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December 16, 2010

Via e-mail: rule-comments@SEC.gov

Elizabeth M. Murphy, Secretary  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: File No. S7-33-10/ COMMENTS ON PROPOSED  
RULES FOR IMPLEMENTING THE  
WHISTLEBLOWER PROVISIONS OF SECTION 21F  
OF THE SECURITIES EXCHANGE ACT OF 1934**

Dear Ms. Murphy:

Please accept the following comments which we are submitting in response to the Proposed Rules for Implementing the Whistleblower Provisions of Section 21F of the Securities Exchange Act of 1934. Our comments are intended to assist the U. S. Securities and Exchange Commission (“the Commission”) in adopting only those proposed rules that would improve the Commission’s ability to receive and utilize high quality tips, information, and cooperation.

**INTRODUCTION**

Collectively, we have many years of experience either representing the Government in law enforcement actions or representing whistleblowers bringing claims under the qui tam provisions of the False Claims Act, 31 U.S.C. §§ 3729 et seq. In our careers we have observed that a person’s decision to

inform the Government of a potential law violation by that person's employer is almost always a gut-wrenching, career-threatening decision with the gravest consequences – far from the caricature of “buying a lottery ticket” sometimes portrayed by defense lawyers or their clients. In order to successfully prosecute white collar crime, the Government needs to persuade employees to come forward and report wrongdoing by their employers or others who are in positions of power. Yet, for most people, almost every instinct – instincts reinforced by early experiences of the social ostracism that attaches to “snitches” or “tattle-tales,” as well as more mature reflections on the consequences of getting fired, getting a bad employer reference, or being “blackballed” in one's chosen profession or industry – tells them not to go forward to the Government. For the Government to entice these people to overcome their instincts and come forward, the Government must create a well-conceived, reliable, and in some cases generous reward process. Anything less is doomed to fail.

Overall, we believe that most of the proposed rules will go far towards promoting the Commission's goals and should be adopted in their current form. The most significant exception is Rule 21F-4(c)(2), where, as we will explain below, we believe the Commission sets too high a bar on whistleblowers who provide information that leads to a successful enforcement action. There are a few other exceptions – for example, the length of time a whistleblower should have for coming forward to the Commission after reporting problems through a company's internal compliance process, the eligibility of whistleblowers who voluntarily report enforcement issues to Government agencies other than the Commission, and the processes for filing joint submissions – which we will also address below.

**I. The Statutory Language "Lead to the Successful Enforcement" of an Action Should Not Be Interpreted to Require that a Whistleblower Provide Information that Both (i) Causes the Commission to Open an Investigation or Look at New or Different Conduct, and (ii) Significantly Contributes to the Success of the Action.**

It is important to recognize that, given the devastating career harm that many whistleblowers encounter as a result of their efforts to expose and remedy misconduct, the Government must entice them to come forward with rewards that are predictable and generous. Before deciding to come forward, a whistleblower and his/her attorney must consider this question: Is the possible reward *likely enough* and *large enough* to compensate the whistleblower for the likely loss of income, diminished career prospects, social ostracism, and other harms that one suffers when one turns in one's employer to law enforcement authorities? If there are too many obstacles to overcome in order to get a reward, or if there is too little certainty as to the amount of the award, then a rational person will simply not come forward, and a good attorney will not counsel that person to do so.

The proposed rule already has one significant provision that would deny any reward to persons who have important information but who fail to come forward quickly enough: the whistleblower must provide information "voluntarily," which is defined to mean that he/she must come forward before, among other things, the Government comes knocking on the door. Once the Government has shown up and started asking a person questions about the misconduct, that person will not get any monetary reward for coming forward, even if the person has critical inside information that the person was not specifically asked to provide. In addition, where the person has met all the requirements for a reward, the person has no recourse to appeal the Commission's decision as to the *amount* of the reward, provided the total number of rewards exceeds 10% of the amount collected in a given enforcement action in which more

than \$1,000,000 is recovered. Thus, there is great uncertainty built into the process of trying to estimate how much someone might be paid as compensation for risking the person's income, career, etc.

To be eligible for a reward from the Commission, a person must provide information that "leads to a successful enforcement action" by the Commission. In draft Rule 21F-4(c), the Commission proposes that this standard is satisfied by (a) a person who provides original information that caused the staff to look into conduct not already under investigation, *provided that* the person's information *significantly contributed to the success* of the action; or (b) a person (other than an original source) who provides original information about conduct that was already under investigation provides information that "would not otherwise have been obtained and was essential to the success of the action." In both of these situations, the Commission is setting a bar that is too high and, by injecting this extra level of uncertainty that is likely to discourage whistleblowers from coming forward, threatens to thwart the effectiveness of the new program.

In the first situation, i.e., where a person is reporting conduct that is not currently under investigation, the fact that a person is first in the door, causing the Commission to look at something new, should be enough to qualify that person for a minimum (10%) reward. Even where a whistleblower does not have very detailed information about the mechanics of a fraud, does not have access to critical documents, or cannot provide a detailed road map for recovery, the fact that the whistleblower is reporting information sufficient to cause the Commission to start an investigation, which ultimately becomes a successful enforcement action, is an important service. The Commission should not have to open an investigation based on every vague or unsupported suspicion; but, if a person has reported enough information to get the Commission to open an investigation that leads to a recovery, that should be enough for the person to receive a reward. To further require that the information "significantly contributed" to the success of the action is to interject a subjective standard that can easily result in the arbitrary denial of rewards to persons who provided information which ultimately led to a recovery but which, through no fault of their own, was not considered sufficiently important by the Commission to merit a reward.

In the second situation, i.e., where a person reports conduct that is currently under investigation, the standard for recovery should be higher, but not as high as the Commission proposes. The person should be considered eligible for a reward if the person provides information that materially adds to the information already being reviewed by the Commission. *See* 31 U.S.C. § 3730(e)(4)(B)(ii). This definition will take into account those situations where the Commission is already investigating some alleged misconduct and someone provides new, detailed information that propels the investigation to a completely different level. As noted earlier, if the Commission had already knocked on the person's door or issued a subpoena to the person's employer (covering documents possessed by the person), the person would not qualify for any award, so there is already a great incentive for the person to come forward at the earliest possible time.

Finally, under proposed Rule 21F-4(c) as currently written, one can envision many situations where one person provides a tip (with sparse evidence) that causes the Commission to investigate a securities violation, and then another person provides a separate tip (with voluminous evidence) that gives the Commission a comprehensive roadmap to recovery, yet the Commission claims that *neither* person is a true "whistleblower" who can recover anything. Such an outcome -- *i.e.*, where the Commission can

recover based on the information provided by two private persons, yet neither of the persons is considered a "whistleblower" – will cause potential whistleblowers and the general public to lose confidence in the Commission's good faith towards whistleblowers. When a whistleblower provides the tip that causes the Commission to look at a new matter that ultimately leads to a successful enforcement action, that tip alone should be worth the minimum 10 percent reward. Whether the tip deserves a higher reward (e.g., a reward closer to the maximum 30%) should ultimately depend on how significantly the whistleblower's information contributed to the success of the action.

## **II. The Definition of "Voluntary" in Proposed Rule 21F-4(a)(1) Should Be Modified to Expressly Cover Whistleblowers Who Have Submitted Original Information to the Commission or the Other Entities Listed Therein.**

Proposed Rule 21F-4(a)(1) as written would deny awards to many whistleblowers who disclose information to one of the other official entities listed therein -- for example, to the Department of Labor under the Sarbanes-Oxley Act -- if that entity forwards the whistleblower's own information to the Commission, and then the Commission contacts the whistleblower before the whistleblower formally submits a tip to the Commission. In such a circumstance, the whistleblower should not be denied a reward under the Dodd-Frank whistleblower provisions because the Commission first knocks on his/her door: under those circumstances, the Commission is only contacting the whistleblower because he or she reported the violation to the other government agency or law enforcement entity in the first place. We note that, as currently written, the rules would *permit* awards to whistleblowers who first reported information to the other entities, provided that they also reported the information to the Commission within 90 days of reporting the information to the other entities, *see* Proposed Rule 21F-4(b)(7), but to impose a short time limitation on whistleblowers who have already voluntarily come forward to another official enforcement or regulatory authority would simply create an unjust trap for the unwary, and it would be unfair to characterize such a whistleblower's cooperation with the Government as anything less than "voluntary."

## **III. To be Effective, the Proposed Rules Must Give Whistleblowers the Option of Going Forward to the Commission Without First Using Internal Compliance Processes.**

Suggestions that whistleblowers must be forced to first report alleged violations through their employer's internal compliance programs, if adopted, would have a significant negative effect on the number of high-quality tips that the Commission would otherwise receive. Although some would suggest that a potential whistleblower must choose between two options, *i.e.*, (i) reporting misconduct to his employer's compliance program, or (ii) reporting misconduct to the Commission, in reality, many employees would choose a third option, *i.e.*, (iii) not reporting it to anyone, particularly where the whistleblower knows that reporting the misconduct could jeopardize a job or career. If potential whistleblowers were forced to first report misconduct to internal compliance programs, many would remain silent, especially if they work for a company that has any history of failing to protect the identities of those who complain internally or punishing internal whistleblowers, or where the company's compliance program is viewed simply as an arm of a corrupt management team.

Several comments have suggested that internal company compliance programs will be hurt by the Dodd-Frank whistleblower provision unless whistleblowers are first required to complain internally. In our experience with False Claims Act cases, however, we have observed that many qui tam relators first

try to resolve problems through internal compliance programs, notwithstanding the fact that they could instead simply file suit without reporting the misconduct internally. Moreover, it is far too common that whistleblowers who try to utilize company compliance programs are penalized, rather than rewarded, for doing so, and they are consequently forced to pursue remedies under both the qui tam provisions and the whistleblower protection provisions of the False Claims Act. *See, e.g., U.S. ex rel. Blair Collins v. Pfizer, Inc.*, Civ. No. 04-11780 (D. Mass.); *U.S. ex rel. Eckard v. GlaxoSmithKline*, Civ. No. 4-10375 (D. Boston); *U.S. ex rel. DeKort v. Integrated Coast Guard Systems*, Civ. No. 6-1792 (N.D. Tex).

Instead of hurting internal company compliance programs, the Dodd-Frank whistleblower provisions will most likely result in the strengthening of those programs because, in response to the new law, companies will reassess their current internal compliance programs and enhance them so that employees feel less threatened and possibly even rewarded for raising issues of misconduct internally. Companies that react to the Dodd-Frank whistleblower provisions by fostering a corporate culture of integrity and accountability and who themselves promptly report misconduct to the government once it is discovered will feel far less impact from the whistleblower provisions than those who do not. In this way, giving whistleblowers the option of going forward to the Commission or to their company's internal compliance program will ultimately result in the strengthening of many corporate compliance programs and will possibly begin to change the corporate culture around reporting misconduct, while at the same time improving the Commission's ability to receive and utilize high quality tips, information and cooperation.

#### **IV. The 90-Day Proposed Window in Rule 21F-4(b) for a Whistleblower to Come to the Commission After First Reporting Information about Alleged Violations to a Company Compliance Program Should Be Expanded to 180 Days.**

The 90-day time limit proposed in Rule 21F-4(b) for a whistleblower to report misconduct to the Commission after first reporting the misconduct to a company's internal compliance program does not provide sufficient time for the whistleblower to evaluate a company's response to the report of misconduct, and therefore should be expanded to 180 days. For the reasons discussed above, the language of Rule 21F-4(b) should also be modified so that a whistleblower who first internally reports a violation, and then brings information about that violation to a government agency or law enforcement entity other than the Commission, has a fair, additional time period *after* reporting the information to the official entity in order to have a chance to submit a tip to the Commission.

We have represented several people in different cases who, when they first learned of wrongdoing by their companies, attempted to fix the situation internally by reporting the situations to internal compliance. None of these people had any motivation to make money from the situation, through a reward, bounty, or otherwise; they simply wanted to ensure that they, and their companies, were doing the right thing and complying with the law, and they believed that their companies would fix the problems they were reporting. In each case, the compliance department said the right things, giving assurances that the complaints would be addressed and fixed – but, in each case, the compliance department's promises were not matched by deeds, and the problems were neither fixed nor reported to the Government. Instead, in most of these cases, the people who reported the problems were eventually marginalized, “documented” for so-called “poor performance,” and either fired or forced to leave. The problem was, during the first three months after reporting the problems, these people still believed the

assurances of the compliance department that the problems would be fixed. It was not until after the first three months – often, between the fourth and sixth months after they reported the problems – that these people came to recognize that the company had no intention of fixing the problems, and that these people would have to take the more drastic step of reporting the problems to law enforcement officials.

It should be noted that expanding the period of time to 180 days does nothing to prevent the whistleblower from reporting misconduct to the Commission or other government agency or law enforcement entity earlier if the whistleblower determines that the company is not responding appropriately or at all to the allegations of misconduct.

**V. The Definition of a Whistleblower in Proposed Rule 21F-2 Should Not be Modified to Expressly State that it is an Individual who Provides Information about Potential Violations of the Securities Laws "by Another Person."**

If the definition of a “whistleblower” is modified to state that it only pertains to one who reports wrongdoing “by another person,” the law might be misconstrued to bar whistleblowers who themselves played any role in the securities violation, albeit as low level participants. Because low level participants are “insiders” with a first-hand view of the fraud, they are frequently the best sources of information in enforcement actions against companies and upper level management. We recognize that the Commission may not wish to pay rewards to insiders who had a high level of personal culpability, but this goal will be accomplished by Sections 240.21F-8(c) (3) (whistleblower not eligible for reward if convicted of a criminal violation that is related to the Commission action or to a related action), 240.21F-14 (no amnesty for whistleblower's own misconduct), and 240.21F-15 (excluding sanctions based on the whistleblower's conduct from calculation of amounts collected).

**VI. The Definition of a Whistleblower in Proposed Rule 21F-2 Should Preclude Any Government Employee Who Learns of the Securities Violation Within the Scope of his or her Employment from Acting as a Whistleblower.**

We note that proposed Rule 21F-8 makes certain Government officials (those with law enforcement or certain kinds of regulatory authority) ineligible for whistleblower awards. We approve of that proposed Rule, but we think the Commission should go even further by modifying the definition of “whistleblower” in proposed Rule 21F-2 to preclude submissions by any Government employee who learns of a securities violation within the scope of his or her employment by a Government agency. A Government employee who, while on the job, learns of misconduct that could violate securities laws should have only one duty: to report that misconduct to law enforcement officials within the person's agency or to the Department of Justice. To permit that employee to use the information for personal benefit creates a risk that Government employees – who have unique access to information about misconduct that may constitute violations of securities laws -- may choose to forego reporting the misconduct through official channels and instead try to become “whistleblowers.” This situation would not only undermine the integrity of the Government, but also could penalize a true whistleblower who has tried to remedy misconduct by first reporting it to the Government official. On the other hand, if a Government employee learns of misconduct outside the scope of that person's employment – for instance, an employee of the Treasury Department buys a consumer product for personal use and discovers that the seller is violating the law – that person should not be barred from being rewarded as a whistleblower.

**VII. Proposed Rule 21F-4(b)(4)(ii) Correctly Excludes from the Definition of “Independent Knowledge or Independent Analysis” Information Obtained by Attorneys in the Course of Representing a Client.**

The Commission’s proposed Rule 21F-4(b)(4)(ii) correctly determines that lawyers who learn certain information through the course of representing a client should not be able to use that information for their personal benefit by trying to come forward as a “whistleblower.” The lawyer, as the agent of the client, has obtained the information for the benefit of the client, and the client should be the only one permitted to come forward with the information as a “whistleblower” if the client so chooses. To permit the lawyer to use the information for personal benefit creates an undue risk that the lawyer will not adequately explain to the client the significance of the information and the client’s rights to use it for the client’s own benefit. The False Claims Act has not expressly excluded attorneys from being *qui tam* plaintiffs under similar circumstances, and we believe that an unfortunate consequence has been the unwarranted expansion of the “public disclosure bar” in cases where lawyers, acting as *qui tam* plaintiffs, sought recoveries based on information they had learned in the course of representing clients. In those cases, courts seemed averse to permitting lawyers to recover as “whistleblowers,” but because there was no simple statutory basis for disqualifying the lawyers because they were lawyers, the courts issued broad-reaching decisions which, in our view, caused collateral damage to the statute. *See, e.g., United States ex rel. Doe v. John Doe Corp.*, 960 F.2d 318, 324 (2d Cir. 1992) (the relator was a lawyer who learned of an alleged fraud while representing a client); *United States ex rel. Kreindler & Kreindler v. United Technology Corp.*, 985 F.2d 1148, 1158 (2d Cir.), *cert. denied*, 113 S.Ct. 2962 (1993) (same).

**VIII. Proposed Rule 21F-8(c)(7) Should Be Modified.**

Proposed Rule 21F-8(c)(7) would make a whistleblower ineligible for “[using] any false writing or document, knowing that it contains any false, fictitious, or fraudulent statement or entry.” This provision should be redrafted to clarify that a whistleblower cannot, “*with intent to deceive the Commission*, use any false writing or document, knowing that it contains any false, fictitious, or fraudulent statement or entry. A whistleblower may, however, submit a false document *created by the target* as evidence of wrongdoing by the target.”

**IX. The Forms Proposed by the Commission Should Be Modified to Allow for Joint Submissions.**

Proposed Rule 21F-2 contemplates joint submissions by more than one whistleblower, but the various standardized forms are drafted in a way that creates unnecessary roadblocks for people who intend to make joint submissions. The forms should include spaces where more than one whistleblower can be identified, or at least a space where the filer can indicate whether the submission is being made jointly with another, and if so, who the joint filer is. Also, the rules should recognize that there are two distinct situations where more than one person might be considered a “whistleblower” with respect to an enforcement action: (1) when two or more persons make a joint submission, or (2) when two or more persons, not acting in concert with each other, make submissions at different times that relate to the same enforcement action. In the latter situation, there should be a mechanism to encourage those persons to reach an agreement with each other so that, at some point, they can proceed jointly.

**X. Proposed Rule 21F-10 Should Require the Commission, Upon Completion of an Enforcement Action, to Notify a Whistleblower of the Potential Eligibility for an Award.**

The Rule as currently drafted places an undue burden on whistleblowers to constantly monitor the SEC website to learn of their potential eligibility for an award. This will undoubtedly cause many deserving whistleblowers to lose their entitlement to a reward. The SEC should be in a good position to track the connection between tips and enforcement actions, and because the whistleblowers are required to provide contact information, the SEC should be required to notify the whistleblowers of the completion of enforcement actions and their potential eligibility for an award. In return for taking on this duty, the SEC should require whistleblowers and their counsel to inform the SEC any time their contact information (i.e., mailing or e-mail addresses) change. Given the burden it may cause on the Commission, we do not think the Commission should be required to respond to every tip, but rather to every tip that leads to an enforcement action.

**XI. Proposed Rule 21F-8(b)(4) Should Be Modified.**

Proposed Section 21F-8(b)(4), as written, would permit the SEC Whistleblower Office to unilaterally dictate to the whistleblower the *form* of a confidentiality agreement that the whistleblower *must* sign as a condition of recovery. While we agree with the aims of the Commission, we believe that such a form must be carefully and narrowly drafted, and that if the whistleblower decides he does not wish to help the Commission by reviewing confidential information, the whistleblower should have the option of refusing to sign the agreement (and, consequently, not be furnished with confidential information by the Commission). An example of a form which we would consider acceptable, and which is similar to one that has been used in a False Claims Act investigation is attached as Exhibit 1.

**XII. The Procedures for Determining Awards Should Encourage Open Communication and Negotiation Between a Whistleblower's Counsel and the Commission's Staff.**

As written, the procedures for determining awards seem overly formalistic, written in a way that would discourage open communication and negotiation between a whistleblower's counsel and Commission staff. Such negotiation should instead be encouraged: it has been commonplace and highly effective in resolving nearly all relator share questions in *qui tam* cases under the False Claims Act.

**XIII. The Commission Should Reject a "One-Bite" Rule.**

Some of the changes suggested to the Commission during the comment period would, if adopted, thwart rather than enhance the Commission's Whistleblower Program. These suggested changes include, among others, the suggestion that the Commission adopt a "one-bite" rule. If adopted, this "one-bite" provision would effectively prohibit a whistleblower from rendering ongoing assistance to the Commission in its investigation. While this proposed rule may not prevent the Commission from receiving high quality tips, it certainly will tie its hands with regard to how to investigate them, and thus should not be adopted.

#### **XIV. The Commission Should Reject Limits on Attorney's Fees for Whistleblowers' Counsel.**

The Commission should also reject the suggestion that it place limits on attorney's fees for a whistleblower's counsel. This suggestion would make it more difficult for whistleblowers to find and engage competent counsel to represent them. There should be a robust market for attorneys who are willing to represent whistleblowers who seek to submit information to the Commission, and the market should be permitted to decide the terms under which whistleblowers seek, and attorneys provide, legal representation. Only if the market is shown to fail should the Commission seek to impose limits on the contours of fee agreements in these cases. It is noteworthy that nothing in the statute or rule would shift attorney's fees from the whistleblower to the target of the law enforcement investigation, yet it is defense lawyers and their clients who have suggested imposing limits on the arrangements involving whistleblowers and their counsel. It is unlikely that these proposed changes are intended to make it easier for whistleblowers to obtain counsel on equitable terms; more likely, these proposals seek to make it more difficult for whistleblowers to obtain counsel at all.

#### **CONCLUSION**

We are aware that many people portray the Dodd-Frank whistleblower provisions as they do the whistleblower provisions of the False Claims Act – as some kind of “lottery ticket” for whistleblowers and their lawyers. This mischaracterization fails to take into account the financial, personal and professional hardships taken on by most whistleblowers regardless of whether they are ever vindicated by a court or receive a monetary award. It also fails to acknowledge that many whistleblowers do not choose their paths voluntarily, but rather are compelled by a sense of duty and honor to go outside of their companies with information about wrongdoing, often because those companies fail to respond to internal complaints or change their behavior. Even where whistleblowers receive a monetary reward, it is often after they have lost their jobs and/or filed for bankruptcy.

Likewise, this mischaracterization fails to take into account the important work done by qui tam lawyers in helping their clients to assist the government in identifying and stopping fraud.

Most importantly, this mischaracterization fails to take into account that, without whistleblowers, much misconduct would go undetected. Thus, the question that should be asked is *not* whether, in a particular headline-grabbing case, a whistleblower received what appears to be a generous reward, but rather, how much would the government have recovered without that whistleblower? In many cases, the answer to that question is not much or even nothing.

We appreciate the opportunity to submit these comments to the Commission, and we appreciate the important exchange we had at our recent meeting with members of your staff. Good luck to you and the Commission as you promulgate rules to implement this important piece of legislation.

Submitted by:

  
Julie Grohovsky  
Wu, Grohovsky & Whipple

  
Robert Vogel  
Vogel, Slade & Goldstein

  
Emily Lambert  
Kenney & McCafferty

**EXHIBIT 1**

**AGREEMENT REGARDING CONFIDENTIALITY OF INFORMATION SHARED BY THE COMMISSION**

This agreement sets forth the understanding between \_\_\_\_\_ ("Recipient," which also refers to Recipient's counsel and other agents of Recipient) and the United States Securities and Exchange Commission ("the Commission") (collectively, "the Parties") regarding the confidentiality of information disclosed by the Commission to Recipient.

1. Any report, document or information disclosed to the Recipient by the Commission, or any of its employees, agents, or contractors shall be referred to as "Commission Disclosed Information." The Commission contemplates providing access to Commission Disclosed Information to Recipient for the purpose of obtaining Recipient's assistance in a potential law enforcement action.
2. Commission Disclosed Information is the property of the Commission. Recipient will return Commission Disclosed Information to the Commission's counsel within 10 calendar days after Commission counsel requests that it be returned, time being of the essence.
3. Before Recipient can give third person or entity (other than Recipient's counsel or agents) access to Commission Disclosed Information, (a) Recipient must obtain the consent of Commission counsel, which consent Commission counsel can refuse or otherwise not give for any reason, in Commission counsel's sole discretion, and (b) such other person or entity must execute a separate version of this Agreement with the Commission.
4. In the event Recipient, or any other person or entity who receives Commission Disclosed Information as the result of a disclosure by Recipient, attempts to use Commission Disclosed Information for any purpose not expressly authorized under this Agreement, or otherwise violates the terms of this Agreement, the Commission may seek any appropriate remedies and may disqualify Recipient as a "Whistleblower" in connection with the potential law enforcement action.

The Parties may sign and date duplicates of this Agreement, with each duplicate being an original of this Agreement.

IN WITNESS WHEREOF, each Party, through the Party's counsel, signs hereafter this Agreement on the date shown across from the counsel's signature.

For Recipient: \_\_\_\_\_ Dated: \_\_\_\_\_

For the Commission: \_\_\_\_\_ Dated: \_\_\_\_\_