

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-20171

In the Matter of

Robinhood Financial, LLC,

Respondent.

**PROPOSED PLAN OF
DISTRIBUTION**

I. OVERVIEW

1. *Purpose.* This Proposed Plan of Distribution (“Plan”) has been developed pursuant to Rule 1101 of the Commission’s Rules on Fair Fund and Disgorgement Plans (“Commission Rules”), 17 C.F.R. § 201.1101. The Plan proposes a distribution of the civil money penalty paid by Robinhood Financial, LLC (“Robinhood” or “Respondent”) to customers who were harmed as a result of Robinhood’s false and misleading disclosures beginning July 1, 2016 through June 30, 2019, inclusive (“Harm Period”).

2. *Background.* On December 17, 2020, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (the “Order”)¹ against Robinhood. The Commission found material misrepresentations and omissions by Robinhood relating to its revenue sources, specifically its receipt of payments from certain principal trading firms, for routing Robinhood customer orders to them.

In the Order the Commission found that Robinhood launched its retail brokerage business in 2015, and by mid-2018, it was one of the largest retail broker-dealers in the United States. One of Robinhood’s primary selling points was that it did not charge its customers trading commissions. In reality, however, “commission free” trading at Robinhood came with a catch: Robinhood’s customers received inferior execution prices compared to what they would have received from Robinhood’s competitors. For larger value orders, this price differential exceeded the amount of commissions that Robinhood’s competitors would have charged. These inferior prices were caused, in large part, by the unusually high fees Robinhood charged the principal

¹ Securities Act Rel. No. 10906 (Dec. 17, 2020).

trading firms to which it routed its customer orders for the opportunity to obtain Robinhood's customer order flow. These fees are generally referred to as "payment for order flow."²

Robinhood omitted to disclose its receipt of payment for order flow in certain of its communications with its retail customers. Since Robinhood's launch, payment for order flow has been Robinhood's single largest source of revenue. In its customer agreements and trade confirmations, Robinhood stated it "may" receive payment for order flow, and it disclosed certain information about those payments, as required, in its SEC-mandated Rule 606 reports. However, in FAQs on its website describing how it made money, and in certain communications with customers addressing the same issue, Robinhood omitted payment for order flow when it described its revenue sources because it believed that payment for order flow might be viewed as controversial by customers. Robinhood also instructed its customer service representatives not to mention payment for order flow in responding to questions about Robinhood's sources of revenue.

As a broker-dealer that routed its customer orders for execution, Robinhood had a duty to seek to obtain the best reasonably available terms for its customers' orders, including price. This duty is referred to as the duty of "best execution." From July 2016 through June 2019, while Robinhood was on notice that its high payment for order flow rates from principal trading firms could result in inferior execution prices for its customers, Robinhood violated its duty of best execution by failing to conduct adequate, regular, and rigorous reviews of the execution quality it provided on customer orders. Robinhood did not begin comparing its execution quality to that of its competitors until October 2018, and did not take appropriate steps during the entire period to assess whether its high payment for order flow rates adversely affected customer execution prices.

As a result of the conduct described in the Order, the Commission ordered Robinhood to pay a civil penalty of \$65,000,000.00. In the Order, the Commission established a fair fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the civil penalty paid can be distributed to harmed investors (the "Fair Fund").

Robinhood paid the \$65,000,000.00 civil penalty pursuant to the Order. The Fair Fund has been deposited in an interest-bearing account at the United States Department of the Treasury's Bureau of the Fiscal Service ("BFS"). Other than potential interest income from the BFS investment, the Commission does not anticipate that the Fair Fund will receive additional funds.

This Plan provides for the distribution of the Fair Fund, plus accrued interest and earnings thereon, less the Reserve (defined below) and Administrative Costs (defined below) ("Net Available Fair Fund") to Eligible Investors, as defined in Paragraph 6.

² Exchange Act Rule 10b-10(d)(8) defines "payment for order flow" as including any monetary payment, service, property, or other benefit that results in remuneration, compensation, or consideration to a broker-dealer in return for the routing of customer orders.

3. *Jurisdiction and Control.* The assets of the Fair Fund are subject to the continuing jurisdiction and control of the Commission. The Plan is subject to approval by the Commission, and the Commission retains jurisdiction over its implementation.

II. DEFINED TERMS

4. *“Administrative Costs”* means all costs of administering the Fair Fund, including taxes, fees, and expenses of administration. All Administrative Costs shall be paid from the Fair Fund, first from the interest earned on the funds, and if the interest is not sufficient, then from the corpus of the Fair Fund.

5. *“Distribution Payment”* means a payment made from the Fair Fund to an Eligible Investor in accordance with the terms of this Plan.

6. *“Eligible Investor”* means a person who suffered harm as a result of the Respondent’s conduct described in the Order and who is determined by the Fund Administrator to be eligible for a Distribution Payment from the Fair Fund.

7. *“Harm Amount”* means the amount that the Commission staff has calculated that an Eligible Investor suffered on his, her, or its orders during the Harm Period as a result of the Respondent’s conduct.

8. *“Harm Period”* means July 1, 2016 through June 30, 2019, inclusive.

9. *“Information Packet”* means the written correspondence from the Fund Administrator to Eligible Investors including, among other things, the Plan, Plan Notice, a Substitute Form W-9, and a letter explaining what is required to receive a Distribution Payment.

10. *“Interest Amount”* means the amount the Commission staff has calculated as reasonable interest to compensate an Eligible Investor for the time value of his, her or its Harm Amount.

11. *“Minimum Distribution Amount”* is \$10.00. No Eligible Investor shall receive a distribution payment unless his, her or its Distribution Payment calculated pursuant to the Methodology in Paragraph 19 below is equal to or greater than \$10.00.

12. *“Net Available Fair Fund”* means the Fair Fund, plus accrued interest and earnings thereon, less the Reserve and Administrative Costs.

13. *“Plan”* means this Proposed Distribution Plan in the form approved by the Commission.

III. ADMINISTRATION OF THE PLAN

14. *Reserve.* A reserve will be established for future taxes and fees and expenses of the Tax and Fund Administrators and to accommodate any unexpected expenditures or distribution payments (the “Reserve”). After all disbursements and Administrative Costs are

paid, any remaining amounts in the Reserve will become part of the residual described in paragraph 31.

15. *Qualified Settlement Fund.* The Fair Fund constitutes a Qualified Settlement Fund (“QSF”) under Section 468B(g) of the Internal Revenue Code, 26 U.S.C. § 468B(g), and related regulations, 26 C.F.R. §§ 1.468B-1 through 1.468B-5.

16. *Fund Administrator.* The Commission has appointed JND Legal Administration (“JND”) as the fund administrator for the Fair Fund (“Fund Administrator”) and set the administrator’s bond equal to the amount of the Fair Fund at \$65,000,000.00, in accordance with Rules 1105(a) and 1105(c) of the Commission’s Rules , 17 C.F.R. §§ 201.1105(a) and 201.1105(c).³ All reasonable fees and expenses, including the administrator’s bond premium, will be paid from the Fair Fund.

The Fund Administrator will, among other things, provide the following services: oversee the administration of the Fair Fund, obtain and confirm mailing information for the Eligible Investors, prepare a final accounting with assistance from the Tax Administrator, establish a website, email address, and toll-free number to address inquiries from investors; cooperate with the Tax Administrator in providing the information necessary to accomplish income tax compliance; and distribute money from the Fair Fund in accordance with the Plan.

17. *Tax Administrator.* Pursuant to the Omnibus Order Directing the Appointment of Tax Administrator in Administrative Proceedings that Establish Distribution Funds governing calendar years 2019-2021,⁴ the Commission appointed Miller Kaplan Arase LLP as the tax administrator (“Tax Administrator”) for the Fair Fund.⁵

The Fund Administrator will cooperate with the Tax Administrator in providing information necessary to accomplish the income tax compliance of the QSF and any other work of the Tax Administrator ordered by the Commission. Further, the Fund Administrator will cooperate with the Tax Administrator for purposes of timely and accurately fulfilling the information reporting and withholding obligations of the Fair Fund in compliance with IRS regulations including, but not limited to, the Foreign Account Tax Compliance Act (FATCA).

The Tax Administrator shall prepare a description of the tax information reporting and other related tax matters, which shall be provided to the Fund Administrator for dissemination to Eligible Investors before or contemporaneously with their Distribution Payments. The Tax Administrator will be compensated for all reasonable costs and expenses from the Fair Fund according to the terms of Tax Administrator’s 2019-2021 Letter Agreement with the Commission, and tax obligations will be from the Fair Fund.

³ See Order Appointing Fund Administrator and Setting Administrator Bond Amount, Exchange Act Rel. No. 91590 (Apr. 16, 2021).

⁴ Exchange Act Rel. No. 85174 (Feb. 22, 2019).

⁵ See Order Appointing Tax Administrator, Exchange Act Rel. No. 91061 (Feb. 4, 2021).

IV. FAIR FUND ADMINISTRATION

18. *No Claims Process.* Based on information obtained by the Commission staff during its investigation and the review and analysis of applicable records, the Commission staff has reasonably concluded that it has all records necessary to calculate harm amounts for each Eligible Investor as described in Paragraph 19. As a result, the Fair Fund is not being distributed according to a claims-made process, so procedures for making and approving claims in accordance with Rule 1101(b)(4) of the Commission's Rules, 17 C.F.R. § 201.1101(b)(4), are not applicable.

19. *Methodology for Determining Distribution Payments.* Using information collected during the investigation, the Commission staff will determine the Distribution Payment for each Eligible Investor as follows:

- (a) Calculate harm on each customer order as the industry benchmark price improvement⁶ less Robinhood's price improvement, less the industry benchmark commission on such an order, for orders where the difference in price improvement exceeds the industry benchmark commission. For orders where the difference in price improvement is less than or equal to the industry benchmark commission, harm will be zero.
- (b) Calculate reasonable interest on each customer order with non-zero harm using the short-term Applicable Federal Rate, compounded quarterly from the end of the calendar quarter of the Order through August 31, 2021.
- (c) Calculate the Harm Amount for each Eligible Investor as the sum of the harm calculated in (a) above across all of his, her or its orders during the Harm Period.
- (d) Calculate the Interest Amount for each Eligible Investor as the sum of the reasonable interest calculated in (b) above across all of his, her or its orders during the Harm Period.
- (e) Combine each Eligible Investor's Harm Amount and Interest Amount to determine their Distribution Payment.

The Net Available Fair Fund exceeds the aggregate harm suffered by all Eligible Investors, so each Eligible Investor will receive a Distribution Payment equal to his, her or its Harm Amount plus Interest Amount subject to below.

No Eligible Investor shall receive a distribution unless the Distribution Payment is equal to or greater than the Minimum Distribution Amount of \$10.00. No Eligible Investor shall receive a Distribution Payment in excess of his, her or its Harm Amount, plus Interest Amount.

⁶ Price improvement is defined as the difference between the customer's execution price and the National Best Bid and Offer at the time of order receipt.

In the view of the Commission staff and the Fund Administrator, this methodology constitutes a fair and reasonable allocation of the Fair Fund to compensate an investor's harm.

20. *Procedures for Locating and Notifying Eligible Investors and Eligible Investors' Obligation with Respect to the Plan Notice.* Within fourteen (14) calendar days of Commission approval of the Plan, the Fund Administrator will:

- (a) Establish and maintain a website devoted solely to the Fair Fund. The Fair Fund's website will make available a copy of the approved Plan, include a copy of the Plan Notice, and related materials in downloadable form, and such other information that the Fund Administrator believes will be beneficial to Eligible Investors.
- (b) Establish and maintain a toll-free telephone number for Eligible Investors to call and speak to a live representative of the Fund Administrator during its regular business hours or, outside of such hours, to hear pre-recorded information about the Fair Fund.
- (c) The Fund Administrator will also establish and maintain a traditional mailing address and an email address which will be listed on all correspondence from the Fund Administrator to Eligible Investors as well as on the Fair Fund's website.
- (d) Send to each Eligible Investor's last known email address (if known) and/or mailing address an Information Packet which shall include: (i) a letter which includes a statement characterizing the distribution, a link to the approved Plan posted on the Commission's website and instructions for requesting a copy of the Plan; (ii) a notice (the "Plan Notice") regarding the Commission's approval of the Plan; (iii) specification of any information needed from the Eligible Investor, including confirmation of their contact information sufficient to issue a Distribution Payment and a Substitute Form W-9 to be completed by the Eligible Investor; (iv) a calculation of the Distribution Amount; (v) a description of the tax information reporting and other related tax matters; (vi) the procedure for the distribution as set forth in the Plan; and (vii) the name and contact information for the Fund Administrator in order to provide any requested information or to contact with questions regarding the distribution.

The Commission staff retains the right to review and approve any material posted on the Fair Fund's website and any scripts used in connection with communications with investors.

Prior to any mailing under the Plan, the Fund Administrator will run a National Change of Address search on any domestic address to retrieve updated U.S. addresses, and make best efforts to confirm updated addresses for foreign records, thereby ensuring updated mailing information.

21. *Failure to Respond.* If an Eligible Investor fails to provide the information requested in the Information Packet within fourteen (14) days of the postmarked dated of the Information Packet, the Fund Administrator will make no fewer than two (2) attempts to contact

the Eligible Investor by telephone or email. The second attempt will in no event take place more than thirty (30) days from the mailing of the Information Packet. If an Eligible Investor fails to respond to the Fund Administrator's contact attempts as described in this paragraph, the Fund Administrator, in its discretion, may remove such Eligible Investor from the distribution, and the allocated Distribution Payment will remain in the Fair Fund as part of the Residual.

22. *Undeliverable Mail.* If an Information Packet and/or Distribution Payment is/are returned as undeliverable, the Fund Administrator will make best practicable efforts to ascertain an Eligible Investor's correct address. If another address is obtained, the Fund Administrator will then resend the Information Packet and/or Distribution Payment to the Eligible Investor's new address as expeditiously as possible. If the Information Packet and/or Distribution Payment is returned again, and the Fund Administrator, despite best practicable efforts, is unable to find an Eligible Investor's correct address, the Fund Administrator, in its discretion, may remove such Eligible Investor from the distribution and the Eligible Investor's Distribution Payment will be added to the Residual.

Any Eligible Investor who relocates or otherwise changes contact information after receipt of the Information Packet must promptly communicate any change in address or contact information to the Fund Administrator.

23. *Distribution Timing.* The Fund Administrator will use its best efforts to start the distribution within fourteen (14) days after the issuance of the Commission's Order approving the Plan (the "Deadline"), but no later than September 30, 2021.

The Fund Administrator will provide the Commission with a list of each Eligible Investor who timely returned the information requested in the Information Packet, including a Substitute Form W-9 ("Payee List") within fourteen (14) days of the Deadline. If Eligible Investors return the requested information after the Deadline but before a final cut-off date determined by the Fund Administrator, in conjunction with the Commission staff, the Fund Administrator will prepare and provide to the Commission staff further Payee Lists and the staff will seek an order(s) for disbursement of those funds to the Eligible Investors.

24. *Escrow Account and Reissues.* Prior to disbursement of the Fair Fund, the Fund Administrator will establish an escrow account at a U.S. commercial bank ("Bank"), not unacceptable to Commission staff. The Escrow Account shall be established pursuant to an escrow agreement (the "Escrow Agreement") to be provided by the Commission staff, in the name of and bearing the Employer Identification Number ("EIN") of the QSF (the "Escrow Account"). The Fund Administrator shall also establish with the Bank a separate deposit account (the "Deposit Account") (e.g., controlled distribution account, managed distribution account, linked checking and investment account) for the purpose of funding the Distribution Payments to be distributed to Eligible Investors by the Fund Administrator pursuant to the Distribution Plan. The name of each account shall be in the following form: Robinhood Financial Fair Fund (EIN XX-XXXXXXX), as custodian for the benefit of investors allocated a distribution pursuant to the Distribution Plan *In the Matter of Robinhood Financial, LLC*, Administrative Proceeding File No. 3-20171.

During the term of the Escrow Agreement, if invested, the Escrow Account shall be invested and reinvested in short-term United States Treasury securities backed by the full faith and credit of the United States Government or an agency thereof, of a type and term necessary to meet the cash liquidity requirements for payments to Eligible Investors, tax obligations and administration costs, including investment or reinvestment in a bank account insured by the Federal Deposit Insurance Corporation (“FDIC”) up to the guaranteed FDIC limit, or in money market mutual funds registered under the Investment Company Act of 1940 that invest 100% of their assets in direct obligations of the United States Government.

The Fund Administrator shall provide duplicate original bank and/or investment statements on any accounts established by the Fund Administrator to the Tax Administrator on a monthly basis and shall assist the Tax Administrator in obtaining mid-cycle statements, as necessary.

The Fund Administrator shall deposit or invest funds in the Escrow and Deposit Accounts so as to result in the maximum reasonable net return, taking into account the safety of such deposits or investments. In consultation with Commission staff, the Fund Administrator shall work with the Bank on an ongoing basis to determine an allocation of funds between the Escrow and the Deposit Accounts that will preserve earnings, if possible, while providing maximum protection for the Fair Fund. All interest earned will accrue for the benefit of the Fair Fund and all costs associated with the Escrow Account and Deposit Accounts will be paid from the Fair Fund.

Upon transfer from the Commission, the assets of the Fair Fund will be held in the Escrow Account, separate from Bank assets, until the presentation of checks. All Fair Fund checks presented for payment or electronic transfers will be subject to “positive pay” controls before being honored by the Bank, and all such checks issued to Eligible Investors by the Fund Administrator shall bear a stale date of ninety (90) days. The “positive pay” system provides protection against fraud arising from counterfeit or altered checks. The “positive pay” system will require, at a minimum, confirmation by the Bank that all checks presented for payment match the identifiers and amounts on the Payee List prior to honoring such checks.

Checks that are not negotiated within this 90-day period shall be voided and the issuing financial institution shall be instructed to stop payment on those checks. Such Eligible Investor’s claim is extinguished as of the stale date and the funds will remain in the Fair Fund. If a check reissue has been requested before the stale date, such request will be honored and the check reissue will bear a stale date of sixty (60) days. Accordingly, checks that are not negotiated within this 60-day period shall be voided and the issuing financial institution shall be instructed to stop payment on those checks. Such Eligible Investor’s claim is extinguished as of the stale date and the funds will be added to the Residual. A check reissue request should be submitted before the stale date of the original check has passed. For any electronic payment, the exact amount necessary to make a payment shall be transferred from the Escrow Account directly to the payee bank account in accordance with written instruction provided to the Bank by the Fund Administrator.

25. *Payment to Eligible Investors.* The Fund Administrator will compile the Payee List and prepare a payment file in a Commission-approved format along with a reasonable assurances letter for submission to Commission staff. Pursuant to Rule 1101(b)(6) of the Commission's Rules, Commission staff will seek to obtain an order from the Commission to disburse the Fair Fund to the Escrow Account. All disbursements will be made pursuant to a Commission order. Upon issuance of the Commission's order authorizing distribution of the Fair Fund in accordance with the Plan, the Fund Administrator will distribute by check to each Eligible Investor his, her, its, or their Distribution Payment, as reported to the Commission on the Payee List, at the most recent address reported by the Eligible Investor.⁷ Any dispute regarding a check must be received by the Fund Administrator prior to the expiration of the check.

Distribution checks and/or accompanying communications will clearly indicate: (a) that the money is being distributed from a Fair Fund established to compensate investors for harm suffered as a result of securities law violations; (b) that the tax treatment of the distribution is the responsibility of each Eligible Investor and that the Eligible Investor should consult its tax advisor for advice regarding the tax treatment of the distribution; (c) the contact information for the Fund Administrator for questions regarding the distribution payment; and (d) that checks will be void after ninety (90) days and cannot be reissued after one hundred fifty (150) days from the date of the original check.

The Fund Administrator will work with the Bank and maintain information about uncashed checks, any returned items due to non-delivery, insufficient addresses, and/or other deficiencies. The Fund Administrator is responsible for researching and reconciling errors and reissuing payments when possible. The Fund Administrator is also responsible for accounting for all payments. The amount of all uncashed payments will continue to be held in the Fair Fund.

26. *Outreach Efforts.* The Fund Administrator will make reasonable efforts to contact Eligible Investors to follow-up on the status of uncashed distribution checks over \$1,000 (other than those returned as "undeliverable") and take appropriate action to follow-up on the status of uncashed checks at the request of Commission staff. The Fund Administrator may reissue such checks, subject to the time limits detailed herein.

27. *Accountings.* Pursuant to Rule 1105(f) of the Commission's Rules, 17 C.F.R. § 201.1105(f), the Fund Administrator will file an accounting with the Commission during the first ten (10) days after the end of each calendar quarter on a standardized form provided by the Commission staff. The Fund Administrator will file an accounting of all monies earned or received and all monies spent in connection with the administration of the Plan. Once all payments are disbursed to Eligible Investors pursuant to the procedures described above, and all Administrative Costs have been paid, the Fund Administrator will submit a final accounting for approval by the Commission, on a standardized form provided by the Commission staff, prior to the discharge of the Fund Administrator and cancellation of the Fund Administrator's bond.

⁷ Under certain circumstances, the Fund Administrator may disburse a Distribution Payment to an Eligible Investor utilizing a payment method other than check, if agreed to by the Fund Administrator and the Commission staff.

28. *Amendments and Procedural Deadline Extensions.* The Fund Administrator shall take reasonable and appropriate steps to distribute the Net Available Fair Fund in accordance with the general purposes of this Plan. The Fund Administrator will inform Commission staff of any changes needed to the Plan. If upon consultation with Commission staff, a change is determined to be material, Commission approval is required prior to implementation by amending the Plan. Immaterial changes may be made by the Fund Administrator with approval of the Commission staff. For good cause shown, and in consultation with the Commission staff, the Fund Administrator may extend any of the procedural deadlines set forth in this Plan.

29. *Procedures to Request Plan Notice.* Any person or entity who does not receive a Plan Notice, as described in Paragraph 20, but who is aware of this Plan (e.g., through other Eligible Investors or on www.sec.gov) and believes he/she/it should be included as an Eligible Investor should contact the Fund Administrator within thirty (30) days of the publication of the Plan for notice and comment to establish eligibility to receive a Distribution Payment. The Fund Administrator will send a Plan Notice within fourteen (14) days of receiving documentation of eligibility, if the Fund Administrator determines that the person or entity should have received a Plan Notice, as provided in Paragraph 20.

30. *Procedures for Disputing Amounts Received.* Disputes will be limited to calculation of the Distribution Payment to Eligible Investors. Within thirty (30) days of receipt of the Plan Notice, the Fund Administrator must receive a written communication detailing the dispute along with any supporting documentation. The Fund Administrator will investigate the dispute, and such investigation will include a review of the written dispute, as well as, any supporting documentation. Within ninety (90) days of receipt of the written dispute, the Fund Administrator will notify the investor of its resolution of the dispute, which shall be final.

31. *Residual Funds and Disposition of Undistributed Funds.* A residual within the Fair Fund will be established for any amounts remaining after distribution of the Net Available Fair Fund to Eligible Investors has occurred (the “Residual”). The Residual may include, among other things, funds reserved for future taxes and related expenses, annual bond fee premiums, administrative expenses, distributions from checks that have not been cashed, undelivered checks, and tax refunds for overpayment or for waiver of IRS penalties. All funds remaining in the Residual after all expenses of administration and taxes have been satisfied will be returned to the Commission for further disposition as approved by the Commission. Upon approval of the distribution final accounting by the Commission, any amounts remaining that are infeasible to return to investors, and any amounts returned to the Commission in the future that are infeasible to return to investors, may be transferred to the general fund of the U.S. Treasury, subject to Section 21F(g)(3) of the Exchange Act.

32. *Miscellaneous.* The Fund Administrator is authorized to enter into agreements with financial institutions, (“Institutions”) as may be appropriate or necessary in the administration of the Fair Fund, provided such Institutions are not excluded pursuant to other provisions of this Plan. In connection with such agreements, the Institutions shall be deemed to be agents of the Fund Administrator under this Plan.

The Fund Administrator, and/or each of its designees, agents and assistants, shall be entitled to rely on all outstanding rules of law; and any orders issued by the Commission, the Secretary by delegated authority or an Administrative Law Judge; and/or any investor information provided by Commission staff.

33. *Document Retention.* The Fund Administrator will retain all documents in paper and electronic form for a period of six (6) years after approval of the final accounting and thereafter will transfer the documents to the Commission, pursuant to Commission staff direction. In addition, the Fund Administrator will shut down the Fair Fund’s website established specifically for the administration of the Fair Fund six (6) months after the closing of the Escrow and Deposit Accounts, or at such earlier time as the Fund Administrator determines with concurrence of the Commission staff.

34. *Termination of Fair Fund, and Discharge of the Fund Administrator.* The Fair Fund will be eligible for termination and the Fund Administrator will be eligible for discharge after all of the following have occurred: a) a final accounting, in a standard accounting format provided by Commission staff, has been submitted by the Fund Administrator, and has been approved by the Commission; b) all Administrative Costs have been paid from the Fair Fund; and c) any amount remaining in the Fair Fund has been received by the Commission. When the Commission has approved the final accounting, the Commission staff shall seek an order from the Commission authorizing: (a) the disposition of the Residual, and any amounts returned to the Fair Fund in the future; (b) termination of the Fair Fund; (c) discharge of the Fund Administrator; and (d) cancellation of the Fund Administrator’s bond.

35. *Notice of Proposed Plan and Opportunity for Comment.* The Notice of the Proposed Plan of Distribution and Opportunity for Comment (the “Notice”) shall be published on the Commission’s website at <http://www.sec.gov/litigation/fairfundlist.htm>. Any person wishing to comment on the Plan must do so in writing by submitting their comments within thirty (30) days of the date of the Notice: (a) to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090; (b) by using the Commission’s Internet comment form (<http://www.sec.gov/litigation/admin.shtml>); or (c) by sending an email to rule-comments@sec.gov. Comments submitted by email or via the Commission’s website should include “Administrative Proceeding File No. 3-20171” in the subject line. Comments received will be publicly available. Persons should only submit comments that they wish to make publicly available.