

these trades in both his and his family's personal accounts, and in accounts for the benefit of TCMP3 Partners, L.P. ("TCMP3 Fund"), a hedge fund whose assets were managed by Slawson's company.

2. In total, these illicit trades generated profits and avoided losses for Slawson, his family members, and TCMP3 Fund of more than \$500,000.

3. Slawson received the material non-public information concerning Carter's stock from Dennis S. Rosenberg ("Rosenberg"), a now-retired hedge fund investment consultant and former market research analyst, based upon information Rosenberg received from Eric Martin ("Martin"), Carter's former Vice President and Director of Investor Relations. Slawson also received tips directly from Martin. After leaving Carter's in 2009, Martin received Carter's material non-public information from Richard Todd Posey ("Posey"), Carter's former Vice President of Operations.

4. In every instance of trading described below, Slawson knew or should have known that that information was communicated in breach of a duty of trust or confidence that Martin, and later Posey, owed Carter's.

5. By the conduct described herein, Slawson violated Section 17(a) of the Securities Act of 1933 (the "Securities Act"), Section 10(b) of the Securities

Exchange Act of 1934 (the “Exchange Act”) and Rules 10b-5(a) and 10b-5(c) thereunder.

Jurisdiction and Venue

6. The Commission brings this action pursuant to Sections 20 and 22 of the Securities Act [15 U.S.C. §§ 77t and 77v] and Sections 21(d), 21(e), and 21A of the Exchange Act [15 U.S.C. §§ 78u(d), 78u(e), and 78u-1] to enjoin Defendant from engaging in the transactions, acts, practices, and courses of business alleged in this Complaint, and transactions, acts, practices, and courses of business of similar purport and object, for civil penalties, and for other equitable relief.

7. This Court has jurisdiction over this action pursuant to Section 22 of the Securities Act [15 U.S.C. § 77v] and Sections 21(d), 21(e), 21A, and 27 of the Exchange Act [15 U.S.C. §§78u(d), 78u(e), 78u-1, and 78aa].

8. Defendant, directly and indirectly, made use of the mails and the means and instrumentalities of interstate commerce in connection with the transactions, acts, practices, and courses of business alleged in this Complaint.

9. Venue is proper because certain of the transactions, acts, practices, and courses of business constituting violations of the Securities Act and the Exchange Act occurred in the Northern District of Georgia. Carter’s principal

place of business lies within this district and the tipping of material, non-public information to Slawson occurred within this district.

10. Defendant, unless restrained and enjoined by this Court, will continue to engage in the transactions, acts, practices, and courses of business alleged in this Complaint, and in transactions, acts, practices, and courses of business of similar purport and object.

The Defendant

11. Slawson, age 67, resides in Lebanon, New Jersey. From 1999 to 2010, Slawson was a co-owner of Titan Capital, a now defunct investment manager to a hedge fund, TCMP3 Fund. Slawson has Series 1, 7, 16 and 63 licenses.

Issuer

12. Carter's, Inc., an Atlanta-based public issuer, is the self-proclaimed "largest branded marketer in the U.S. of apparel exclusively for babies and young children." The company sells clothing under the *Carter's* and *OshKosh* brand names as well as private label apparel through its own stores and other retailers. Since October 2003, Carter's common stock has been registered with the Commission under Section 12(b) of the Exchange Act and listed on the NYSE.

Related Persons and Entities

13. Eric M. Martin (“Martin”), 42, resides in Roswell, Georgia. From March 5, 2003, until his termination on March 24, 2009, Martin served Carter’s as its Director and later, Vice President of Investor Relations. On December 27, 2012, Martin pled guilty to Count One of an eleven-count indictment charging him with tipping others to material nonpublic information while employed at Carter’s. He is currently serving a two year sentence. On September 11, 2013, in an action brought by the Commission, an Order of Permanent Injunction and Officer and Director Bar was entered as to Martin in the U.S. District Court for the Northern District of Georgia based upon his trading and tipping of Carter’s inside information.

14. Richard Todd Posey (“Posey”), age 52, resided in Atlanta, Georgia during the relevant time. From July 2002 until his termination in January 2013, Posey served as Carter’s Vice President of Operations. On June 19, 2013, Posey pled guilty to one count of conspiracy to commit securities fraud based on his disclosure of material non-public information and was sentenced to 15 months incarceration.

15. Dennis S. Rosenberg, age 70, resides in Oceanside, New York. From 1967 to 2005, Rosenberg was a research analyst for various brokerage firms. From

2005 to 2012, Rosenberg owned and operated DSR Consulting, an independent investment consulting firm. Rosenberg had a Series 7 and a supervisory analyst license.

16. Titan Capital Management, LLC is a now-defunct Delaware limited liability company that was based in Parsippany, New Jersey from 1999 to 2010. Titan Capital was co-owned by Slawson and acted as an investment adviser to TCMP3 FUND. Titan Capital's investment adviser registration with the State of New Jersey was terminated on November 11, 2007.

17. TCMP3 Partners, L.P. is a now defunct limited partnership and hedge fund.

Background

18. Slawson co-founded Titan Capital and TCMP3 Fund in 1999.

19. In 2005, TCMP3 Fund hired Rosenberg (through his entity, DSR Consulting) to provide securities trading recommendations and other services. Rosenberg was paid a commission of ten percent based upon the profits TCMP3 Fund earned using Rosenberg's tips.

20. Beginning in or about 2005, Rosenberg began receiving material, non-public information about Carter's financial results and operations from Martin. Martin obtained this information in his role as

Carter's Director of Investor Relations and violated his fiduciary duty to Carter's by disclosing it to Rosenberg. During his employment at Carter's, Martin tipped Rosenberg to develop his relationships with market analysts who covered Carter's stock, like Rosenberg, who was a market analyst with Credit Suisse from 1995 to 2005. Thereafter, Rosenberg began his own independent investment consulting firm and continued to tip Rosenberg to develop clients for his own consulting business. By no later than 2006, Rosenberg began tipping the Carter's inside information he received to Slawson and TCMP3 Fund. Slawson knew or should have known that Rosenberg's source at Carter's was disclosing the information in violation of a fiduciary or similar duty of trust and confidence.

21. After Martin's employment with Carter's was terminated in March 2009, he continued to receive material non-public information about Carter's. Martin's source of information was Posey. Posey tipped Martin by virtue of their close friendship and Posey's desire to enhance his reputation. Martin also paid for Posey's entertainment expenses, including dinners and golfing when they were both in Las Vegas. Martin began providing this information directly to Slawson. After Martin began providing this

information, Slawson assisted Martin in setting up a hedge fund and Slawson later invested in that fund.

22. Slawson knew or should have known that the information that Rosenberg and, later Martin, gave him about Carter's came from an insider, in violation of a fiduciary or similar duty of trust and confidence, primarily because the type of information and its specificity could have only come from an insider. Also, Martin told Slawson that the information Martin gave him directly came from an insider at Carter's.

Slawson Traded Based on Material Nonpublic Information in Advance of Carter's Third Quarter 2006 Financial Results Announcement

23. On September 13, 2006, Slawson, via a telephone call from Rosenberg, received negative information regarding Carter's expected third quarter 2006 financial results. Rosenberg had received the information from Martin during a telephone call that preceded Rosenberg's call to Slawson by only 30 minutes. Later that day, Slawson, acting on behalf of TCMP3 Fund, sold short 20,000 shares of Carter's stock.

24. Slawson subsequently received revised, positive news about Carter's. On October 3, 2006, Rosenberg received from Martin, and then forwarded to Slawson on the same day, positive news regarding Carter's expected third quarter 2006 financial statements and in particular advised Slawson that Carter's earnings

would beat market consensus. Between October 4, 2006, and October 11, 2006, Slawson purchased 20,000 shares to “cover” the remaining Carter’s shares that he had sold short on behalf of TCMP3 Fund.

25. On October 24, 2006, after the market closed, the Company announced that it beat market consensus by \$0.03. That day, the market closed at \$27.87 per share. On October 25, 2006, the first day of trading after the release, Carter's closed up at \$29.22, an increase of \$1.35 per share. Slawson’s loss avoidance based on the shares he bought to cover his short sales amounted to approximately \$27,000.

Slawson Traded Based on Material Nonpublic Information in Advance of Carter’s First Quarter 2007 Financial Results Announcement

26. In March and April 2007, Martin, based on information learned through his employment with Carter’s, knew that the Company’s 1Q 2007 earnings were expected to significantly exceed analysts' estimates and previous guidance issued by the Company.

27. Martin communicated that information to Rosenberg and, on or about April 5, 2007, Rosenberg tipped Slawson with positive information about Carter’s expected first quarter 2007 financial results. Based on that information, on April 5, 2007, April 23, and 24, 2007, Slawson purchased a total of 24,000 shares of Carter's stock on behalf of TCMP3 Fund.

28. On or about April 24, 2007, after these purchases, Carter's announced quarterly earnings for the first quarter which beat market consensus EPS by \$0.07. That day the market closed at \$25.97 a share. On April 25, 2007, the first day of trading after the release, Carter's closed up at \$27.73, an increase of \$1.76 per share. TCMP3 Fund's gains were approximately \$42,240.

Slawson Traded Based on Material Nonpublic Information in Advance of Carter's Second Quarter 2007 Financial Results Announcement

29. During June 2007, in the course of his employment, Martin received negative news about Carter's operations. On Monday, June 11, 2007, Martin received weekly operations materials for the Company's business segments, primarily Target and Wal-Mart. The materials included a preliminary consolidated sales and margin analysis for the month as of June 12, 2007, that reflected customer accommodations effecting sales by (\$552,000). He also received a business update dated June 12, 2007 that stated, among other things, that OshKosh is "underperforming at wholesale and retail" and Carter's wholesale is "not great" and retail is "sluggish." An attached second quarter P&L reflected a diluted EPS of \$0.11, or (27%) unfavorable compared to the same quarter in 2006 at \$0.15.

30. In July 5, 2007, during a six minute telephone call, Martin

communicated this negative earnings information concerning Carter's to Rosenberg. Shortly thereafter, Rosenberg called Slawson and relayed the negative news. That same day, Slawson sold 34,000 shares of Carter's in TCMP3 Fund's accounts.

31. Between July 23, 2007 and July 24, 2007, there were more phone calls between Rosenberg and Slawson in which Rosenberg communicated material non-public information concerning Carter's. During that period, Slawson, through accounts in TCMP3 Fund's name, sold short 20,000 shares.

32. On July 24, 2007, the Company's news regarding its quarterly results was mixed. Carter's adjusted second quarter earnings per share of \$0.13 exceeded market consensus EPS by two cents, but its diluted earnings per share was a loss of (\$2.48) because it included certain charges related to the acquisition of OshKosh and the closure of a major distribution facility.

33. On July 25, 2007, the first day of trading after the announcement, Carter's share price closed at \$22.75, a decrease of \$2.12 (8.52%) from its previous day's close. Slawson's trading resulted in collective ill-gotten gains and loss avoidance of approximately \$114,480.

Slawson Traded Based on Material Nonpublic Information in Advance of Carter's Second Quarter 2008 Financial Results Announcement

34. By the end of the second week of June 2008, Martin knew that Carter's earnings release for the second quarter ending June 28, 2008, would beat market expectations.

35. Within an hour after a fifteen minute telephone call with Martin on Friday, June 13, 2008, Rosenberg bought 6,500 shares of Carter's stock. That afternoon, Rosenberg had a twenty minute phone call with Slawson. The following Monday and Tuesday, June 16, and 17, 2008, Rosenberg bought 5,500 more shares and then again called Slawson. In those calls, Rosenberg passed on to Slawson the information Rosenberg had received from Martin. That call was followed by a purchase of 5,000 shares of Carter's stock by TCMP3 Fund.

36. On June 18, 19, 20 and 23, 2008, following calls with Rosenberg, Slawson purchased 20,000 additional shares of a Carter's stock on behalf of TCMP3 Fund

37. Martin's information became more precise as the Company approached the quarter-close. By Wednesday, June 25, 2008, Martin knew

actual second quarter 2008 revenues had increased over estimates by at least \$5.5 million.

38. On June 30, 2008, Martin attended the first earnings preparation session for the quarter and later, he had a telephone call with Rosenberg. Two days later, on July 2, 2008, Rosenberg bought 3,000 shares of Carter's stock and an additional 2,200 shares between July 12, and July 15, 2008. Later, in the evening on July 15, 2008, Rosenberg had an eleven minute phone call with Slawson. The next day, on July 16, 2008, TCMP3 Fund purchased 2,000 shares of Carter's s stock.

39. On July 22, 2008, after the market close, Carter's announced that it beat market consensus EPS by \$0.09. On July 23, 2008, the first day of trading after the announcement, Carter's closed at \$15.92 per share, up \$0.66 per share or more than 4% from its previous day's close. Slawson's total purchase of 27,000 shares of Carter's stock on behalf of TCMP3 Fund produced gains amounting to \$17,820.

Slawson Traded Based on Material Nonpublic Information in Advance of Carter's Fourth Quarter and 2008 Annual Financial Results Announcement

40. On January 7, 2009, Martin passed generally positive Carter's earnings information to Rosenberg during a phone call. Within an hour of that call, Rosenberg called Slawson. On January 9, 2009, Slawson, on behalf of

TCMP3 Fund, bought 10,000 shares of Carter's stock.

41. On February 24, 2009, after the market closed, Carter's announced that the EPS for its fourth quarter, ending December 27, 2008, were \$0.49, which beat market consensus of \$0.47 by \$0.02. On February 25, 2009, the first day of trading after the announcement, Carter's closed at \$15.94 per share, up \$1.52 per share (10.54%) from its previous day's close at \$14.42 per share. The ill-gotten profits for Slawson and TCMP3 Fund amounted to approximately \$15,200.

Slawson Traded Based on Material Nonpublic Information in Advance of Carter's Second Quarter 2009 Financial Results Announcement

42. At various times between at least July 20, 2009 through July 23, 2009, Posey informed Martin (who had been terminated by Carter's in March 2009) that Carter's expected to beat second quarter 2009 consensus EPS by a significant amount. Posey communicated that information to Martin in violation of Posey's fiduciary duty, or similar duty of trust and confidence, to Carter's. Martin communicated that information to Rosenberg. Both Martin and Rosenberg were aware that the information was disclosed by an insider in violation of a fiduciary or similar duty of trust and confidence.

43. Between July 20, 2009 and July 27, 2009, there were a number of telephone calls between Rosenberg and Slawson. Between July 21, 2009, and July 28, 2009, Slawson purchased a total of 33,000 shares of Carter's stock in

accounts for his family and TCMP3 Fund. Based on Rosenberg's statements, the nature of the information provided, and Rosenberg's history of providing similar information, Slawson knew or should have known that the information was obtained from an insider at the company in violation of a fiduciary or similar duty of trust and confidence.

44. On July 28, 2009, after the market closed, Carter's announced that its EPS beat market consensus EPS by \$0.17. During the next trading day, Carter's traded as high as \$28.30 before closing at \$ 27.01 per share, as compared to the previous day's close of \$26.92. Based upon his actual sales prices, Slawson, both through personal accounts and on behalf of TCMP3 Fund, gained as much as \$34,604.

Slawson Traded Based on Material Nonpublic Information in Advance of Carter's Announcement that It Would Delay Release of Its Third Quarter 2009 Financial Results

45. During telephone calls on Friday, October 23, 2009, and Monday, October 26, 2009, Martin, based upon information received from Posey, told Rosenberg that there was an ongoing accounting issue at Carter's that would cause Carter's to delay its quarterly earnings announcement. Rosenberg relayed the information to Slawson on or about October 23, 2009. On October 26, 2009, Slawson sold a total of 31,846 shares from his personal and TCMP3 Fund

accounts.

46. Based on Rosenberg's statements, the nature of the information provided, and Rosenberg's history of providing similar information, Slawson knew or should have known that the information was obtained from an insider at the company in violation of a fiduciary or similar duty of trust and confidence.

47. On October 27, 2008, at 9:28 a.m., Carter's announced that it was delaying its scheduled earnings release to complete a review of an accounting issue. That day, Carter's closed at \$21.66 per share, down \$6.78 per share or 23.84% from its previous day's close at \$28.44. Due to his trading, Slawson and TCMP3 Fund avoided losses of approximately \$215,916.

Slawson Traded Based on Material Nonpublic Information in Advance of Carter's Second Quarter 2010 Financial Results Announcement

48. At various times between June 21, 2010 and July 10, 2010, Posey forwarded information to Martin that Carter's second quarter earnings announcement would include negative future guidance for Carter's expected third quarter 2010 results. On July 8, 2010, Martin provided this insider information directly to Slawson during a 38 minute call. Rosenberg also provided Slawson with the same information, which also came from Martin.

49. Based on Rosenberg's statements, the nature of the information provided, and Rosenberg's history of providing similar information, Slawson

knew or should have known that the information was obtained from an insider at the company in violation of a fiduciary or similar duty of trust and confidence.

50. Between July 9, 2010 and July 15, 2010, Slawson sold 100 Carter's call options with a strike price of \$25 and expiration date of August 2010. On July 16, 2010, Slawson sold short 5,000 shares of Carter's stock and on July 20, 2010 he sold 130 Carter's call options with a strike price of \$30 and expiration date of December 2010. On July 21, 2010, Slawson sold 500 shares of Carter's stock.

51. On July 28, 2010, the Company announced that while it had met consensus EPS for the quarter, its guidance for future earnings was negative. Carter's closed at \$23.96 per share, down approximately \$2 from its previous day's close. Slawson's ill-gotten gains amounted approximately to \$32,800. TCMP3 Fund's total gains due to Slawson's trading amounted to \$42,240.

COUNT I – FRAUD
Violations of Section 17(a)(1) of the Securities Act
[15 U.S.C. § 77q(a)(1)]

52. Paragraphs 1 through 51 are hereby re-alleged and are incorporated herein by reference.

53. Between approximately 2006 and 2010, Defendant, in the offer and sale of securities described herein, by the use of the means and instruments of transportation and communication in interstate commerce and by use of the mails, directly and indirectly, employed devices, schemes, and artifices to defraud, all as more particularly described above.

54. Defendant knowingly, intentionally, and/or recklessly engaged in the aforementioned devices, schemes and artifices to defraud, made untrue statements of material facts and omitted to state material facts, and engaged in fraudulent acts, practices and courses of business. In engaging in such conduct, Defendant acted with scienter, that is, with intent to deceive, manipulate or defraud or with a severely reckless disregard for the truth.

55. By reason of the foregoing, Defendant, directly and indirectly, has violated and, unless enjoined, will continue to violate Section 17(a) of the Securities Act [15 U.S.C. § 77a(q)].

COUNT II – FRAUD
Violations of Sections 17(a)(2) and 17(a)(3) of the Securities Act
[15 U.S.C. §§ 77q(a)(2) and 77q(a)(3)]

56. Paragraphs 1 through 51 are hereby re-alleged and are incorporated herein by reference.

57. Between approximately 2006 and 2010, Defendant, in the offer and sale of securities described herein, by the use of the means and instruments of transportation and communication in interstate commerce and by use of the mails, directly and indirectly

a. obtained money and property by means of untrue statements of material fact and omissions to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and

b. engaged in transactions, practices and courses of business which would and did operate as a fraud and deceit upon the purchasers of such securities, all as more particularly described above.

58. By reason of the foregoing, the Defendant, directly and indirectly, has violated and, unless enjoined, will continue to violate Sections 17(a)(2) and 17(a)(3) of the Securities Act [15 U.S.C. §§ 77q(a)(2) and 77q(a)(3)].

COUNT III – FRAUD
Violations of Section 10(b) of the Exchange Act
[15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5]

59. Paragraphs 1 through 51 are hereby re-alleged and are incorporated herein by reference.

60. Between approximately 2006 and 2010, Defendant, in connection with the purchase and sale of securities described herein, by the use of the means and instrumentalities of interstate commerce and by use of the mails, directly and indirectly:

- a. employed devices, schemes, and artifices to defraud; and
- b. engaged in acts, practices, and courses of business which would and did operate as a fraud and deceit upon the purchasers of such securities, all as more particularly described above.

61. Defendant knowingly, intentionally, and/or recklessly engaged in the aforementioned devices, schemes and artifices to defraud, and engaged in fraudulent acts, practices and courses of business. In engaging in such conduct, Defendant acted with scienter, that is, with intent to deceive, manipulate or defraud or with a severely reckless disregard for the truth.

62. By reason of the foregoing, Defendant, directly and indirectly, has violated and, unless enjoined, will continue to violate Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully prays for:

I.

Findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, finding that Defendant committed the violations alleged herein.

II.

A permanent injunction enjoining Defendant, his agents, servants, employees, and attorneys from violating, directly or indirectly, Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

III.

An order requiring the disgorgement by Defendant of all ill-gotten gains with prejudgment interest, to affect the remedial purposes of the federal securities laws.

IV.

An order pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1] imposing civil penalties against Defendant.

V.

Such other and further relief as this Court may deem just, equitable, and appropriate in connection with the enforcement of the federal securities laws and for the protection of investors.

DEMAND FOR JURY TRIAL

Pursuant to Rule 38 of the Federal Rules of Civil Procedure, the Commission demands trial by jury in this action of all issues so triable.

Dated: October 24th, 2014.

Respectfully submitted,

/s/M. Graham Loomis
Regional Trial Counsel
Georgia Bar Number 457868

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Senior Trial Counsel
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JS44 (Rev. 1/13 NDGA)

CIVIL COVER SHEET

The JS44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form is required for the use of the Clerk of Court for the purpose of initiating the civil docket record. (SEE INSTRUCTIONS ATTACHED)

<p>I. (a) PLAINTIFF(S) Securities and Exchange Commission</p> <p>(b) COUNTY OF RESIDENCE OF FIRST LISTED PLAINTIFF _____ (EXCEPT IN U.S. PLAINTIFF CASES)</p>	<p>DEFENDANT(S) Steven E. Slawson</p> <p>COUNTY OF RESIDENCE OF FIRST LISTED DEFENDANT HUNTERDON _____ (IN U.S. PLAINTIFF CASES ONLY)</p> <p><small>NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED</small></p>
<p>(c) ATTORNEYS (FIRM NAME, ADDRESS, TELEPHONE NUMBER, AND E-MAIL ADDRESS) Robert Schroeder U.S. Securities and Exchange Commission 950 East Paces Ferry Road, N.E., Suite 900 Atlanta, Georgia 30326-1234 (404) 842-7600 schroederr@sec.gov</p>	<p>ATTORNEYS (IF KNOWN) Stephen D. Council Rogers & Hardin LLP 2700 International Tower 229 Peachtree Street NE Atlanta, GA 30303</p>

II. BASIS OF JURISDICTION
(PLACE AN "X" IN ONE BOX ONLY)

<input checked="" type="checkbox"/> 1 U.S. GOVERNMENT PLAINTIFF	<input type="checkbox"/> 3 FEDERAL QUESTION (U.S. GOVERNMENT NOT A PARTY)
<input type="checkbox"/> 2 U.S. GOVERNMENT DEFENDANT	<input type="checkbox"/> 4 DIVERSITY (INDICATE CITIZENSHIP OF PARTIES IN ITEM III)

III. CITIZENSHIP OF PRINCIPAL PARTIES
(PLACE AN "X" IN ONE BOX FOR PLAINTIFF AND ONE BOX FOR DEFENDANT)
(FOR DIVERSITY CASES ONLY)

PLF	DEF		PLF	DEF	
<input type="checkbox"/> 1	<input type="checkbox"/> 1	CITIZEN OF THIS STATE	<input type="checkbox"/> 4	<input type="checkbox"/> 4	INCORPORATED OR PRINCIPAL PLACE OF BUSINESS IN THIS STATE
<input type="checkbox"/> 2	<input type="checkbox"/> 2	CITIZEN OF ANOTHER STATE	<input type="checkbox"/> 5	<input type="checkbox"/> 5	INCORPORATED AND PRINCIPAL PLACE OF BUSINESS IN ANOTHER STATE
<input type="checkbox"/> 3	<input type="checkbox"/> 3	CITIZEN OR SUBJECT OF A FOREIGN COUNTRY	<input type="checkbox"/> 6	<input type="checkbox"/> 6	FOREIGN NATION

IV. ORIGIN (PLACE AN "X" IN ONE BOX ONLY)

<input type="checkbox"/> 1 ORIGINAL PROCEEDING	<input type="checkbox"/> 2 REMOVED FROM STATE COURT	<input type="checkbox"/> 3 REMANDED FROM APPELLATE COURT	<input type="checkbox"/> 4 REINSTATED OR REOPENED	<input type="checkbox"/> 5 TRANSFERRED FROM ANOTHER DISTRICT (Specify District)	<input type="checkbox"/> 6 MULTIDISTRICT LITIGATION	<input type="checkbox"/> 7 APPEAL TO DISTRICT JUDGE FROM MAGISTRATE JUDGE JUDGMENT
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V. CAUSE OF ACTION (CITE THE U.S. CIVIL STATUTE UNDER WHICH YOU ARE FILING AND WRITE A BRIEF STATEMENT OF CAUSE - DO NOT CITE JURISDICTIONAL STATUTES UNLESS DIVERSITY)

Section 17(a) of the Securities Act of 1933 (the "Securities Act"), Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rules 10b-5(a) and 10b-5(c) thereunder.

(IF COMPLEX, CHECK REASON BELOW)

<input type="checkbox"/> 1. Unusually large number of parties.	<input type="checkbox"/> 6. Problems locating or preserving evidence
<input type="checkbox"/> 2. Unusually large number of claims or defenses.	<input type="checkbox"/> 7. Pending parallel investigations or actions by government.
<input type="checkbox"/> 3. Factual issues are exceptionally complex	<input type="checkbox"/> 8. Multiple use of experts.
<input type="checkbox"/> 4. Greater than normal volume of evidence.	<input type="checkbox"/> 9. Need for discovery outside United States boundaries.
<input type="checkbox"/> 5. Extended discovery period is needed.	<input type="checkbox"/> 10. Existence of highly technical issues and proof.

CONTINUED ON REVERSE

FOR OFFICE USE ONLY			
RECEIPT # _____	AMOUNT \$ _____	APPLYING IFP _____	MAG. JUDGE (IFP) _____
JUDGE _____	MAG. JUDGE _____ <small>(Referral)</small>	NATURE OF SUIT _____	CAUSE OF ACTION _____

VI. NATURE OF SUIT (PLACE AN "X" IN ONE BOX ONLY)

CONTRACT - "0" MONTHS DISCOVERY TRACK

- 150 RECOVERY OF OVERPAYMENT & ENFORCEMENT OF JUDGMENT
- 152 RECOVERY OF DEFAULTED STUDENT LOANS (Excl. Veterans)
- 153 RECOVERY OF OVERPAYMENT OF VETERAN'S BENEFITS

CONTRACT - "4" MONTHS DISCOVERY TRACK

- 110 INSURANCE
- 120 MARINE
- 130 MILLER ACT
- 140 NEGOTIABLE INSTRUMENT
- 151 MEDICARE ACT
- 160 STOCKHOLDERS' SUITS
- 190 OTHER CONTRACT
- 195 CONTRACT PRODUCT LIABILITY
- 196 FRANCHISE

REAL PROPERTY - "4" MONTHS DISCOVERY TRACK

- 210 LAND CONDEMNATION
- 220 FORECLOSURE
- 230 RENT LEASE & EJECTMENT
- 240 TORTS TO LAND
- 245 TORT PRODUCT LIABILITY
- 290 ALL OTHER REAL PROPERTY

TORTS - PERSONAL INJURY - "4" MONTHS DISCOVERY TRACK

- 310 AIRPLANE
- 315 AIRPLANE PRODUCT LIABILITY
- 320 ASSAULT, LIBEL & SLANDER
- 330 FEDERAL EMPLOYERS' LIABILITY
- 340 MARINE
- 345 MARINE PRODUCT LIABILITY
- 350 MOTOR VEHICLE
- 355 MOTOR VEHICLE PRODUCT LIABILITY
- 360 OTHER PERSONAL INJURY
- 362 PERSONAL INJURY - MEDICAL MALPRACTICE
- 365 PERSONAL INJURY - PRODUCT LIABILITY
- 367 PERSONAL INJURY - HEALTH CARE/ PHARMACEUTICAL PRODUCT LIABILITY
- 368 ASBESTOS PERSONAL INJURY PRODUCT LIABILITY

TORTS - PERSONAL PROPERTY - "4" MONTHS DISCOVERY TRACK

- 370 OTHER FRAUD
- 371 TRUTH IN LENDING
- 380 OTHER PERSONAL PROPERTY DAMAGE
- 385 PROPERTY DAMAGE PRODUCT LIABILITY

BANKRUPTCY - "0" MONTHS DISCOVERY TRACK

- 422 APPEAL 28 USC 158
- 423 WITHDRAWAL 28 USC 157

CIVIL RIGHTS - "4" MONTHS DISCOVERY TRACK

- 441 VOTING
- 442 EMPLOYMENT
- 443 HOUSING/ ACCOMMODATIONS
- 444 WELFARE
- 440 OTHER CIVIL RIGHTS
- 445 AMERICANS with DISABILITIES - Employment
- 446 AMERICANS with DISABILITIES - Other
- 448 EDUCATION

IMMIGRATION - "0" MONTHS DISCOVERY TRACK

- 462 NATURALIZATION APPLICATION
- 465 OTHER IMMIGRATION ACTIONS

PRISONER PETITIONS - "0" MONTHS DISCOVERY TRACK

- 463 HABEAS CORPUS- Alien Detainee
- 510 MOTIONS TO VACATE SENTENCE
- 530 HABEAS CORPUS
- 535 HABEAS CORPUS DEATH PENALTY
- 540 MANDAMUS & OTHER
- 550 CIVIL RIGHTS - Filed Pro se
- 555 PRISON CONDITION(S) - Filed Pro se
- 560 CIVIL DETAINEE: CONDITIONS OF CONFINEMENT

PRISONER PETITIONS - "4" MONTHS DISCOVERY TRACK

- 550 CIVIL RIGHTS - Filed by Counsel
- 555 PRISON CONDITION(S) - Filed by Counsel

FORFEITURE/PENALTY - "4" MONTHS DISCOVERY TRACK

- 625 DRUG RELATED SEIZURE OF PROPERTY 21 USC 881
- 690 OTHER

LABOR - "4" MONTHS DISCOVERY TRACK

- 710 FAIR LABOR STANDARDS ACT
- 720 LABOR/MGMT. RELATIONS
- 740 RAILWAY LABOR ACT
- 751 FAMILY and MEDICAL LEAVE ACT
- 790 OTHER LABOR LITIGATION
- 791 EMPL. RET. INC. SECURITY ACT

PROPERTY RIGHTS - "4" MONTHS DISCOVERY TRACK

- 820 COPYRIGHTS
- 840 TRADEMARK

PROPERTY RIGHTS - "8" MONTHS DISCOVERY TRACK

- 830 PATENT

SOCIAL SECURITY - "0" MONTHS DISCOVERY TRACK

- 861 HIA (1395f)
- 862 BLACK LUNG (923)
- 863 DIWC (405(g))
- 863 DIWW (405(g))
- 864 SSID TITLE XVI
- 865 RSI (405(g))

FEDERAL TAX SUITS - "4" MONTHS DISCOVERY TRACK

- 870 TAXES (U.S. Plaintiff or Defendant)
- 871 IRS - THIRD PARTY 26 USC 7609

OTHER STATUTES - "4" MONTHS DISCOVERY TRACK

- 375 FALSE CLAIMS ACT
- 400 STATE REAPPORTIONMENT
- 430 BANKS AND BANKING
- 450 COMMERCE/ICC RATES/ETC.
- 460 DEPORTATION
- 470 RACKETEER INFLUENCED AND CORRUPT ORGANIZATIONS
- 480 CONSUMER CREDIT
- 490 CABLE/SATELLITE TV
- 891 AGRICULTURAL ACTS
- 893 ENVIRONMENTAL MATTERS
- 895 FREEDOM OF INFORMATION ACT
- 950 CONSTITUTIONALITY OF STATE STATUTES
- 890 OTHER STATUTORY ACTIONS
- 899 ADMINISTRATIVE PROCEDURES ACT / REVIEW OR APPEAL OF AGENCY DECISION

OTHER STATUTES - "8" MONTHS DISCOVERY TRACK

- 410 ANTI TRUST
- 850 SECURITIES / COMMODITIES / EXCHANGE

OTHER STATUTES - "0" MONTHS DISCOVERY TRACK

- 896 ARBITRATION (Confirm / Vacate / Order / Modify)

*** PLEASE NOTE DISCOVERY TRACK FOR EACH CASE TYPE. SEE LOCAL RULE 26.3**

VII. REQUESTED IN COMPLAINT:

CHECK IF CLASS ACTION UNDER F.R.Civ.P. 23 DEMAND \$ _____

JURY DEMAND YES NO (CHECK YES ONLY IF DEMANDED IN COMPLAINT)

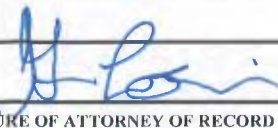
VIII. RELATED/REFILED CASE(S) IF ANY

JUDGE Amy Totenberg DOCKET NO. 1:10-cv-4118

CIVIL CASES ARE DEEMED RELATED IF THE PENDING CASE INVOLVES: (CHECK APPROPRIATE BOX)

- 1. PROPERTY INCLUDED IN AN EARLIER NUMBERED PENDING SUIT.
- 2. SAME ISSUE OF FACT OR ARISES OUT OF THE SAME EVENT OR TRANSACTION INCLUDED IN AN EARLIER NUMBERED PENDING SUIT.
- 3. VALIDITY OR INFRINGEMENT OF THE SAME PATENT, COPYRIGHT OR TRADEMARK INCLUDED IN AN EARLIER NUMBERED PENDING SUIT.
- 4. APPEALS ARISING OUT OF THE SAME BANKRUPTCY CASE AND ANY CASE RELATED THERETO WHICH HAVE BEEN DECIDED BY THE SAME BANKRUPTCY JUDGE.
- 5. REPETITIVE CASES FILED BY PRO SE LITIGANTS.
- 6. COMPANION OR RELATED CASE TO CASE(S) BEING SIMULTANEOUSLY FILED (INCLUDE ABBREVIATED STYLE OF OTHER CASE(S):

7. EITHER SAME OR ALL OF THE PARTIES AND ISSUES IN THIS CASE WERE PREVIOUSLY INVOLVED IN CASE NO. _____, WHICH WAS DISMISSED. This case IS IS NOT (check one box) SUBSTANTIALLY THE SAME CASE.



SIGNATURE OF ATTORNEY OF RECORD

10/24/14

DATE

AO 440 (Rev. 06/12) Summons in a Civil Action

UNITED STATES DISTRICT COURT

for the

Northern District of Georgia

Securities and Exchange Commission

Plaintiff(s)

v.

Steven E. Slawson

Defendant(s)

Civil Action No.

SUMMONS IN A CIVIL ACTION

To: (Defendant's name and address)

Steven E. Slawson
19 Samill Road
Lebanon, NJ 08833

A lawsuit has been filed against you.

Within 21 days after service of this summons on you (not counting the day you received it) — or 60 days if you are the United States or a United States agency, or an officer or employee of the United States described in Fed. R. Civ. P. 12 (a)(2) or (3) — you must serve on the plaintiff an answer to the attached complaint or a motion under Rule 12 of the Federal Rules of Civil Procedure. The answer or motion must be served on the plaintiff or plaintiff's attorney, whose name and address are:

Robert Schroeder
U.S. Securities and Exchange Commission
950 East Paces Ferry Road, N.E., Suite 900
Atlanta, Georgia 30326-1234

If you fail to respond, judgment by default will be entered against you for the relief demanded in the complaint. You also must file your answer or motion with the court.

CLERK OF COURT

Date:

Signature of Clerk or Deputy Clerk

AO 440 (Rev. 06/12) Summons in a Civil Action (Page 2)

Civil Action No. _____

PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 4 (l))

This summons for *(name of individual and title, if any)* _____
was received by me on *(date)* _____ .

I personally served the summons on the individual at *(place)* _____
_____ on *(date)* _____ ; or

I left the summons at the individual's residence or usual place of abode with *(name)* _____
_____, a person of suitable age and discretion who resides there,
on *(date)* _____ , and mailed a copy to the individual's last known address; or

I served the summons on *(name of individual)* _____ , who is
designated by law to accept service of process on behalf of *(name of organization)* _____
_____ on *(date)* _____ ; or

I returned the summons unexecuted because _____ ; or

Other *(specify)*:

My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ _____ 0.00 .

I declare under penalty of perjury that this information is true.

Date: _____

Server's signature

Printed name and title

Server's address

Additional information regarding attempted service, etc:

AO 440 (Rev. 06/12) Summons in a Civil Action

UNITED STATES DISTRICT COURT

for the

Northern District of Georgia

Securities and Exchange Commission

Plaintiff(s)

v.

Steven E. Slawson

Defendant(s)

Civil Action No.

SUMMONS IN A CIVIL ACTION

To: (Defendant's name and address)

Steven E. Slawson
c/o Stephen D. Councill
Rogers & Hardin LLP
2700 International Tower, 229 Peachtree Street NE
Atlanta, GA 30303

A lawsuit has been filed against you.

Within 21 days after service of this summons on you (not counting the day you received it) — or 60 days if you are the United States or a United States agency, or an officer or employee of the United States described in Fed. R. Civ. P. 12 (a)(2) or (3) — you must serve on the plaintiff an answer to the attached complaint or a motion under Rule 12 of the Federal Rules of Civil Procedure. The answer or motion must be served on the plaintiff or plaintiff's attorney, whose name and address are:

Robert Schroeder
U.S. Securities and Exchange Commission
950 East Paces Ferry Road, N.E., Suite 900
Atlanta, Georgia 30326-1234

If you fail to respond, judgment by default will be entered against you for the relief demanded in the complaint. You also must file your answer or motion with the court.

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AO 440 (Rev. 06/12) Summons in a Civil Action (Page 2)

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I left the summons at the individual's residence or usual place of abode with *(name)* _____
_____, a person of suitable age and discretion who resides there,
on *(date)* _____ , and mailed a copy to the individual's last known address; or

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I declare under penalty of perjury that this information is true.

Date: _____

Server's signature

Printed name and title

Server's address

Additional information regarding attempted service, etc: