

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 89097 / June 18, 2020

Admin. Proc. File No. 3-18781

In the Matter of

SUSAN E. WALKER

ORDER TO SHOW CAUSE

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on September 18, 2018, pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, against respondent Susan E. Walker.¹

On November 7, 2018, the Division of Enforcement filed the Declaration of Stephen J. Schlegelmilch, which states that service of the OIP was made on Walker on November 6, 2018, pursuant to Rule 141(a)(2)(i) of the Commission’s Rules of Practice.² On February 26, 2019, the Division filed a motion for entry of default and sanctions against Walker. The Division requests that the Commission find Walker in default for not filing an answer and bar her from the securities industry based on the record and the allegations in the OIP.

As stated in the OIP, Walker’s answer was required to be filed within 20 days of service of the OIP.³ And a response to the Division’s motion was due within eight days after it was served.⁴ As of the date of this order, Walker has not filed an answer or a response to the Division’s motion. The prehearing conference and the hearing are thus continued indefinitely.

Accordingly, Walker is ORDERED to SHOW CAUSE by July 2, 2020, why the Commission should not find her in default due to her failure to file an answer, to respond to the Division’s motion, or to otherwise defend this proceeding. When a party defaults, the allegations

¹ *Susan E. Walker*, Exchange Act Release No. 84182, 2018 WL 4444690 (Sep. 18, 2018).

² 17 C.F.R. § 201.141(a)(2)(i).

³ *Susan E. Walker*, 2018 WL 4444690, at *2; Rules of Practice 151(a), 160(b), 220(b), 17 C.F.R. §§ 201.151(a), 160(b), .220(b).

⁴ The Division’s motion was served upon Walker by U.S. Mail. Rules of Practice 155(b), 160(b), 17 C.F.R. §§ 201.155(b), .160(b).

in the OIP will be deemed to be true and the Commission may determine the proceeding against that party upon consideration of the record without holding a public hearing.⁵

Walker's submission shall address the reasons for her failure to timely file an answer or response to the Division's motion, as well as the substance of the Division's request for sanctions (including why the Commission should not bar her from association with an investment adviser, broker, dealer, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization and impose a penny stock bar pursuant to Exchange Act Section 15(b) and Advisers Act Section 203(f)). If Walker responds to this order to show cause, the Division may file a reply within 21 days after its service.

The parties' attention is called to the Commission's March 18, 2020 order regarding the filing and service of papers, which provides that pending further order of the Commission parties to the extent possible shall submit all filings electronically at apfilings@sec.gov.⁶

Upon review of the filings in response to this order, the Commission will either direct further proceedings by subsequent order or issue a final opinion and order resolving the matter.

For the Commission, by the Office of the General Counsel, pursuant to delegated authority.

Vanessa A. Countryman
Secretary

⁵ Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, .180; *see Susan E. Walker*, 2018 WL 4444690, at *2 ("If Respondent fails to file the directed Answer, . . . the Respondent may be deemed in default and the proceedings may be determined against [her] . . ."). The failure to timely oppose a dispositive motion is itself a basis for a finding of default. *See* Rules of Practice 155(a)(2), 180(c), 17 C.F.R. §§ 201.155(a)(2), .180(c); *see, e.g., Benham Halali*, Exchange Act Release No. 79722, 2017 WL 24498, at *3 n.12 (Jan. 3, 2017). Like failing to timely file an answer, failing to timely oppose a dispositive motion may result in the determination of particular claims, or the proceeding as a whole, adversely to the non-moving party and may be deemed a forfeiture of arguments that could have been raised at that time. *See, e.g., McBarron Capital LLC*, Exchange Act Release No. 81789, 2017 WL 4350655, at *3-5 (Sep. 29, 2017); *Bennett Group Fin. Servs., LLC*, Exchange Act Release No. 80347, 2017 WL 1176053, at *2-3 (Mar. 30, 2017); *Apollo Publ'n Corp.*, Securities Act Release No. 8678, 2006 WL 985307, at *1 n.6 (Apr. 13, 2006).

⁶ *See Pending Administrative Proceedings*, Exchange Act Release No. 88415, <https://www.sec.gov/litigation/opinions/2020/33-10767.pdf>.