

securities. Vlasich purchased XTO Energy call options prior to the December 14 announcement.

2. In the interest of preventing any future illegal conduct by the Defendants, the Commission seeks orders of the Court permanently enjoining Jobe and Vlasich from engaging in future violations of the antifraud provisions of the federal securities laws, requiring Jobe and Vlasich to disgorge, with prejudgment interest, the unjust enrichment gained as a result of the actions described herein, and imposing civil money penalties under Section 21A of the Exchange Act [15 U.S.C. § 78u-1] against the Defendants.

JURISDICTION

3. The Court has jurisdiction over this action under Section 27 of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78aa]. Jobe and Vlasich, directly or indirectly, used the means or instruments of interstate commerce, the mails, or the facilities of a national securities exchange in connection with the acts described herein. Venue is proper because certain of the transactions, acts, practices, and courses of business occurred within the Northern District of Texas.

PARTIES

4. Michael Jobe is retired and resides in Fort Worth.

5. Richard Vlasich is a friend of Michael Jobe and resides in Fort Worth. He is also retired.

BACKGROUND FACTS

6. XTO Energy was an oil and gas exploration and production company headquartered in Fort Worth. Its common stock traded on the NYSE with a ticker symbol of XTO until June 25,

2010. Exxon Mobil is one of the largest oil and gas exploration and production companies in the world, headquartered in Irving, Texas. Exxon's common stock trades on the NYSE with a ticker symbol of XOM.

7. On December 14, 2009, Exxon Mobil announced, prior to the opening of trading, that it would acquire XTO Energy. As a result of the announcement, the price of XTO's stock jumped nearly 20%, from \$41.49 at the close on December 11, 2009 (the business day before the announcement) to as high as \$49.10 a share on the day of the announcement.

8. Jobe learned from an XTO Energy employee about XTO Energy's impending acquisition by Exxon Mobil approximately two weeks before the December 14 announcement. The employee told Jobe about the proposed transaction and told him not to trade based on the information. The employee also advised him not to "say anything" about the impending deal to anyone else.

9. Jobe agreed with the XTO Energy employee that he would not trade on the information he received or pass the information on to anyone else.

10. Jobe and Vlasich have been friends for years and spoke several times a week, typically about stocks and trading. On December 11, 2009, Jobe informed Vlasich of the impending merger and advised Vlasich to purchase XTO Energy securities.

11. On December 9, 2009, at approximately 12:40 p.m., Jobe purchased 1,000 XTO Energy shares of common stock at \$39.94 per share in a rollover IRA account in the name of a family member. Between 3:34 p.m. EST and 3:57 p.m. EST on December 11, Jobe purchased 250 XTO Energy December 43 call options at \$.15 each in another account in a family member's name.

After the December 14 announcement, Jobe sold the call options, yielding total gains of \$99,550. The XTO Energy shares were priced at \$47.61 each at the end of trading on December 14, 2009, yielding Jobe a gain of \$7,670 on those shares.

12. On December 11, after Jobe told him about the impending merger, Vlasich purchased a total of 200 December 40 call options at \$1.66 and \$1.67 each and 1000 January 45 XTO Energy call options at between \$.44 and \$.50 each in two accounts. His purchases were made between 1:57 p.m. EST and 3:38 p.m. EST. Vlasich sold the options the day of the announcement, profiting by \$466,295.90.

CLAIM FOR RELIEF

Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Thereunder

13. Plaintiff Commission repeats and incorporates paragraphs 1 through 12 of this Complaint by reference as if set forth *verbatim*.

14. Jobe and Vlasich, with scienter and by use of the means or instrumentalities of interstate commerce or of the mails, in connection with the purchase or sale of securities: (a) employed devices, schemes, or artifices to defraud; (b) made untrue statements of material fact or omissions to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and/or (c) engaged in acts, practices or courses of business which operated or would operate as a fraud or deceit.

15. By reason of the actions alleged herein, Jobe and Vlasich violated Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 [17 C.F.R. § 240.10b-5].

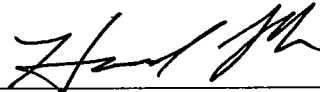
REQUEST FOR RELIEF

The Commission seeks the following relief:

- (i) an order of the Court permanently enjoining Jobe and Vlasich from violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 [17 C.F.R. § 240.10b-5];
- (ii) an order of the Court requiring Jobe and Vlasich to disgorge illicit benefits realized as a result of the actions alleged herein and to pay prejudgment interest thereon;
- (iii) an order of the Court imposing civil monetary penalties against Jobe and Vlasich under Section 21A of the Exchange Act [15 U.S.C. § 78u-1]; and
- (iv) such other relief as this Court may deem just and proper.

Dated: September 24, 2010

Respectfully submitted,



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