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Document forms provided in Securities Webinar Series - Session 4
Responding to SEC subpoenas and SEC enforcement actions

Documents provided by Lori Patterson of Baker Donelson (www.bakerdonelson.com)



SUBPOENA
UNITED STATES OF AMERICA
SECURITIES AND EXCHANGE COMMISSION

c/o Lori Patterson, Esq.
Baker, Donelson, Bearman, Caldwell & Berkowitz, PC
165 Madison Avenue, Suite 2000
Memphis, TN 38103


YOU MUST TESTIFY before officers of the Securities and Exchange Commission, at the place, date and time specified below.

175 W. Jackson Blvd., Suite 900, Chicago, IL 60604, on February 3, 2015 at 9:30 a.m.

FEDERAL LAW REQUIRES YOU TO COMPLY WITH THIS SUBPOENA.

Failure to comply may subject you to a fine and/or imprisonment.

By:


James G. O'Keefe
Senior Counsel, Division of Enforcement
U.S. Securities and Exchange Commission
175 West Jackson Blvd., Suite 900
Chicago, IL 60604

Date:

1/12/2015

I am an officer of the Securities and Exchange Commission authorized to issue subpoenas in this matter. The Securities and Exchange Commission has issued a formal order authorizing this investigation under Section 20(a) of the Securities Act of 1933 and Section 21(a) of the Securities Exchange Act of 1934.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
CHICAGO REGIONAL OFFICE
SUITE 900
175 WEST JACKSON BLVD.
CHICAGO, ILLINOIS 60604

JAMES G. O'KEEFE
SENIOR COUNSEL
DIVISION OF ENFORCEMENT

TELEPHONE: 312-886-2239
FACSIMILE: 312-353-7398
Okeefej@sec.gov

September 25, 2014

Via UPS

RE: In the Matter of

The staff of the Securities and Exchange Commission is conducting a nonpublic and confidential investigation in the matter identified above. The enclosed subpoena has been issued to ("you") as part of this investigation. The subpoena requires you to give us documents.

Please read the subpoena and this letter carefully. This letter answers some questions you may have about the subpoena. You should also read the enclosed SEC Form 1662. You must comply with the subpoena. You may be subject to a fine and/or imprisonment if you do not.

Producing Documents

What materials do I have to produce?

The subpoena requires you to give us the documents described in the attachment to the subpoena. You must provide these documents by **October 9, 2014**. The attachment to the subpoena defines some terms before listing what you must provide.

Please note that if copies of a document differ in any way, they are considered separate documents and you must send each one. For example, if you have two copies of the same letter, but only one of them has handwritten notes on it, you must send both the clean copy and the one with notes.

If you prefer, you may send us photocopies of the originals. The Commission cannot reimburse you for the copying costs. The copies must be identical to the originals, including even faint marks or print. If you choose to send copies, you must keep the originals in a safe

place. The staff will accept the copies for now, but may require you to produce the originals later.

If you do send us photocopies, please put an identifying notation on each page of each document to indicate that it was produced by you, and number the pages of all the documents submitted. (For example, if Jane Doe sends documents to the staff, she may number the pages JD-1, JD-2, JD-3, etc., in a blank corner of the documents.) Please make sure the notation and number do not conceal any writing or marking on the document. If you send us originals, please do not add any identifying notations.

Please send the documents required by the subpoena to:

James G. O'Keefe
Senior Counsel
U.S. Securities and Exchange Commission
175 W. Jackson Blvd., Suite 900
Chicago, IL 60604

I have attached a Declaration Certifying Records; execution of the declaration may allow the Commission to introduce documents provided by you in any subsequent judicial proceeding, without requiring the testimony of your custodian of records should the documents be required at trial.

Do I need to send anything else?

You should enclose a list briefly describing each item you send. The list should state which paragraph(s) in the subpoena attachment each item responds to.

Please include a cover letter stating whether you believe you have met your obligations under the subpoena by searching carefully and thoroughly for everything called for by the subpoena, and sending it all to us.

What if I do not send everything described in the attachment to the subpoena?

The subpoena requires you to send all the materials described in it. If, for any reason -- including a claim of attorney-client privilege -- you do not produce something called for by the subpoena, you should submit a list of what you are not producing. The list should describe each item separately, noting:

- its author(s);
- its date;
- its subject matter;
- the name of the person who has the item now, or the last person known to have it;
- the names of everyone who ever had the item or a copy of it, and the names of everyone who was told the item's contents; and
- the reason you did not produce the item.

If you withhold anything on the basis of a claim of attorney-client privilege or attorney work product protection, you should also identify the attorney and client involved.

Other Important Information

May I have a lawyer help me respond to the subpoena?

Yes. You have the right to consult with and be represented by your own lawyer in this matter. We cannot give you legal advice.

What will the Commission do with the materials I send?

The enclosed SEC Form 1662 includes a List of Routine Uses of information provided to the Commission. This form has other important information for you. Please read it carefully.

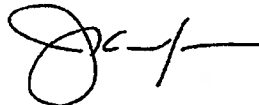
Has the Commission determined that anyone has done anything wrong?

This investigation is a non-public, fact-finding inquiry. We are trying to determine whether there have been any violations of the federal securities laws. The investigation and the subpoena do not mean that we have concluded that you or anyone else has broken the law. Also, the investigation does not mean that we have a negative opinion of any person, entity or security.

I have read this letter, the subpoena, and the SEC Form 1662, but I still have questions. What should I do?

If you have any other questions, you may call me at (312) 886-2239. If you are represented by a lawyer, you should have your lawyer contact me.

Sincerely,



James G. O'Keefe
Senior Counsel
Division of Enforcement

Enclosures: Subpoena
SEC Form 1662
Declaration Certifying Records



SUBPOENA
UNITED STATES OF AMERICA
SECURITIES AND EXCHANGE COMMISSION

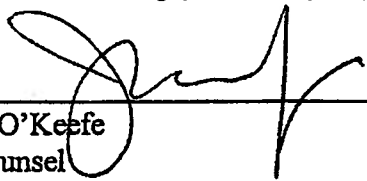
YOU MUST PRODUCE everything specified in the Attachment to this subpoena to officers of the Securities and Exchange Commission, at the place, date, and time specified below.

175 W. Jackson Blvd. Suite 900, Chicago, IL 60604 no later than October 9, 2014

FEDERAL LAW REQUIRES YOU TO COMPLY WITH THIS SUBPOENA.

Failure to comply may subject you to a fine and/or imprisonment.

By:



James G. O'Keefe
Senior Counsel
U.S. Securities and Exchange Commission
175 W. Jackson Boulevard, Suite 900
Chicago, Illinois 60604
(312) 886-2239

Date:

9/25/14

I am an officer of the Securities and Exchange Commission authorized to issue subpoenas in this matter. The Securities and Exchange Commission has issued a formal order authorizing this investigation under Section 20(a) of the Securities Act of 1933 and Section 21(a) of the Securities Exchange Act of 1934.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
CHICAGO REGIONAL OFFICE
SUITE 900
175 WEST JACKSON BLVD.
CHICAGO, ILLINOIS 60604

JAMES G. O'KEEFE
SENIOR COUNSEL
DIVISION OF ENFORCEMENT

TELEPHONE: 312-886-2239
FACSIMILE: 312-353-7398
Okcefej@sec.gov

September 25, 2014

Via UPS

RE: In the Matter of

Dear Mr.

The staff of the U.S. Securities and Exchange Commission ("Commission") you may possess documents and data that are relevant to an ongoing investigation being conducted by the Commission staff. Accordingly, we hereby provide notice that such evidence should be reasonably preserved and retained until further notice. Failure to do so could give rise to civil and criminal liability.

The Commission considers potentially relevant documents to include those created on or after **January 1, 2010** that:

1. relates to or refers to the following:

- a.
- b.
- c.
- d.
- e.
- f.
- g.
- h.
- i.

- iii.
- iv.
- v.
- vi.
- vii.
- viii.
- ix.
- x.
- xi.
- xii.

- z. Financial accounts in the name of, controlled by, or for the benefit of, any and all of the individuals or entities listed above.

Such documents include both "hard copy" versions and electronically-stored information in your possession, custody or control, including text files, data compilations, word processing documents, spreadsheets, e-mail, voicemail, data bases, calendars and scheduling information, log, file fragments and backup files, letters, instant messages, text messages, memoranda, notes, drawings, designs, correspondence or communication of any kind. Evidence that is stored electronically may be maintained on shared network files, computer hard drives, servers, DVDs, CD-ROMs, flash drives, thumb drives, laptops, digital recorders, netbooks, PDA, or other handheld/ smartphone devices.

In this letter, I refer to such documents and data as "Evidence." **You have a duty to reasonably preserve and retain such Evidence.**

This duty includes an obligation to provide notice to all employees or custodians who may be in possession of Evidence. This duty also extends to the preservation and retention of Evidence in the possession or custody of third parties, such as an internet service provider or a cloud-computing provider, if such Evidence is within your control.

You may need to act affirmatively to prevent the destruction of Evidence. This duty may necessitate quarantining certain Evidence to avoid its destruction or alteration. You should consider whether you need to discontinue the routine destruction of Evidence, including discontinuing the recycling of backup tapes or other storage media, and the deletion of emails, "trash," "recycling," "drafts," "sent," or "archived" folders. You should avoid running or installing any drive cleaning, wiping, encrypting, or defragmenting software on hard disks of computers that may contain Evidence.

You should consider preserving any forensically recoverable data by having mirror image copies made of the Evidence. Having said that, any attempt to replicate electronic data without adhering to best practices for data replication could compromise the integrity or contents of such data. Simply making "hard copies" of such Evidence or transforming it to other formats

(such as TIFF, or PDF documents) does not constitute preservation of such Evidence. We are prepared to discuss with you proper protocols for replication before you attempt to copy Evidence. The Commission may be able to retain and supervise computer forensic resources to properly and non-invasively create back-up images of Evidence.

In addition to preserving the Evidence described above, we further request that you take no action to delete or otherwise compromise **any** content existing on social networking websites such as "Facebook" or "LinkedIn." Moreover, we request that you take no affirmative action to delete **any** emails, even emails that may not fit within the parameters set forth above.

For the purposes of this request, the singular includes the plural and the plural includes the singular. In addition, the term "and" includes "or" and "or" includes "and." Also, the terms "relating to," "relates to," or "relate to" means, without limitation, constituting, comprising, discussing, covering, referring to or concerning directly or indirectly, the subject matter identified in a particular request.

* * *

While we recognize that this may impose a burden on you, it is absolutely necessary that you fully comply with your obligations to reasonably retain and preserve Evidence. We appreciate your efforts in this regard.

Please contact me if you have any questions, or to meet-and-confer about the matters discussed above.

Sincerely,



James G. O'Keefe
Senior Counsel
Division of Enforcement