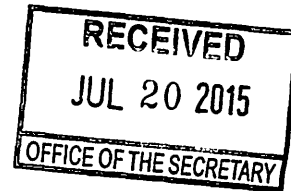


SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-15514



In the Matter of

FRANK H. CHIAPPONE,
ANDREW G. GUZZETTI,
WILLIAM F. LEX,
THOMAS E. LIVINGSTON,
BRIAN T. MAYER, and
PHILIP S. RABINOVICH,

Respondents.

**RESPONDENTS PHILIP S.
RABINOVICH AND BRIAN T.
MAYER'S MOTION FOR ORAL
ARGUMENT**

Pursuant to Rule 451 of the Securities and Exchange Commission's Rules of Practice, Respondents Philip S. Rabinovich ("Rabinovich") and Brian T. Mayer ("Mayer") respectfully submit this motion for oral argument before the Commission in this matter. Rule 451 provides that oral argument is appropriate where "the presentation of facts and legal arguments in the briefs and record and the decisional process would be significantly aided by oral argument." 17 C.F.R. § 201.451(a). Rule 451 further provides that "[m]otions for oral argument with respect to whether to affirm all or part of an initial decision by a hearing officer shall be granted unless exceptional circumstances make oral argument impractical or inadvisable." *Id.*

As set forth in the accompanying Joint Brief Addressing Certain Legal Issues In Accordance With The Commission's Order, Philip S. Rabinovich's Individual Brief, and Brian T. Mayer's Individual Brief, this was a complex case with a number of significant legal issues. It involved the conduct of numerous Respondents over the course of at least seven years, and the hearing itself spanned nearly one month and included more than 500 exhibits. There is no question that oral argument would significantly aid the decisional process here by ensuring that

Rabinovich and Mayer address any questions or concerns that the Commission may have regarding the facts of this case and the significant legal issues implicated by these facts.

For these reasons, Rabinovich and Mayer respectfully request that their Motion for Oral Argument be granted.

New York, New York
July 17, 2015

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