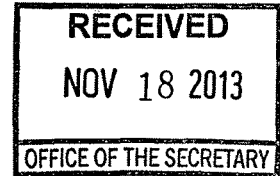


SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-15514



In the Matter of

**DONALD J. ANTHONY, JR.,
FRANK H. CHIAPPONE,
RICHARD D. FELDMANN
WILLIAM P. GAMELLO,
ANDREW G. GUZZETTI,
WILLIAM F. LEX,
THOMAS E. LIVINGSTON,
BRIAN T. MAYTER,
PHILLIP S. RABINOVICH, AND
RYAN C. ROGERS**

ANSWER

Respondents.

RESPONDENT RICHARD D. FELDMANN'S ANSWER

Defendant Richard D. Feldmann, acting pro se, answers petitioner U.S. Securities and Exchange Commission's ("SEC") Order Instituting Administrative and Cease-and-Desist Proceedings (the "Order"). To the extent that any specific allegation in the Order is not addressed, that allegation is denied:

1. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 1.
2. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 2.
3. Mr. Feldmann admits the allegations contained in paragraph 3.
4. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 4.

5. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 5.

6. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 6.

7. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 7.

8. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 8.

9. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 9.

10. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 10.

11. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 11.

12. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 12.

13. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 13.

14. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 14.

15. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 15.

16. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 16.

17. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 17.

18. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 18.

19. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 19.

20. To the extent paragraph 20 (a)-(c) of the Order states legal conclusions and summarize the SEC's general theory of its case, no responsive pleading is required. Nevertheless, Mr. Feldmann denies the allegations of paragraph 20 of the Order.

21. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 21.

22. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 22. Mr. Feldman denies the allegations in the third sentence of paragraph 22. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 22.

23. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 23.

24. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 24.

25. Mr. Feldmann denies the allegations contained in paragraph 25.

26. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 26.

27. Mr. Feldmann denies the allegations contained in paragraph 27.

28. Mr. Feldmann Mr. Feldmann denies the allegations contained in paragraph 28.

29. Mr. Feldmann denies the allegations contained in paragraph 29.

30. Mr. Feldmann denies the allegations contained in paragraph 30.

31. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 31.

32. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 32.

33. Mr. Feldmann denies the allegations contained in paragraph 33.

34. To the extent paragraph 34 of the Order states legal conclusions and summarizes the SEC's general theory of its case, no responsive pleading is required. Nevertheless, Mr. Feldmann denies the allegations of paragraph 34 of the Order.

35. To the extent paragraph 35 of the Order states legal conclusions and summarizes the SEC's general theory of its case, no responsive pleading is required. Nevertheless, Mr. Feldmann denies the allegations of paragraph 35 of the Order.

36. To the extent paragraph 36 of the Order states legal conclusions and summarizes the SEC's general theory of its case, no responsive pleading is required. Nevertheless, Mr. Feldmann denies the allegations of paragraph 36 of the Order.

37. To the extent paragraph 37 of the Order states legal conclusions and summarizes the SEC's general theory of its case, no responsive pleading is required. Nevertheless, Mr. Feldmann denies the allegations of paragraph 37 of the Order.

38. To the extent paragraph 38 of the Order states legal conclusions and summarizes the SEC's general theory of its case, no responsive pleading is required. Nevertheless, Mr. Feldmann denies the allegations of paragraph 38 of the Order.

39. To the extent paragraph 39 of the Order states legal conclusions and summarizes the SEC's general theory of its case, no responsive pleading is required. Nevertheless, Mr. Feldmann denies the allegations of paragraph 39 of the Order.

40. Mr. Feldmann denies the allegations of paragraph 40 of the Order.

41. Mr. Feldmann denies the allegations of paragraph 41 of the Order.

42. Mr. Feldmann denies the allegations of paragraph 42 of the Order.

43. Mr. Feldmann denies the allegations of paragraph 43 of the Order.

44. Mr. Feldmann denies the allegations of paragraph 44 of the Order.

45. Mr. Feldmann denies the allegations of paragraph 45 of the Order.

46. Mr. Feldmann denies the allegations of paragraph 46 of the Order.

47. Mr. Feldmann denies the allegations of paragraph 47 of the Order.

48. Mr. Feldmann denies the allegations of paragraph 48 of the Order.

49. Mr. Feldmann denies the allegations of paragraph 49 of the Order.

50. Mr. Feldmann denies the allegations of paragraph 50 of the Order.

51. Mr. Feldmann denies the allegations of paragraph 51 of the Order.

52. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 52.

53. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 53.

54. Mr. Feldman admits the allegations in paragraph 54.

55. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 55.

56. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 56.

57. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 57.

58. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 58.

59. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 59.

60. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 60.

61. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 61.

62. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 62.

63. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 63.

64. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 64.

65. Mr. Feldmann does not have, and is unable to obtain, sufficient information to admit or deny the allegations contained in paragraph 65.

66. Mr. Feldmann denies the allegations of paragraph 66 of the Order.

67. Mr. Feldmann denies the allegations of paragraph 67 of the Order.

68. Mr. Feldmann denies the allegations of paragraph 68 of the Order.

DEFENSES

Mr. Feldmann asserts the following defenses without assuming the burden of proof or any other burden if such burdens would otherwise be on the SEC

FIRST DEFENSE

69. The Order fails to state a claim upon which relief may be granted.

SECOND DEFENSE

70. The Order fails to allege the existence of any material misstatement or omission.

THIRD DEFENSE

71. Neither Mr. Feldmann nor the following entities had a duty to disclose any allegedly omitted information: MS & Co., MS Advisors, McGinn, Smith Holdings, LLC, McGinn, Smith Capital Holdings Corp., McGinn Smith Transaction Funding.

FOURTH DEFENSE

72. The purported claims against Mr. Feldmann and the allegations upon which they are based are improperly vague, ambiguous and confusing, and omit critical facts.

FIFTH DEFENSE

73. Mr. Feldmann cannot be held liable for any misrepresentations or omissions that he did not make.

SIXTH DEFENSE

74. Mr. Feldmann acted in good faith and without negligence.

ADDITIONAL DEFENSES

75. Mr. Feldmann denies sufficient knowledge or information at this time as to whether he may have additional and as yet unstated defenses. Mr. Feldmann reserves the right to assert additional defenses

Dated: November 18, 2013

Respectfully submitted:

By: 

Richard D. Feldmann


Delmar, NY 12054

Pro Se Litigant.