

ADMINISTRATIVE PROCEEDING  
FILE NO. 3-11537

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION  
April 4, 2005

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In the Matter of

RICHARD S. KERN  
and CHARLES WILKINS

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: ORDER  
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The Division of Enforcement (Division) has filed a motion for summary disposition and Respondents have submitted their opposition, an appendix, and a cross-motion to stay the proceeding. When the Division filed its reply brief on March 31, 2005, it included a supplemental appendix containing two documents for official notice.

Under Rule 323 of the Rules of Practice of the Securities and Exchange Commission (Commission), if official notice is requested or taken of a material fact not appearing in the evidence in the record, the parties, upon timely request, shall be afforded an opportunity to establish the contrary. If Respondents wish to address any of the matters in the Division's supplemental appendix, they may do so on or before April 11, 2005. No further pleadings will be accepted from the Division in connection with its pending motion for summary disposition.

As a separate matter, this Office advised Respondents' counsel by telephone on March 28, 2005, to file an original and three copies of his opposition papers with the Office of the Secretary, as required by Rule 152(d) of the Commission's Rules of Practice. As of this date, there is no evidence that Respondents' counsel has done so. Respondents' counsel must do so promptly.

SO ORDERED.



James T. Kelly  
Administrative Law Judge