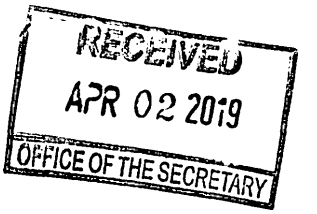
U.S. SECURITIES AND EXCHANGE COMMISSION



In the Matter of

ASCENSION ASSET MANAGEMENT, LLC

and **A.P. File No. 3-19024**

GRENVILLE M. GOODER, JR.,

Respondents.

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ANSWER

Ascension Asset Management, LLC ("Ascension" or the "Firm") and Grenville M. Gooder, Jr. answer the allegations of the Order Instituting Proceedings ("OIP") as follows:

1. Admit that Ascension is an SEC-registered investment adviser that was founded by, and is currently solely owned and operated by, Mr. Gooder. Deny that for as long as a decade, Ascension and Mr. Gooder failed to comply with Advisers Act Section 206(4) and Rule 206(4)-7 thereunder (the "Compliance Rule") and Rule 206(4)-2 thereunder (the "Custody Rule"), and also failed to make and keep certain required books and records pursuant to Advisers Act Section 204 and Rule 204-2 thereunder (the "Books and Records Rule") (collectively, "the Rules").

2. Admit that in multiple Forms ADV filed with the Commission, Mr. Gooder and Ascension mistakenly stated that Ascension did not have "technical" custody of certain but not the vast majority of client assets, although the assets at all times were in the possession of an independent qualified custodian. Deny that Ascension's Forms ADV that Mr. Gooder signed and directed to be filed with the Commission contained materially untrue statements that further demonstrate Respondents' indifference to the regulatory requirements of an SEC-registered investment adviser. Deny, or do not have sufficient information to answer, that in multiple Forms ADV filed with the Commission, Gooder and Ascension (i) falsely stated that Ascension did not have custody of client assets, (ii) repeatedly named an individual as Ascension's Chief Compliance Officer ("CCO") even though that individual was never responsible for administering any written compliance policies and procedures for the firm, and (iii) on one occasion in 2011, identified a second individual as Ascension's CCO in the firm's Form ADV unbeknownst to this individual.

3. Admit to having "technical" custody of certain but not the vast majority of client assets from at least July 2005 to at least November 2015. Deny that despite having "technical"

custody of some client assets from at least July 2005 to at least November 2015, Respondents not only made untrue statements about having custody in their Forms ADV, they also failed, from March 2010 to November 2015, to take any steps to comply with the Custody Rule itself. Deny that Respondents made no effort to satisfy multiple important aspects of their compliance obligations until the SEC's examination staff initiated an examination of Ascension in November 2015.

4. Admit that Ascension is a New York limited liability company with its principal place of business in New York, New York. Admit that Ascension registered with the Commission as an investment adviser in June 2004. Admit that according to its Form ADV filed on March 23, 2018, Ascension provides asset allocation and portfolio management services to high net worth investors, trusts, foundations, and a pension plan with regulatory assets under management of $152,456,779 as of December 31, 2017.

5. Aver that Mr. Gooder is currently 80 years old. Admit that Mr. Gooder is a resident of New York, New York. Admit that Mr. Gooder is and at all times was Ascension's founder, sole owner, sole operator, and Chairman. Admit that Mr. Gooder is a Chartered Financial Analyst ("CFA") charterholder.

6. Admit that after working in the securities industry for approximately 40 years, Mr. Gooder founded Ascension in June 2004. Admit that Mr. Gooder previously worked for several SEC-registered investment advisers. Admit that on or about June 16, 2004, Mr. Gooder signed and caused to be filed Ascension's application to be an SEC-registered investment adviser.

7. Admit that Mr. Gooder made all decisions concerning the management and control of Ascension. Admit that Mr. Gooder prepared, reviewed, and signed Ascension's Forms ADV and then directed an Ascension employee to file Ascension's Forms ADV with the Commission.

8. Admit that since in or about September 2005, Ascension was a continuous member of an industry organization ("Industry Organization A") that advocates for and provides compliance and educational resources to SEC-registered investment advisory firms. Admit that Mr. Gooder had an opportunity to review information published in certain Industry Organization A monthly compliance bulletins concerning the requirements of the Rules. Deny that Mr. Gooder testified that his sole means of staying informed of regulatory compliance issues was reviewing compliance bulletins published by Industry Organization A that Ascension received monthly.

9. Admit that Mr. Gooder did not: attend training events on investment advisory compliance issues that were offered by Industry Organization A; visit the Commission's website to review guidance on investment advisory compliance issues; or contact the Commission's staff for guidance on any investment advisory compliance issues. Deny that Mr. Gooder failed to take any steps to educate himself about the Rules or Ascension's compliance requirements.

10. Admit that Advisers Act Rule 206(4)-7(a) requires SEC-registered investment advisers to "[a]dopt and implement written policies and procedures reasonably designed to prevent violation . . . of the [Advisers] Act and the rules that the Commission has adopted under the Act." Advisers Act Rule 206(4)-7(b) requires SEC-registered investment advisers to "[r]eview, no less frequently than annually, the adequacy of the policies and procedures established pursuant to [Rule 206(4)-7(a)] and the effectiveness of their implementation."

11. Admit that from in or about October 2004 until November 2015, Ascension did not adopt and implement written compliance policies and procedures, or conduct reviews thereof. Deny that Mr. Gooder failed to take any steps to prepare the required written compliance policies and procedures or conduct the required reviews for Ascension. Aver that since at least November 2015, Ascension has been in full compliance with this requirement.

12. Admit that Respondents first created written compliance policies and procedures for Ascension after being notified of an SEC examination in 2015. Admit that on or about November 2, 2015, the SEC's Office of Compliance Inspections and Examinations ("OCIE") notified Ascension that it planned to conduct an imminent on-site examination of Ascension. Admit that Ascension had never before been examined by OCIE. Admit that on or about November 2, 2015, OCIE staff issued a document request to Ascension covering the examination period of January 1, 2014 to the date of the request. Admit that Item 30 of this document request required Ascension to produce "[a]ll compliance policies and procedures and standard operating procedures." Admit that Item 31 of this document request further required Ascension to produce "[d]ocumentation maintained regarding annual compliance reviews conducted during the examination period. Also, provide copies of any interim reports or other summary documents regarding the review of Registrant's compliance program."

13. Admit that after being contacted by the OCIE staff and receiving OCIE's document request dated November 2, 2015, Ascension adopted written compliance policies and procedures on or about November 25, 2015. Admit that before on or about November 25, 2015, Ascension did not conduct annual reviews of Ascension's written policies and procedures. Aver that since November 2015 Ascension has been in full compliance with annual review requirements.

14. Deny that Mr. Gooder knew or reasonably should have known that Ascension failed to adopt and implement written policies and procedures, and to conduct at least annual reviews of them.

15. Admit that Advisers Act Rule 206(4)-7(c) requires SEC-registered investment advisers to "[d]esignate an individual (who is a supervised person) responsible for administering the policies and procedures . . . adopt[ed] under [Rule 206(4)-7(a)]."

16. Admit that from September 2005 until March 2016, Ascension and Mr. Gooder designated in Ascension's Forms ADV two individuals, Individual A and Individual B, as Ascension's CCO at different times. Deny that neither of these individuals, nor anyone else, was ever responsible for administering policies and procedures adopted under Advisers Act Rule 206(4)-7(a) for Ascension.

17. Admit that Ascension and Mr. Gooder identified Individual A as Ascension's CCO in the firm's Forms ADV filed with the Commission on or about September 14, 2005, March 14, 2006, March 14, 2007, July 2, 2007, January 30, 2008, February 2, 2009, March 23, 2010, March 26, 2012, February 19, 2013, March 12, 2013, March 11, 2014, and February 26, 2015. Deny that Individual A was never responsible for administering written compliance policies and procedures for Ascension.

18. Admit that Ascension and Mr. Gooder identified Individual B as Ascension's CCO in the firm's Form ADV filed with the Commission on or about February 10, 2011. Deny that Individual B was never responsible for administering written compliance policies and procedures for Ascension.

19. Deny that Individual B never agreed to serve as Ascension's CCO. Deny that Individual B was unaware that Ascension and Mr. Gooder had named him as the firm's CCO until after he was contacted by the Enforcement Division in 2017.

20. Deny that Mr. Gooder knew or reasonably should have known that Ascension failed to designate a CCO who was responsible for administering Ascension's policies and procedures.

21. Admit that Advisers Act Rule 206(4)-2 requires registered investment advisers that maintain custody of client funds or securities to adequately safeguard and account for client assets by implementing certain procedures. Specifically, Advisers Act Rule 206(4)-2 requires SEC-

registered investment advisers that maintain custody of client funds or securities to have independent public accountants conduct surprise examinations of those client funds or securities, or to have any private fund clients timely distribute audited financial statements to their investors and to have those financial statements audited by an independent public accountant subject to regular inspection by the Public Company Accounting Oversight Board ("PCAOB").

22. Admit that from in or about 2005 until at least December 2015, Ascension stated in its Forms ADV that it was an investment adviser to a private fund ("Private Fund A"). Admit that by 2007, Private Fund A had approximately 40 shareholders who collectively invested approximately $4.4 million. Admit that some Ascension individual investment advisory clients were Private Fund A shareholders. Aver that these assets were at all times in the possession of an independent qualified custodian.

23. Admit that Mr. Gooder and Individual A served as Private Fund A's Managing Members and jointly managed Private Fund A.

24. Admit that from in or about March 2010 until November 2015, Ascension did not (i) retain an independent public accountant subject to regular inspection by the PCAOB to perform an annual audit of Private Fund A and did not distribute the audited financials to Private Fund A's investors, or (ii) retain an independent public accountant to conduct an annual surprise examination to verify Private Fund A's assets. Aver that since November 12, 2015, Private Fund A has been dissolved.

25. Admit that in or about July 2012, Mr. Gooder was named as the sole trustee of an approximately $5.2 million trust account ("Trust"). Admit that from at least July 2012 through at least December 2015, Ascension was the investment adviser to the Trust and received a fee for

managing it. Aver that at all times the assets of the Trust have been in the possession of an independent qualified custodian.

26. Admit that in serving as sole trustee over the Trust, Mr. Gooder held the authority to obtain possession of and to withdraw client funds or securities maintained with a custodian upon Mr. Gooder's instructions to the custodian.

27. Admit that from in or about July 2012 through at least December 2015, Ascension did not engage an independent public accountant to conduct an annual surprise examination to verify the Trust's assets. Aver that since at least 2016, Ascension has engaged an independent public accountant to conduct an annual surprise examination to verify the Trust's assets.

28. Deny that Mr. Gooder knew or reasonably should have known that Ascension held custody over the assets in the Private Fund and the Trust.

29. Admit that Advisers Act Rule 204-2 requires SEC-registered investment advisers to make and keep certain true, accurate, and current books and records related to their advisory business, including a journal showing the adviser's cash receipts and disbursements (Rule 204-2(a)(1)) and a general ledger reflecting the adviser's assets, liabilities, reserves, capital, income and expense accounts (Rule 204-2(a)(2)). Admit that each SEC-registered investment adviser is also required to make and keep true, accurate, and current copies of the adviser's policies and procedures formulated pursuant to Rule 206(4)-7(a) that are in effect at the time or that were in effect at any time within the past five years (Rule 204-2(a)(17)(i)) and any records documenting the adviser's annual review of those policies and procedures conducted pursuant to Rule 206(4)-7(b) (Rule 204-2(a)(17)(ii)).

30. Deny that from in or about June 2004 until at least November 2015, Ascension did not make and keep a true, accurate, and current journal reflecting Ascension's cash receipts and disbursements.

31. Deny that from in or about June 2004 until at least November 2015, Ascension did not make and keep a true, accurate, and current general ledger reflecting Ascension's assets, liabilities, reserves, capital, income, and expense accounts.

32. Admit that from in or about October 2004 until at least November 2015, Ascension did not make and keep a true, accurate, and current copy of Ascension's written compliance policies and procedures formulated pursuant to Advisers Act Rule 206(4)-7(a) that were in effect during the past five years. Aver that Ascension has had written compliance policies in place since November 2015 and, prior thereto, had non-written compliance policies and procedures in place, corresponding in all material respects to such written compliance policies, during the timeframe in question.

33. Admit that from in or about March 2006 until at least November 2015, Ascension did not make and keep true, accurate, and current records documenting Ascension's annual review of its written compliance policies and procedures conducted pursuant to Advisers Act Rule 206(4)-7(b).

34. Deny that Mr. Gooder knew or reasonably should have known that Ascension failed to make and keep certain true, accurate, and current books and records related to its advisory business.

35. Admit that SEC-registered investment advisers are required to identify their CCOs in Part I of their Forms ADV mandated to be filed with the Commission.

36. Admit that from September 2005 until March 2016, Ascension and Mr. Gooder disclosed in Ascension's Forms ADV the names of two individuals, Individual A and Individual B, as Ascension's CCO at different times. Deny that neither Individual A nor Individual B was ever responsible for administering written compliance policies and procedures on behalf of Ascension.

37. Deny that Ascension and Mr. Gooder's identification of Individual A as Ascension's CCO was untrue in the firm's Forms ADV filed with the Commission on or about September 14, 2005, March 14, 2006, March 14, 2007, July 2, 2007, January 30, 2008, February 2, 2009, March 23, 2010, March 26, 2012, February 19, 2013, March 12, 2013, March 11, 2014, and February 26, 2015. Deny that Individual A was never responsible for administering written compliance policies and procedures for Ascension.

38. Deny that Ascension and Mr. Gooder's identification of Individual B as Ascension's CCO was untrue in the firm's Form ADV filed with the Commission on or about February 10, 2011. Deny that Individual B never agreed to serve as Ascension's CCO and was never responsible for administering written compliance policies and procedures for Ascension.

39. Admit that Mr. Gooder used the phrase "window dressing" during testimony. Aver that out of context of the complete testimony, the allegation is meaningless. Deny that Mr. Gooder knew or reasonably should have known that identifying Individual A as Ascension's CCO was untrue in the Forms ADV identified in Paragraph 37 above. Deny that Mr. Gooder never communicated to Individual A that Individual A was responsible for administering written compliance policies and procedures of Ascension.

40. Deny that Mr. Gooder either knew or reasonably should have known that identifying Individual B as Ascension's CCO was untrue in the Form ADV identified in Paragraph

38 above. Deny that Mr. Gooder never communicated to Individual B that Individual B was Ascension's CCO and responsible for administering written policies and procedures of Ascension. Deny that Individual B never agreed to serve as Ascension's CCO.

41. Deny that Ascension and Mr. Gooder's statements alleged in Paragraphs 37-38 of the OIP were material. Deny that Mr. Gooder knew or reasonably should have known that the identity of Ascension's CCO was a material fact that needed to be disclosed truthfully in the firm's Forms ADV.

42. Admit that SEC-registered investment advisers are required to disclose whether they maintain custody of client assets in Part I of their Forms ADV mandated to be filed with the Commission.

43. Admit that from in or about 2005 through at least 2015, Ascension had "technical" custody of client assets in Private Fund A, although the assets at all times were in the possession of an independent qualified custodian.

44. Admit that from in or about 2012 through at least 2015, Ascension had "technical" custody of certain but not the vast majority of assets of its client, the Trust, although the assets at all times were in the possession of an independent qualified custodian.

45. Admit that in Forms ADV filed from 2005 through 2015, Ascension and Mr. Gooder made mistaken statements that Ascension did not have "technical" custody of client assets. Admit that Ascension and Mr. Gooder made mistaken statements that Ascension did not have "technical" custody of client assets in Ascension's Forms ADV filed on or about September 14, 2005, March 14, 2006, March 14, 2007, July 2, 2007, January 30, 2008, February 2, 2009, March 23, 2010, February 10, 2011, March 26, 2012, February 19, 2013, March 12, 2013, March 11, 2014, and February 26, 2015.

46. Admit that from 2011 through 2015, Ascension made mistaken statements that Ascension did not have "technical" custody of client assets in Form ADV Part 2A brochures, specifically the firm's brochures filed on or about February 10, 2011 (bearing the date February 8, 2011), March 26, 2012 (bearing the date March 20, 2012), March 12, 2013 (bearing the date February 26, 2013), and February 26, 2015 (bearing the date February 26, 2015).

47. Deny that Mr. Gooder knew or reasonably should have known that Ascension held "technical" custody over the assets in Private Fund A and of the assets in the Trust.

48. Deny that Ascension and Mr. Gooder's statements alleged above in Paragraphs 45-46 above were material.

49. Deny that Ascension willfully violated, and Mr. Gooder caused Ascension's violations of, Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder.

50. Deny that Ascension willfully violated, and Mr. Gooder caused Ascension's violations of, Section 206(4) of the Advisers Act and Rule 206(4)-2 thereunder.

51. Deny that Ascension willfully violated, and Mr. Gooder caused Ascension's violations of, Section 204 of the Advisers Act and Rule 204-2 thereunder.

52. Deny that Ascension and Mr. Gooder willfully violated Section 207 of the Advisers Act.

53. Any allegation not specifically admitted is hereby denied.

First Affirmative Defense

(Statute of Limitations)

54. While the Advisers Act does not contain a limitations period, federal courts and SEC administrative law judges look to the five-year statute of limitations period contained in 28 U.S.C. Section 2462. *See SEC v. Jones*, 476 F. Supp. 2d 374, 380-81 (S.D.N.Y. 2007); s*ee also Larry C.*

Grossman, Investment Advisers Act Release No. 4543, 2016 WL 5571616, at *10-13 (Sept. 30, 2016) (concluding that respondent's violations of the Advisers Act fell outside of the five-year statute of limitations period contained in Section 2462), *vacated and remanded on other grounds, Grossman v. SEC*, No. 16-16907 (11th Cir. Aug. 11, 2017); *Timbervest, LLC,* Initial Decision Release No. 658, 2014 WL 4090371, at *59 (ALJ Aug. 20, 2014) (applying *Gabelli v. SEC*, 133 S. Ct. 1216, 1220-21 (2013) and concluding that violations of Section 206(1)-(2) of the Advisers Act were time-barred by Section 2462). In *Jones*, the Court granted summary judgment against the SEC, dismissing as time-barred the SEC's action for civil penalties and an injunction for violations of the Advisers Act. 476 F. Supp. 2d at 381-85. The SEC alleged that the respondents had violated Section 206 of the Advisers Act and sought civil monetary penalties among other sanctions. *Id.* at 379. "[C]ivil monetary penalties...[are] unquestionably a penalty and...[are] subject to the five-year limitations period of § 2462." *Id.* at 381.

55. The Division's claims are barred to the extent they are based upon conduct occurring beyond the applicable five-year statute of limitations, in this instance conduct occurring before March 7, 2014.

Second Affirmative Defense

(Administrative Procedure Act)

56. While the Commission is given the authority to promulgate Rules under Section 206(4) of the Adviser's Act, the Commission's promulgation of Rule 206(4)-7 is unconstitutional as the conduct prohibited by the Rule strays from the common-law definition of fraud.

57. Under Section 206(4) of the Advisers Act, the Commission is given the authority to "define, and prescribe means reasonably designed to prevent, such acts, practices, and courses of business as are fraudulent, deceptive, or manipulative." However, the text of Rule 206(4)-7 and

the conduct it prohibits is an unconstitutional expansion of the definition of fraudulent and thus, is outside of the Commission's delegated rulemaking authority. Additionally, Rule 206(4)-7 in no way can be construed to fall under the definition of either "deceptive or manipulative."

58. The Fifth Circuit recently struck down the Department of Labor's ("DOL") Fiduciary Rule on the ground that the DOL had expanded the definition of "fiduciary" too far and that the term as defined, was in conflict with various statutory provisions in ERISA. The court noted, citing the Supreme Court, that there is a "settled principle of interpretation that, absent other indication, 'Congress intends to incorporate the well-settled meaning of the common-law terms it uses.'" *Chamber of Commerce v. U.S. Dep't of Labor*, 885 F.3d 360, 369-70 (5th Cir. 2018) (quoting *United States v. Castleman*, 572 U.S. 157, 162 (2014)).

59. Here, there is no indication that Congress intended to permit the Commission to promulgate rules which make fraudulent the act of not having a Chief Compliance Officer or a compliance manual—an act which normally carries with it no fraudulent liability. The Commission abused its rulemaking authority to promulgate a Rule that grossly over-expands the common-law definition of fraud. Therefore, the claims should be dismissed.

Third Affirmative Defense

(Right to a Jury Trial)

60. The Division presently seeks to recover a civil monetary penalty from Ascension and Mr. Gooder. Where the government seeks a civil penalty, the Supreme Court held in *Tull v. United States*, 481 U.S. 412 (1987), that the Seventh Amendment guarantees the defendant the right to trial by jury.

Fourth Affirmative Defense

(Public Interest)

61. Bringing this case against Mr. Gooder and Ascension would not be in the public interest.

62. When the SEC imposes sanctions, it must consider factors related to the public interest and the respondent's background and conduct. The intent of sanctions is to protect the public from future harm and to act as a deterrent to future conduct. *F.X.C. Inv'rs Corp.*, Initial Decision Release No. 218, 2002 WL 31741561, at *14 (ALJ Dec. 9, 2002). When the SEC assesses sanctions, it must give due regard to a case's facts and circumstances. *Id.* (citing *Berko v. SEC*, 316 F.2d 137, 141 (2d Cir. 1963)); *Leo Glassman*, 46 S.E.C. 209, 211 (1975). When the SEC imposes sanctions, it should consider these public interest factors: 1) the severity of respondent's actions; 2) the isolated or recurring nature of the violation; 3) the amount of scienter involved in the violation; 4) how genuine are the respondent's pledges against future violations; 4) the respondent's acceptance of the wrongful nature of his conduct; and 5) the likelihood that respondent's occupation will present chances for future violations. *F.X.C. Inv'rs Corp.*, 2002 WL 31741561, at *14 (citing *Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979), *aff'd*, 450 U.S. 91 (1981)).

63. Those factors make clear that sanctions here are not in the public interest. The violations are exclusively "process" violations that have been fully remediated. There is no indication that Ascension or Mr. Gooder present a risk for future violations. Mr. Gooder has made an extensive investment in upgrading his compliance process, including the retention of experienced regulatory counsel, a well-respected compliance consultant, and an experienced Chief Compliance Officer. Mr. Gooder has had a long and distinguished career serving his clients; in nearly 50 years, he has had only one complaint, and it was found to be without merit after a federal

trial. Considering these facts and circumstances, an appellate court would be hard pressed to find that the SEC has met its burden under *Steadman.*

64. Financial penalties are even less likely to be sustained. In an administrative matter pursuant to its authority under Exchange Act Section 21B, the SEC must evaluate these factors in addition to the *Steadman* factors: i) whether the conduct "involved fraud, deceit, manipulation, or deliberate or reckless disregard of a regulatory requirement;" ii) whether the conduct directly or indirectly harmed another person and the extent of harm; iii) whether and to what extent any person was unjustly enriched "as mitigated by any restitution;" iv) the respondent's regulatory history; v) discouragement of future conduct; and vi) "other matters as justice may require." *Consol. Inv. Services, Inc.*, Initial Decision Release No. 59, 1994 WL 707215, at *15 (ALJ Dec. 12, 1994) (citing Exchange Act § 21B(b)(3)(C)).

65. An appellate court will review the SEC's imposition of sanctions in an administrative proceeding for abuse of discretion and will overturn sanctions if the sanctions are "unwarranted in law [or] without justification in fact." *McCarthy v SEC*, 406 F.3d 179, 188 (2d Cir. 2005) (quoting *Markowski v. SEC*, 34 F.3d 99, 105 (2d Cir. 1994)). In general, abuse of discretion will involve either a failure by the SEC to support the chosen sanction with a "meaningful statement of findings and conclusions" or the sanction is "palpably disproportionate to the violation." *Id.* (quoting *Reddy v. CFTC*, 191 F.3d 109, 124 (2d Cir. 1999) (internal quotation marks omitted)). An appellate court has the authority to reduce or eliminate the chosen sanction. *Id.* (citing *Arthur Lipper Corp. v. SEC*, 547 F.2d 171, 184-85 (2d Cir. 1976) (reducing an expulsion penalty to a one-year suspension based on the nature of the defendant's wrongdoings and mitigating factors)).

66. Process violations that caused no substantive customer harm and that have been fully remediated are not sufficient to sustain any financial penalty.

CONCLUSION

The Division's contentions should be rejected and findings made against it, no relief should be awarded, and this proceeding should be dismissed with prejudice.

Dated: April 1, 2019

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CERTIFICATE OF SERVICE AND FILING

Pursuant to Rule 150(c)(2), I certify that on April 1, 2019, I caused the foregoing to be sent (1) By hand delivery (original and 3 copies) and FedEx directed to the Office of the Secretary, Securities and Exchange Commission, 100 F Street NE, Washington DC 20549-1090. (2) By email and FedEx to Nicholas Pilgrim, Adam Aderton, Luke Pazicky, and Janene Smith, Securities and Exchange Commission, 100 F Street NE, Washington DC 20549-1090, and pilgrimn@sec.gov, adertona@sec.gov, pazickyl@sec.gov, and smithj@sec.gov.