UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

In the Matter of the Petition of: BOX Exchange LLC	File No. SR-BOX-2018-24

PETITION FOR REVIEW OF ORDER TEMPORARILY SUSPENDING BOX EXCHANGE LLC'S PROPOSAL TO AMEND THE FEE SCHEDULE ON BOX MARKET LLC

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INTRODUCTION

BOX Exchange LLC (the "Exchange") submits this petition for review of an order by the Division of Trading and Markets temporarily suspending an immediately effective rule change relating to the fee schedule for the BOX Options Market LLC ("BOX") options facility.[1] In its filing (the "BOX Proposal"), the Exchange proposed (1) to establish new fees, consistent with fees assessed by other exchanges, for market participants who connect to BOX's network (the "Connectivity Fees"), and (2) to reclassify BOX's existing High Speed Vendor Feed charge as a port fee without changing the amount of that charge (the "HSVF Port Fee"). After a single commenter filed an objection to the proposed rule change (to which the Exchange responded), the Division, acting pursuant to delegated authority, issued an Order temporarily suspending the proposed rule change and instituting proceedings to determine whether it should disapprove the rule change.[2]

The Commission should grant review and vacate the Division's Order. First, the Division applied the wrong legal standard in temporarily suspending the BOX Proposal. The Division was not required to make an "affirmative finding" about the BOX Proposal, Order, 83 Fed. Reg. at 47,949, because it was an immediately effective rule change under Section 19(b)(3)(A) of the Securities Exchange Act of 1934 (the "Act"), *see* 15 U.S.C. § 78s(b)(3)(A), and therefore was not

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[1] After the Exchange filed the proposed rule change, it changed its name from BOX Options Exchange LLC to BOX Exchange LLC, and BOX Market LLC changed its name to BOX Options Market LLC.

[2] *See* Suspension of and Order Instituting Proceedings to Determine Whether to Approve or Disapprove a Proposed Rule Change to Amend the Fee Schedule on the BOX Market LLC Options Facility to Establish BOX Connectivity Fees for Participants and Non-Participants Who Connect to the BOX Network, Release No. 34-84168, File No. SR-BOX-2018-24, 83 Fed. Reg. 47,947 (Sept. 17, 2018) ("Order").

subject to the same scrutiny as a proposed rule change submitted for Commission approval under Section 19(b)(2) of the Act, *see id.* § 78s(b)(2). Second, even if an "affirmative finding" of consistency with the Act were required, the BOX Proposal meets all applicable requirements of the Act because the proposed fees are equitable, reasonable, and nondiscriminatory, and would not impose any undue burden on competition. Third, the Order is arbitrary and capricious because the Division departed, without explanation, from its years-long practice of permitting other exchanges to charge similar (or higher) connectivity fees.

Because the Division applied the wrong legal standard in temporarily suspending the BOX Proposal and failed to provide a reasoned explanation for treating this proposed rule change differently from scores of prior proposals from other exchanges, this matter is ripe for decision now and there is no reason to delay review pending the outcome of the proceedings to approve or disapprove the BOX Proposal. The Commission should grant review and vacate the Order.

BACKGROUND

I. The BOX Proposal

The Exchange has proposed two amendments to the fee schedule for the BOX options facility. *See* Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Fee Schedule on the BOX Market LLC Options Facility, Release No. 34-84168, File No. SR-BOX-2018-24 (July 27, 2018).

First, the Exchange proposes to add new Connectivity Fees for both Participants and non-Participants.[3] These Connectivity Fees apply to every market participant who seeks physical access to BOX's network. The Connectivity Fees are intended to offset the costs BOX incurs in providing and improving its trading network, including connectivity costs, as well as costs incurred with respect to software and hardware enhancements, quality assurance, and technology support.

The Connectivity Fees are assessed upon those market participants who are connected to BOX's network as of the last trading day of each month and are based upon the amount of bandwidth used by the market participant. BOX proposes to charge $1,000 per month for each non-10 Gigabit connection and $5,000 per month for each 10 Gigabit connection.

Other exchanges charge connectivity fees at comparable, or higher, prices. For example, Cboe Exchange charges market participants $1,500 per month for a 1 Gigabit connection to its network and $5,000 for a 10 Gigabit connection. *See* Cboe Exchange, Inc. Fees Schedule 14.[4] The Miami International Securities Exchange LLC ("MIAX") currently sets its fees at $1,100 for a 1 Gigabit connection and $5,500 for a 10 Gigabit connection. *See* MIAX Options Fee Schedule 19.[5] Nasdaq PHLX charges its subscribers $10,000 each month for a 10 Gigabit fiber connection

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[3] A "Participant" is a "firm, or organization that is registered with [BOX] . . . for purposes of participating in trading on a facility of [BOX]." BOX Exchange LLC Rules, Rule 100(a)(42), http://rules.boxoptions.com/browse/4e260fc07d1b10009f6f90b11c2ac4f101.

[4] http://www.cboe.com/publish/feeschedule/cboefeeschedule.pdf.

[5] https://www.miaxoptions.com/sites/default/files/fee_schedule-files/MIAX_Options_Fee_Schedule_09182018.pdf. Although the current fee schedule indicates that MIAX charges $1,400 for 1 Gigabit connections and $6,100 for 10 Gigabit connections, the Division has temporarily suspended those fee increases. *See* Miami International Securities Exchange LLC, Release No. 34-84175, File No. SR-MIAX-2018-19, 83 Fed. Reg. 47,955 (Sept. 17, 2018).

to its network. *See* Nasdaq PHLX LLC Rules, General 8, Section 1(b).[6] And the NYSE American Options Exchange charges $14,000 a month for a 10 Gigabit circuit. *See* NYSE American Options Fee Schedule 37.[7]

Second, the Exchange proposes to redefine BOX's HSVF Connection Fee as a Port Fee.[8] This classification is more accurate because an HSVF subscription does not require a physical connection to BOX. Although market participants must be credentialed by BOX to receive the HSVF, anyone can become credentialed by submitting the required documentation. *See Trading Interface Specification*, BOX Options, https://boxoptions.com/technology/trading-interface-specifications/. The Exchange does not propose to alter the amount of the existing HSVF fee; subscribers to the HSVF will continue to pay $1,500 per month. As with the Connectivity Fees, BOX's HSVF Port Fee is in line with industry practice. *See* Cboe Data Services, LLC (CDS) Fee Schedule § VI (charging $500 per month for up to five users to access the Enhanced Controlled Data Distribution Program).[9]

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[6] http://nasdaqphlx.cchwallstreet.com/NASDAQPHLXTools/PlatformViewer.asp?selectednode=chp%5F1%5F1%5F1%5F2&manual=%2Fnasdaqomxphlx%2Fphlx%2Fphlx%2Dllcrules%2F.

[7] https://www.nyse.com/publicdocs/nyse/markets/american-options/NYSE_American_Options_Fee_Schedule.pdf.

[8] HSVF is "the protocol for receiving BOX market data directly from BOX rather than via one of the commercial data vendor suppliers." *Trading Interface Specification*, BOX Options, https://boxoptions.com/technology/trading-interface-specifications/.

[9] https://www.cboe.org/publish/mdxfees/cboe-cds-fees-schedule-for-cboe-datafeeds.pdf.

II. Procedural History

On July 19, 2018, the Exchange submitted the BOX Proposal as an immediately effective rule change pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(2) thereunder. *See* Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Fee Schedule on the BOX Market LLC Options Facility, Release No. 34-84168, File No. SR-BOX-2018-24 (July 27, 2018). On August 23, 2018, the Healthy Markets Association filed a comment objecting to the BOX Proposal. The Exchange submitted a response on September 12, 2018, explaining that an immediately effective rule filing need not undergo the rigorous level of scrutiny advocated by Healthy Markets.

On September 17, 2018, the Division, acting pursuant to delegated authority, issued an Order temporarily suspending the BOX Proposal and instituting proceedings to determine whether to approve or disapprove the proposed rule change. In explaining its decision to temporarily suspend the BOX Proposal, the Division stated that "[t]he description of a proposed rule change, its purpose and operation, its effect, and a legal analysis of its consistency with applicable requirements must all be sufficiently detailed and specific to support an affirmative Commission finding." Order, 83 Fed. Reg. at 47,948. "[A]ny failure of an SRO to provide this information," the Division continued, "may result in the Commission not having a sufficient basis to make an affirmative finding that a proposed rule change is consistent with the Act and the applicable rules and regulations." *Id.* at 47,949. The Division stated that it was instituting proceedings to assess whether the BOX Proposal complies with the Act, including "its requirements that exchange fees

be reasonable and equitably allocated; . . . not be unfairly discriminatory; or not impose an unnecessary or inappropriate burden on competition." *Id.*[10]

BOX submitted a timely Notice of Intention to Petition for Review on September 19, 2018, which, pursuant to the Commission's rules, stayed the effectiveness of the Division's Order temporarily suspending the BOX Proposal. *See* 17 C.F.R. § 201.431(e).

ARGUMENT

I. The Division Applied The Wrong Legal Standard.

According to the Division, its role in reviewing an immediately effective rule change is to evaluate the exchange's submission in order to "make an affirmative finding" about whether the proposed rule change is consistent with the Act. Order, 83 Fed. Reg. at 47,949. The Act, however, requires no such "affirmative finding" when the Commission, or its staff, is reviewing an immediately effective rule change. The Commission should grant review and reject the Division's misapplication of the Act's standard for reviewing immediately effective rule changes.

The Act establishes two distinct procedural mechanisms for self-regulatory organizations ("SROs") to promulgate rule changes. One procedure is for the SRO to submit its proposed rule change to the Commission for review and approval under Section 19(b)(2) of the Act. *See* 15 U.S.C. § 78s(b)(2). The Commission is permitted to approve a proposed rule only "if it finds that such proposed rule change is consistent with the requirements of [the Act] and the rules and

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[10] The same day the Division suspended the BOX Proposal, it also suspended proposed rule changes from MIAX and MIAX PEARL that increased their connectivity fees. *See* Miami International Securities Exchange LLC, Release No. 34-84175, File No. SR-MIAX-2018-19, 83 Fed. Reg. 47,955 (Sept. 17, 2018); MIAX PEARL, LLC, Release No. 34-84177, File No. SR-PEARL-2018-16, 83 Fed. Reg. 47,953 (Sept. 17, 2018).

regulations issued under [the Act.]" *Id.* § 78s(b)(2)(C)(i). Construing Section 19(b)(2), the D.C. Circuit has emphasized that "[w]hen a statute requires an agency to make a finding as a prerequisite to action, it must do so," and that "[m]erely referencing a requirement is not the same as complying with that requirement." *Susquehanna Int'l Grp., LLP v. SEC*, 866 F.3d 442, 446 (D.C. Cir. 2017) (alteration and internal quotation marks omitted). Accordingly, when examining a proposed rule change under Section 19(b)(2), the Commission is "obligated to make an independent review" of the proposed rule change and must "critically review[ ] [the SRO's] analysis or perform[ ] its own." *Id.* at 446, 447.

That "independent review" requirement is inapplicable, however, when an exchange has submitted to the Commission an immediately effective rule change "establishing or changing a due, fee, or other charge" under Section 19(b)(3)(A) of the Act. 15 U.S.C. § 78s(b)(3)(A). When an exchange has designated a rule immediately effective, the Commission has no statutory obligation to "approve" the rule by examining its consistency with the Act. Instead, the Commission "summarily *may* temporarily suspend the change in the rules . . . if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes" of the Act. *Id.* § 78s(b)(3)(C) (emphases added). Unlike for exchange rules submitted for approval under Section 19(b)(2), the Act does not prescribe any findings that the Commission must make before deciding to leave an immediately effective rule change in force.

The distinction between the standards under Sections 19(b)(2) and 19(b)(3)(A) of the Act is confirmed by the D.C. Circuit's decision in *NetCoalition II*, where the court held that it lacked jurisdiction to review the Commission's decision not to suspend an immediately effective SRO

rule filing. *NetCoalition v. SEC*, 715 F.3d 342, 353 (D.C. Cir. 2013). In rejecting the petitioners' alternative request for mandamus, the court explained that the substantive standard governing the Commission's approval of exchanges' market-data fees set forth in its earlier decision in *NetCoalition I* "no longer applies at this stage of the SRO rulemaking process" because, by authorizing immediately effective rule filings, "Congress has since jettisoned the requirement that the Commission approve the type of rule changes under review in *NetCoalition I*." *Id.* at 354 (citing *NetCoalition v. SEC*, 615 F.3d 525 (D.C. Cir. 2010) ("*NetCoalition I*")). "Because the Commission is no longer required to approve an SRO's fee rule before it becomes effective," the court concluded, the more rigorous review mandated by *NetCoalition I* in the Section 19(b)(2) context is not required when an exchange submits an immediately effective rule change. *Id.*

The Division ignored this distinction between the standards applicable under Sections 19(b)(2) and 19(b)(3)(A) when it stated that, in reviewing the immediately effective BOX Proposal, it needed "a sufficient basis to make an affirmative finding that a proposed rule change is consistent with the Act and the applicable rules and regulations." Order, 83 Fed. Reg. at 47,949. As the language of the Act and the D.C. Circuit's decision in *NetCoalition II* make clear, no such searching review and affirmative finding of compliance with the Act are required where, as here, an exchange has submitted an immediately effective rule change pursuant to Section 19(b)(3)(A) of the Act. If allowed to stand, the Division's order would eviscerate the distinction between Sections 19(b)(2) and 19(b)(3)(A) of the Act. In so doing, it would impair innovation and competition by requiring exchanges that submit immediately effective rule changes—a procedure that Congress intended to be streamlined and efficient—to provide the same level of factual

support and analysis that is required to support a rule submitted for approval under the more stringent requirements of Section 19(b)(2).

The Commission's review is warranted to ensure that the Division's evaluation of immediately effective rule changes is consistent with the text, purpose, and carefully calibrated structure of the Act.

II. The BOX Proposal Is Consistent With The Act.

Even if the Division had been required to make an "affirmative finding" that the BOX Proposal meets the requirements of the Act, the Exchange's submission makes clear that the BOX Proposal is consistent with the Act, including the requirements that an exchange's rules "provide for the equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities," "are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers," and do "not impose any burden on competition not necessary or appropriate in furtherance of the purposes of" the Act. 15 U.S.C. § 78f(b)(4), (5), (8).

A. The BOX Proposal Is Equitable, Reasonable, And Nondiscriminatory.

Both the Connectivity Fees and HSVF Port Fee are equitable, reasonable, and nondiscriminatory.

1. The Connectivity Fees Are Equitable, Reasonable, And Nondiscriminatory.

The Connectivity Fees represent an equitable allocation of reasonable fees and are not unfairly discriminatory. As explained in the BOX Proposal, the fees are "expected to offset the costs BOX incurs in maintaining, and implementing ongoing improvements to the trading systems." BOX Proposal 5. These costs include connectivity costs as well as costs associated

with software and hardware enhancements, software development, quality assurance, and technology support. *Id.*

The reasonable nature of BOX's proposed Connectivity Fees is clear from the fact that the Exchange is proposing to set these fees at a level *lower* than the connectivity fees charged by several other exchanges. *Compare* BOX Proposal 3 ($1,000/$5,000), *with* Cboe Exchange, Inc. Fees Schedule 14 ($1,500/$5,000), MIAX Options Fee Schedule 19 ($1,100/$5,500), Nasdaq PHLX LLC Rules, General 8, Section 1(b) ($2,500/$10,000), *and* NYSE American Options Fee Schedule 37 ($5,000/$14,000). It cannot be unreasonable for the Exchange to charge Connectivity Fees that are less than the fees charged by other exchanges—especially given that neither the Commission nor the Division temporarily suspended or disapproved the rule changes establishing the other exchanges' higher fees.

Furthermore, nothing in the BOX Proposal compels market participants to pay the Connectivity Fees. Market participants remain free not to connect to BOX. Indeed, the possibility that market participants will discontinue routing orders to a trading platform if it sets its connectivity fees at an unreasonably high level is a substantial constraint on exchanges' ability to increase connectivity fees. *See NetCoalition I*, 615 F.3d at 539 ("No one disputes that competition for order flow is 'fierce.'" (quoting Order Setting Aside Action by Delegated Authority and Approving Proposed Rule Change Relating to NYSE Arca Data, Release No. 34-59039, 73 Fed. Reg. 74,770, 74,782 (Dec. 9, 2008))).

Nor is there any basis for concluding that BOX's Connectivity Fees are inequitable or discriminatory. The Connectivity Fees apply evenhandedly to all market participants who connect to BOX through a non-10 Gigabit connection and to all market participants who connect to BOX

through a 10 Gigabit connection. And because market participants with a 10 Gigabit connection use more bandwidth than market participants with a non-10 Gigabit connection, there is nothing inequitable or discriminatory about setting a higher fee for those market participants with a 10 Gigabit connection.

BOX's Connectivity Fees are therefore equitably allocated, reasonable, and nondiscriminatory.

2. The HSVF Port Fee Is Equitable, Reasonable, And Nondiscriminatory.

The HSVF Port Fee is also equitable, reasonable, and nondiscriminatory. As an initial matter, the BOX Proposal merely reclassifies an existing fee as the HSVF Port Fee to reflect the fact that access to the HSVF does not require a physical connection to BOX. The BOX Proposal does not increase the amount of the existing fee, which the Commission has never questioned during the time that BOX has been assessing it. A fee does not become unlawful simply because an exchange reclassifies it from one internal category to another. Moreover, like the Connectivity Fees, the classification and amount of the HSVF Port Fee is consistent with industry practice, *see* Cboe Data Services, LLC (CDS) Fee Schedule § VI, which demonstrates that the fee is both properly classified and set at a reasonable level.

In addition, the HSVF Port Fee is equitable and nondiscriminatory because it is assessed at the same amount for all market participants who access the HSVF. Although a market participant must be credentialed with BOX to access the HSVF, a market participant need only complete a publicly available form and agree to certain terms in order to be credentialed. BOX even informs market participants that the HSVF "is available to *anyone* by completing proper documentation" and provides that documentation on the same webpage. *See Trading Interface*

Specification, BOX Options, https://boxoptions.com/technology/trading-interface-specifications/ (emphasis added).

Accordingly, there is nothing unreasonable, unfair, or discriminatory about the HSVF Port Fee.

B. The BOX Proposal Does Not Impose Any Undue Burden On Competition.

Neither the Connectivity Fees nor the HSVF Port Fee would impose an unnecessary or inappropriate burden on competition. *See* 15 U.S.C. § 78f(b)(8). As discussed above, the Exchange's proposed Connectivity Fees are lower than the similar fees charged by other exchanges and apply in an equitable manner to all market participants who connect to BOX. A reasonably priced, nondiscriminatory fee does not impose an undue burden on the ability of market participants to compete with each other. Moreover, market participants who are particularly price-sensitive have the option of connecting to BOX through a third-party connectivity provider; BOX charges only a single connectivity fee to each third-party provider—regardless of the number of market participants who connect to BOX through that provider—which enables these providers to charge fees that may be lower than BOX's Connectivity Fees. The same is true for the HSVF Port Fee: market participants can obtain BOX market data from a commercial data provider without paying the HSVF Port Fee.

Nor would the Connectivity Fees or HSVF Port Fee burden competition among exchanges. In fact, both the Connectivity Fees and HSVF Port Fee are pro-competitive because they enable BOX to offset its costs and invest in improvements to its software, hardware, quality assurance, and technology support. These investments make BOX a more attractive trading platform for market participants and a more effective competitor. Denying BOX the ability to charge the

Connectivity Fees and HSVF Port Fee would deprive BOX of a valuable revenue stream, impair its ability to invest in enhancements to its trading platform, and undermine its competitive position.

III. The Order Is Arbitrary And Capricious.

The Order is arbitrary and capricious because it treats the Exchange differently from other exchanges that have established a connectivity fee through an immediately effective rule change.

The Administrative Procedure Act prohibits arbitrary and capricious agency action. *See* 5 U.S.C. § 706. "Government is at its most arbitrary when it treats similarly situated people differently." *Etelson v. Office of Personnel Mgmt.*, 684 F.2d 918, 926 (D.C. Cir. 1982). For that reason, "it is axiomatic that an agency adjudication must either be consistent with prior adjudications or offer a reasoned basis for its departure from precedent." *Brusco Tug & Barge Co. v. NLRB*, 247 F.3d 273, 278 (D.C. Cir. 2001) (internal quotation marks omitted).

As pointed out by Commissioner Jackson, between the beginning of 2016 and the submission of the three immediately effective rule changes from the Exchange, MIAX, and MIAX PEARL that the Division temporarily suspended on September 17, 2018, the Commission had not rejected *any* of the prior 95 exchange filings related to connectivity. *See* Commissioner Robert J. Jackson Jr., *Unfair Exchange: The State of America's Stock Markets* n.33 (Sept. 19, 2018), https://www.sec.gov/news/speech/jackson-unfair-exchange-state-americas-stock-markets. For example, in June 2018, the CBOE exchange group filed eight immediately effective rule changes increasing connectivity fees by up to 25%,[11] but neither the Commission nor the Division

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[11] *See* Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to Physical Port Fees for BYX, Release No. 34-83441, File No. SR-CboeBYX-2018-006 (June 14, 2018); Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to Physical Port Fees for BZX, Release No. 34-83442, File No. SR-CboeBZX-2018-037 (June 14, 2018); Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to

temporarily suspended any of those rule changes (despite a comment letter from Healthy Markets raising objections similar to those it raised regarding the BOX Proposal).[12] And the CBOE rule changes—like a number of the other 95 prior connectivity-related filings—pertained to connectivity fees *higher* than those established in the BOX Proposal.

Yet, the Division offered no explanation in the Order for this differential treatment of the Exchange, or for its sharp departure from its prior practice of permitting connectivity fees established by immediately effective rule changes to remain in place. The Exchange's small market share—only 2.2% of the options market by volume in August 2018[13]—and the fact that, unlike its competitors, the Exchange is not a member of a multi-exchange group, make it especially unreasonable for the Division to subject the Exchange to more exacting regulatory scrutiny than its competitors.

Physical Port Fees for BZX Options, Release No. 34-83429, File No. SR-CboeBZX-2018-038 (June 14, 2018); Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to Physical Port Fees for C2, Release No. 34-83455, File No. SR-C2-2018-014 (June 15, 2018); Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to Physical Port Fees for Cboe Options, Release No. 34-83453, File No. SR-CBOE-2018-041 (June 15, 2018); Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to Physical Port Fees for EDGA, Release No. 34-83449, File No. SR-CboeEDGA-2018-010 (June 15, 2018); Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to Physical Port Fees for EDGX Options, Release No. 34-83430, File No. SR-CboeEDGX-2018-017 (June 14, 2018); Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to Physical Port Fees for EDGX, Release No. 34-83450, File No. SR-CboeEDGX-2018-016 (June 15, 2018).

[12] *See* Cboe Healthy Markets Comment Letter (July 26, 2018), https://www.sec.gov/comments/sr-cboebyx-2018-006/cboebyx2018006-4127982-171758.pdf.

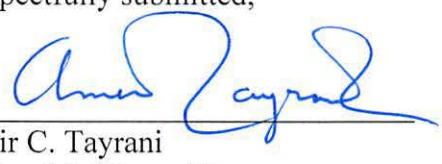
[13] *See* Tabb Group, *Options LiquidityMatrix* (Sept. 17, 2018).

This unequal treatment of the Exchange is arbitrary and capricious, and should be set aside by the Commission.

CONCLUSION

For the foregoing reasons, the Commission should grant the petition for review and vacate the Division's Order temporarily suspending the BOX Proposal. In the event the Commission denies the petition for review, the Commission should extend the period for submitting comments regarding the Division's Order until 21 days after the date on which the Commission denies review.

Respectfully submitted,



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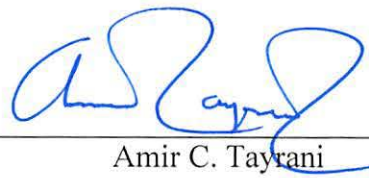
CERTIFICATE OF SERVICE

I, Amir C. Tayrani, counsel for BOX Exchange LLC, hereby certify that on September 26, 2018, I served copies of the attached Petition for Review of BOX Exchange LLC as indicated below:

Brent J. Fields
Secretary
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
(via hand delivery and facsimile)

Dated: September 26, 2018



Amir C. Tayrani