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. §§ 77e(a), 77e(c), and 77q(a)], and Sections 10(b) and 15(a) of the Exchange Act [15 U.S.C. §§ 77j(b) and 78o(a)], and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5] and prohibits Defendant DeSender from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

4. Defendants agree that the Court shall order disgorgement of ill-gotten gains and prejudgment interest thereon; that the amounts of the disgorgement and civil penalty shall be determined by the Court upon motion of Plaintiff Securities and Exchange Commission (“SEC”); and that prejudgment interest shall be calculated from the date of their receipt of any ill-gotten gains, based on the rate of interest used by the Internal Revenue Service for the underpayment of federal income tax as set forth in 26 U.S.C. § 6621(a)(2). Defendants further agree that, upon motion of the SEC, the Court shall determine whether a civil penalty shall be imposed pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)] and, if so, the amount of the penalty.

5. Defendants further agree that in connection with the SEC’s motion for disgorgement and/or civil penalties, and at any hearing held on such a motion: (a) Defendants

will be precluded from arguing that they did not violate the federal securities laws as alleged in the complaint; (b) Defendants may not challenge the validity of this Consent or the Judgment; (c) solely for the purposes of such motion, the allegations of the complaint shall be accepted as and deemed true by the Court; and (d) the Court may determine the issues raised in the motion on the basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary evidence, without regard to the standards for summary judgment contained in Rule 56(c) of the Federal Rules of Civil Procedure. In connection with the SEC's motion for disgorgement and/or civil penalties, the parties may take discovery, including discovery from appropriate non-parties.

6. Defendants waive the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

7. Defendants waive the right, if any, to appeal from the entry of the Partial Final Judgment.

8. Defendants enter voluntarily into this Consent and represent that no threats, offers, promises, or inducements of any kind have been made by the SEC or any member, officer, employee, agent or representative of the SEC to induce Defendants to enter into this Consent.

9. Defendants agree that this Consent shall be incorporated into the Partial Final Judgment with the same force and effect as if fully set forth therein.

10. Defendants will not oppose the enforcement of the Partial Final Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waive any objection based thereon.

11. Defendants waive service of the Partial Final Judgment and agree that entry of the Partial Final Judgment by the Court and filing with the Clerk of the Court will constitute notice to Defendants of its terms and conditions. Defendants further agree to provide counsel for the SEC, within five (5) days after the Partial Final Judgment is filed with the Clerk of the Court, with an affidavit or declaration stating that Defendants have received and read a copy of the Partial Final Judgment.

12. Consistent with 17 C.F.R. § 202.5(f), this Consent resolves only the claims asserted against Defendants in this civil proceeding. Defendants acknowledge that no promise or representation has been made by the SEC or any member, officer, employee, agent or representative of the SEC with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. Defendants waive any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Defendants further acknowledge that the Court's entry of a permanent injunction may have collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding. In addition, in any disciplinary proceeding before the SEC based on the entry of the injunction in this action, Defendants understand that they shall not be permitted to contest the factual allegations of the complaint in this action.

13. Defendants understand and agree to comply with the SEC's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while denying the allegation in the complaint or order for proceedings." 17 C.F.R. § 202.5. In compliance with this policy, Defendants acknowledge the guilty plea for related criminal conduct described in paragraph 2 above, and agree: (a) not to take any action or to make or permit to be made any public statement denying, directly or indirectly, any allegation in the complaint or creating the impression that the complaint is without factual basis; and (b) that upon the filing on this Consent, Defendants hereby withdraw any papers filed in this action to the extent that they deny any allegation in the complaint. If Defendants breach this agreement, the SEC may petition the Court to vacate the Partial Final Judgment and restore this action to its active docket. Nothing in this paragraph affects Defendants': (a) testimonial obligations; or (b) right to take legal or factual positions in litigation or other legal proceedings in which the SEC is not a party.

14. Defendants hereby waive any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to pursue reimbursement of attorney's fees or other fees, expenses, or costs expended by Defendants to defend against this action. For these purposes, Defendants agree that Defendants are not the prevailing party in this action since the parties have reached a good faith settlement.

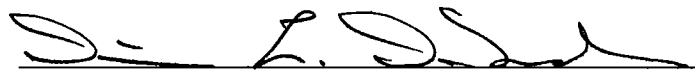
15. Defendants understand that the terms of the Partial Final Judgment are enforceable through contempt proceedings, and that, in any such proceedings, they may not challenge the validity of this Consent or the Judgment.

16. In connection with this action and any related judicial or administrative proceeding or investigation commenced by the SEC or to which the SEC is a party, Defendants:

(a) agree to appear and be interviewed by the SEC staff at such times and places as the staff requests upon reasonable notice; (b) will accept service by mail, facsimile, or electronic mail transmission of notices or subpoenas issued by the SEC for documents or testimony at depositions, hearings, or trials, or in connection with any related investigation by SEC staff; (c) appoint Defendants' undersigned attorney as agent to receive service of such notices and subpoenas; (d) with respect to such notices and subpoenas, waive the territorial limits on service contained in Rule 45 of the Federal Rules of Civil Procedure and any applicable local rules; provided that the party requesting the testimony reimburses Defendants' travel, lodging, and subsistence expenses at the then-prevailing U.S. Government per diem rates; and (e) consent to personal jurisdiction over Defendants in any U.S. District Court for purposes of enforcing any such subpoenas.

17. Defendants agree that the SEC may present the Partial Judgment to the Court for signature and entry without further notice.

18. Defendants agree that the Court shall retain jurisdiction over this matter for all purposes.


Dennis L. DeSender


DLD Financial Ltd.

By: Dennis DeSender, its sole owner.

Dated: May 3, 2012