UNITED STATES OF AMERICA Before the SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

ADMINISTRATIVE PROCEEDINGS RULINGS Release No. 2774/June 4, 2015

ADMINISTRATIVE PROCEEDING File No. 3-16383

In the Matter of

CHARLES L. HILL, JR.

ORDER GRANTING RESPONDENT'S MOTION FOR LEAVE TO AMEND HIS ANSWER

The Securities and Exchange Commission issued an Order Instituting Cease-and-Desist Proceedings on February 11, 2015. On June 3, 2015, Respondent filed his second Motion for Leave to Amend His Answer to include an additional affirmative defense.

The Motion states that Mr. Hill only recently discovered two facts establishing a new defense regarding the Appointments Clause of the U.S. Constitution. Motion at 1. The Division of Enforcement responded on June 4, 2015, stating that it did not oppose Mr. Hill's Motion and noting that his new defense lacks merit. Response at 1.

Accordingly, Mr. Hill's Motion for Leave to Amend His Answer is GRANTED.

James E. Grimes Administrative Law Judge