UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of **THE ROBARE GROUP, LTD., MARK L. ROBARE, AND JACK L. JONES JR.,** **Respondents.**	**ADMINISTRATIVE PROCEEDING** **File No. 3-16047**

DIVISION OF ENFORCEMENT'S MOTION IN LIMINE AND MEMORANDUM IN SUPPORT

Consistent with the Court's October 7, 2014, Order, the Division of Enforcement ("the Division") respectfully submits this Motion in Limine and Memorandum in Support to exclude certain testimony.

I.
BACKGROUND

This case reflects a straightforward application of the long-standing rule that investment advisers, owing a fiduciary obligation to their clients, must "expose...all conflicts of interest which might incline a[n] investment adviser – consciously or unconsciously – to render advice which was not disinterested." *SEC v. Capital Gains Research Bureau, Inc.*, 375 U.S. 180, 191-92 (1963).

Houston, Texas investment adviser The Robare Group, Ltd. ("Robare Group"), along with its Chief Compliance Officer Mark L. Robare ("Robare") and co-owner Jack L. Jones ("Jones"), committed fraud in violation of Sections 206(1), 206(2), and 207 of the Investment Advisers Act of 1940 ("Advisers Act") when they willfully and intentionally failed to disclose compensation they received under two contracts with Fidelity Brokerage Services, LLC ("Fidelity") and the conflicts of interest resulting therefrom.

Since 2004, Robare Group has received more than $500,000 in asset-based fees from Fidelity pursuant to (1) the Commission Schedule and Servicing Fee Agreement ("Servicing Fee Agreement" or "SFA") (executed April 19, 2004), and (2) the Investment Advisor Custodial Support Services Agreement ("CSSA") (executed May 23, 2013, but effective November 21, 2012) (collectively, "the Fee Agreements"). Under these Fee Agreements with Fidelity, Robare Group received – and continues to receive – fees for every eligible non-Fidelity no-transaction-fee ("NTF") mutual fund purchased by Robare Group clients through Fidelity's online investment platform.

Unbeknownst to its advisory clients, Robare Group's fee arrangement with Fidelity ("the Fidelity Arrangement") resulted in the firm receiving a fee for every dollar such clients invested in non-Fidelity NTF mutual funds and, thus, incentivized Respondents to recommend such funds over other investment opportunities available to their clients. Respondents received these fees not as "selling compensation" when they first invested their clients' money in the eligible funds, but on an ongoing basis (quarterly, and later monthly) on the total amount of Robare Group's assets under management in the eligible funds, for as long as the eligible funds are held by the advisory client. Despite the materiality of the Fidelity Arrangement and the obvious conflicts of interest arising from it, Robare Group failed to disclose – on Form ADV or otherwise – the mere existence of the Fee Agreements, receipt of fees pursuant to the Fee Agreements, or the consequent conflict of interests between 2005 and March 2014.[1]

[1] In the December 2011 revision of its Form ADV brochure, Robare Group disclosed for the first time the existence of its contract with Fidelity, but not the fact that it was receiving fees or that the Fidelity Arrangement constituted a conflict of interest. Revisions from April 2013 to April 2014 continued to add further details.

Importantly, Respondents admit many of the facts that form the basis of Division's charges against them. Most importantly, they admit that the Fidelity Arrangement "poses a conflict of interest" or, at the very least "may create a conflict of interest." Despite this key concession, Respondents attempt unsuccessfully to contort language in their Forms ADV to accommodate the undisclosed Fee Agreements and Fidelity Arrangement. The Division will present evidence at the hearing proving that Respondents' disclosures were wholly inadequate and that they knowingly, recklessly, or at least negligently violated the antifraud provisions of the Investment Advisers Act of 1940 ("Advisers Act"). The Division will further demonstrate that Respondents' actions warrant the imposition of significant sanctions.

II.
MOTION TO EXCLUDE EVIDENCE

A. Motion to Exclude Affirmative Defense of Reliance on SEC.

Although they admit to many of the underlying facts, Respondents assert a number of affirmative defenses, one of which is that they acted in good faith and relied on the advice of others as to determine the propriety of their disclosures. Respondents' Answer and Defenses to the Order Instituting Public Administrative and Cease-and-Desist Proceedings ("Respondents' Answer"), at 14 (Twelfth Affirmative Defense). One of the entities they claim to have relied on is the Commission itself. Specifically, Respondents allege the following:

> Also during this time period [from 2005 until 2011]—specifically, in 2008—the staff of the SEC conducted a lengthy examination of Respondents' disclosures—including the Item 13A disclosure. Notably, no deficiency was identified and no issues were raised. These facts, in conjunction with the extremely limited guidance offered by the SEC to Investment Advisory firms on the topic of Item 13A disclosures, caused Respondents firmly to believe their disclosures were reasonable and appropriate.

Respondents' Answer, at 2. Thus, according to Respondents, their failure to disclose the conflict of interest created by the Fidelity Arrangement is the Commission's fault. They attempt to shift their duty of compliance onto the agency, claiming, essentially, defensive theories of estoppel, waiver, and/or ratification.

Regardless of the facts surrounding the 2008 exam, which are disputed,[2] the Court does not even need to hear evidence on this defense. Such a defense against the Commission is not legally allowed: a party may not rely on the action, inaction, or silence of regulators to evade a statutory violation. The law is clear. The Division thus moves the Court for an order to exclude any argument or evidence at the hearing that Respondents reasonably relied on the Commission's actions, inactions, or perceived acquiescence during and after the 2008 examination conducted on Robare Group by Commission staff. Elimination of this topic as an affirmative defense will obviate the need for the Division to call three of its listed witnesses[3] and will streamline the hearing.

B. Motion to Exclude Respondents' Expert Witness.

The Division also moves the Court to exclude Respondents' expert witness, Miriam Lefkowitz. Ms. Lefkowitz is a securities lawyer. While she has worked as a compliance professional at small dual-registered broker-dealer and investment advisory firms, she lacks particular expertise or experience with regard to Form ADV or the disclosure of conflicts of interest. Ms. Lefkowitz has never been accepted as an expert witness before. Nothing in her CV

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2 Respondents wholly misrepresent the nature of the 2008 exam. They call it a "lengthy examination of their disclosures." Respondents' Answer, at 2. In fact, it was a "limited scope risk assessment examination." Moreover, Robare Group was told that the fact that the Commission was not making any comments as a result of the exam "should not be construed as any indication that the Registrant's activities are in full compliance with the federal securities laws or other applicable rules and regulations." The Commission's April 11, 2008 no-action letter is included on both parties' exhibit lists--as DOE Ex. 79 and Resp. Ex. 95. Eliminating Respondents' affirmative defense will eliminate the need for both sides to present factual evidence about the 2008 exam at the hearing.

3 These witnesses, Ms. Walters, Ms. Mysliwiec, and Ms. Buschfort, are current and former exam staff personnel who supervised, reviewed, and conducted the 2008 exam of Robare Group.

indicates that she possesses any technical, or other specialized knowledge that will help the Court understand the evidence in the case.

In fact, the central fact issue – whether Respondents disclosed the existence of the Fidelity Arrangement, the Fee Agreements, and the receipt of fees -- is not one on which the Court needs the assistance of specialized knowledge. This issue is well within the knowledge and ability of the Court to determine.

Moreover, Ms. Lefkowitz's opinions do not appear to be the product of any particularized reliable principles or methods. She fails to identify any particular principles or methodology used in forming her opinions and conclusions. In fact, she appears to use the same methodology the Court is already capable of employing—an examination of Respondents' disclosures in comparison to the applicable law. Indeed, Ms. Lefkowitz's ability to reach a conclusion in this manner is no different than the Court's. Consequently, her opinions do not add any value to this case and will not assist the trier of fact.

Finally, Ms. Lefkowitz's opinions are not relevant to the issues in this case. In her report summary, she states her opinions will be that: (1) Robare Group's disclosures "in the aggregate" are accurate and "in-line" with disclosures by other firms; (2) the disclosures "were not likely to mislead" the clients; and (3) Respondents' "efforts" to draft disclosures conformed or exceeded industry standards. Collaterally, she opines that the Commission provides unclear or conflicting advice on how to complete Form ADV. Each of these opinions is irrelevant to the issues in this case. Whether Robare Group's opinions were "in-line" with other investment advisers does not answer the question as to whether *Robare Group's* disclosures violated the law. And whether Respondents' efforts to draft disclosures "exceeded" their peers' efforts is equally irrelevant to determining that Respondents failed to actually disclose the conflicts. Finally, whether Robare

Group's disclosures were or were not likely to mislead their advisory clients—or even whether or not clients in fact believe they were misled – is inapposite to the applicable legal standard for disclosing conflicts of interest.

Thus, none of Ms. Lefkowitz's testimony will assist the Court in this matter. Eliminating her testimony will streamline the hearing.

III.
ARGUMENT AND AUTHORITIES

The purpose of a motion in limine is to aid the trial process by enabling the Court to rule in advance of trial on the relevance of certain forecasted evidence, as to issues that are definitely set for trial, without interrupting the trial. *Palmieri v. Defaria*, 88 F.3d 136, 141 (2d Cir. 1996) (quoting *Banque Hypothecaire Du Canton De Geneve v. Union Mines*, 652 F. Supp. 1400, 1401 (D. Md. 1987)). The Division believes that the elimination of the two issues presented herein will allow for a more efficient presentation of this case.

A. Reliance on SEC is not a valid affirmative defense.

As to one of their affirmative defenses, Respondents rely on the fact that the Commission staff's 2008 exam of Robare Group resulted in a no-action letter. They construe the no-action letter in the precise manner that the letter instructed them not to do—by contending that the staff's lack of action or comment on Robare Group's disclosures meant that Robare Group was in compliance with the law. Case law on this defense is clear, well-settled, and abundant: The "reliance-on-SEC" defense is not permitted.

In the case of *Application of Ronald Pellegrino*, the Commission considered the appeal by a former general securities principal of an NASD disciplinary decision. Pellegrino was accused of failing to establish and maintain an adequate supervisory system at an NASD member firm. One of Pellegrino's excuses, however, was that the NASD failed to take action against his firm earlier than it did. The Commission stated:

> Pellegrino faults NASD, the DFI [the state regulator], and a "barrage of new rules and regulation[s]" that required MIS's [the NASD member firm] compliance for his supervisory failures. Although Pellegrino blames NASD for not informing MIS of its deficient practices and not taking earlier action against MIS, as well as the DFI for failing to inform MIS of a letter it wrote to the Commission in September 2002 alerting the Commission to Metropolitan's precarious financial condition, we have held *repeatedly* that "members and their associated persons 'cannot shift their burden of compliance to NASD.'" "A regulatory authority's failure to take early action neither operates as an estoppel against later action nor cures a violation." Pellegrino was "not justified in relying on [NASD's or DFI's] silence."

Application of Ronald Pellegrino, AP File No. 3-12941, 94 S.E.C. Docket 2916, 2008 WL 5328765, at *14, 2008 SEC LEXIS 2843 (Dec. 19, 2008) (footnotes omitted) (quoting *Stephen J. Horning,* Exchange Act Rel. No. 56886 (Dec. 3, 2007), 82 SEC Docket 207, 221, 2007 SEC LEXIS 2796) (emphasis added).

In an earlier case involving supervisory failings, *In the Matter of Quest Capital Strategies, Inc.*, AP File No. 3-8966, 55 S.E.C. 362, 2001 WL 1230619, 2001 SEC LEXIS 2147 (Oct. 15, 2001), the Commission made the same point. In that case, the Division was appealing the administrative law judge's dismissal of the Division's proceeding against Quest Capital Strategies, a registered broker-dealer and investment adviser, and the owner of the company. The Commission overruled the law judge, held that the misconduct and supervisory failures were egregious, and ordered sanctions. One of the Respondents' defenses, however, was that the regulators never advised them they were doing anything wrong:

> Respondents raise various other contentions seeking to shift the blame for their own supervisory failings to the Division and the NASD. They argue that the Division never advised them that Nakoski [the registered representative] had violated the law, never warned them to place him under surveillance, and never told them to conduct a surprise inspection.

> We have repeatedly pointed out that a broker-dealer cannot shift its responsibility for compliance with applicable requirements to the NASD or to us. …

Id., at *8. The Commission also rejected another argument the respondents had in the same vein:

> Respondents also cite, in support of their claim that their supervision was reasonable, the Division's notification that it was closing its investigation of Nakoski, and the NASD's silence after telling Respondents that it would keep them informed of further developments. According to Respondents, these circumstances corroborated Yu's belief that Nakoski had not violated the law.
>
> We reject these contentions. Inaction on the part of regulatory authorities does not absolve broker-dealers of their supervisory responsibilities. Nor could Respondents reasonably rely on such inaction in determining what supervisory steps were necessary in the circumstances presented to them.

Id.

In the opinion, the Commission also pointed out its policy that the staff may inform a person under inquiry that the staff has closed an investigation, but that such notice "must in no way be construed as indicating that the party has been exonerated …." The Commission also stated that policy had been in effect for at least 30 years at the time of that opinion. *Id.*, at *8-9.

The staff of the Office of Compliance, Inspections, and Exams ("OCIE") staff sends a letter with similar language when it informs a registrant that no action is being taken after conducting an exam. Robare Group received such a no-action letter after the 2008 exam. That letter includes the following language:

> This letter is to advise you that we have concluded the examination, and no written response to this office is necessary. However, ***the fact that we are not making any specific comments should not be construed as any indication that the Registrant's activities are in full compliance with the federal securities laws or other applicable rules and regulations.*** To the contrary, certain potential compliance issues or other areas in need of improvement were brought to your attention during the examination. It is suggested that you take this opportunity to review your compliance program and make any changes or improvements deemed necessary.

DOE Ex. 79; Resp. Ex. 95 (both attached hereto). Thus, Robare Group received this same language, warning them that "no action" does not mean "exoneration."

One case repeatedly cited on this point dates from 1959--*SEC v. Culpepper*, 270 F.2d 241 (2d Cir. 1959). In that case, appellants attempted to invoke estoppel against the Commission "because of its alleged prior acquiescence" in the transaction at issue. The Second Circuit rejected the argument, stating that "the Commission may not waive the requirements of an act of Congress nor may the doctrine of estoppel be invoked against the Commission." *Id.*, at 248 (citing *SEC v. Morgan, Lewis & Bockius*, 209 F.2d 44, 49 (3d Cir. 1952)).

Some of the other cases that reject this defense include the following: *Newbridge Securities Corp., et al.*, AP File No. 3-13099, 2009 SEC LEXIS 2058, at *167-168 (June 9, 2009) (Kelly, ALJ) (rejecting respondents' argument that OCIE's inaction following respondents' response to the deficiency letter was a tacit approval of respondents' proposed correction of the deficiency, and holding that "it is well settled that respondents cannot shift responsibility for compliance to the NASD or the Commission"); *William H. Gerhauser*, Exchange Act Release No. 34-40639, 53 S.E.C. 933, 1998 WL 767091, *4, 1998 SEC LEXIS 2402 (Nov. 4, 1998) (Commission decision stating that a regulatory authority's failure to take early action neither operates as an estoppel against later action nor cures a violation); *Richard R. Perkins*, 51 S.E.C. 380, 384 n.20, 1993 SEC LEXIS 882 (Apr. 21, 1993); *SEC v. Keating*, 1992 WL 207918, *3 (C.D. Cal. 1992) (SEC cannot be subject to an estoppel defense "at all"); *W.N. Whelan & Co., Inc.*, 50 S.E.C. 282, 287, 46 S.E.C. Docket 1541, 1990 WL 312067 (Aug. 28, 1990); *SEC v. Gulf & Western Industries*, 502 F. Supp. 343, 348 (D.D.C. 1980); *Don D. Anderson & Co., Inc.*, 43 S.E.C. 989, 991, 1968 WL 86078, *2, 1968 SEC LEXIS 268 (Dec. 26, 1968), *aff'd*, 423 F.2d 813 (10th Cir. 1970).

In addition to case law, Section 26 of the Exchange Act of 1934 ("Exchange Act") also states this point. In pertinent part, that section states:

> No action or failure to act by the Commission … in the administration of this title shall be construed to mean that the particular authority has in any way passed upon the merits of, or given approval to, any security or any transaction or transactions therein, *nor shall such action or failure to act with regard to any statement or report filed with or examined by such authority pursuant to this title or rules and regulations thereunder, be deemed a finding by such authority that such statement or report is true and accurate on its face or that it is not false or misleading. …*

15 U.S.C. §78z (emphasis added). *See also Capital Funds v. SEC*, 348 F.2d 582, 588 (8^{th} Cir. 1965) (defendants argued that Commission was estopped from charging him because it took no action in a prior investigation; court held such defense "runs afoul" of Section 26 of the Exchange Act because the Commission cannot waive violations of federal law).

Given the clarity of the law on this point, any and all evidence discussing Respondents' alleged reliance on the exam staff's 2008 exam, the staff's purported review of Respondents' Forms ADV, and the staff's silence on whether the forms were adequate must be excluded. With the exclusion of such defense, the Division will not need to offer rebuttal testimony on this point, and the hearing in this matter can be streamlined.

B. Respondents' expert witness fails to qualify as an expert witness.

Respondents have identified Miriam Lefkowitz as an expert witness and submitted her report. Rule 702 of the Federal Rules of Evidence, which governs the testimony of expert witnesses, provides:

> A witness who is qualified as an expert by knowledge, skill, experience, training, or education may testify in the form of an opinion or otherwise if:
> (a) The expert's scientific, technical, or other specialized knowledge will help the trier of fact to understand the evidence or to determine a fact in issue;

(b) The testimony is based on sufficient facts or data;
(c) The testimony is the product of reliable principles and methods; and
(d) The expert has reliably applied the principles and methods to the facts of the case.

FED. R. EVID. 702; *SEC v. Tourre*, 950 F.Supp.2d 666, 673-674 (S.D.N.Y. 2013). "To determine whether a proposed expert's testimony passes muster under Rule 702, the Court must inquire into: (1) the qualifications of the proposed expert; (2) whether each proposed opinion is based upon reliable data and reliable methodology; and (3) whether the proposed testimony would be helpful to the trier of fact." *Id.* at 674.

Respondents' expert witness, Miriam Lefkowitz, does not "pass muster." As an attorney, she does not possess technical or specialized knowledge that will assist the Court in determining the ultimate fact issues in this case. In addition, the opinions included in her report will not assist the Court, are not based on a specific methodology, and are not relevant.

In this case, Respondents have already conceded that the Fidelity Arrangement created at least a potential conflict of interest. Respondents' Answer, at 2. Because it is well-settled that even potential conflicts of interest are material as a matter of law, no expert testimony on this issue -- or on whether Respondents were required to disclose the conflict of interest on Form ADV-- is required, relevant, or helpful. *See Vernazza v. SEC,* 327 F.3d 851, 859 (9th Cir. 2003) ("It is indisputable that potential conflicts of interest are 'material' facts with respect to clients and the Commission"); *SEC v. Slocum, Gordon & Co.,* 334 F. Supp.2d 144, 182 (D.R.I. 2004) ("Potential conflicts of interest are always material"); *In re Stein,* IA Rel. No. 2114, 2003 WL 1125746, at *7 (Mar. 14, 2003) (Commission Op.) ("for a fiduciary...the disclosure of potential conflicts of interest is fundamental to preserving the integrity of the relationship with the client").

It would not be an abuse of discretion to exclude Ms. Lefkowitz's testimony. In *Vernazza v. SEC*, 327 F.3d 851 (9th Cir. 2003), the Ninth Circuit affirmed the Commission's (and the administrative law judge's) decision disallowing the respondents' expert testimony. *Id.*, at 861. The expert the *Vernazza* respondents sought to rely on was a lawyer who "would have testified to the complexities of the Form ADV and the difficulties in answering some questions on the form due to ambiguous terms." *Id.* at 861. In affirming the ALJ's exclusion of this testimony, the Commission stated:

> Respondents claim that the law judge committed error when she refused to allow Respondents' expert witness to testify. The proffered witness was a securities attorney. Respondents expected this witness to testify that Form ADV is usually prepared without the help of an attorney and does not have helpful instructions, that Vernazza and Hargrave did not answer any of the questions in Form ADV incorrectly.... The law judge did not commit error in excluding this testimony. Rule 320 of our Rules of Practice states that the hearing officer "may receive relevant evidence and shall exclude all evidence that is irrelevant." Whether Form ADV is difficult or not is irrelevant; investment advisers are obligated to respond to questions in Form ADV correctly and seek whatever assistance they need in fulfilling this obligation.

IMS/CPAs & Associates, et al., Exchange Act Release 34-45019, 55 S.E.C. 436, 459-460, 2001 SEC LEXIS 2323, *39-42 (Nov. 5, 2001).

In this case, the proposed expert witness is similarly being put forth to testify to irrelevant matters, including the collateral opinion that the SEC's guidance in completing the Form ADV is internally inconsistent and unclear. But all of Ms. Lefkowitz's opinions are not relevant to the ultimate issue in this case. The *Vernazza* case demonstrates that excluding such irrelevant expert testimony is not error.

IV.
CONCLUSION

Based on the overwhelming case law that the Respondents' "reliance-on-SEC" affirmative defense is not legally permitted, the Division respectfully requests that the Court exclude any of the proposed testimony or other evidence offered by the Respondents that the Commission staff approved of Respondents' disclosures or that Respondents relied in any way on the outcome of the 2008 exam. Additionally, based on the Respondents' expert witness's lack of specialized knowledge that could assist the trier of fact, the lack of an identifiable or unique methodology not available to the Court, and the irrelevance of her opinions, the Division respectfully requests that the Court exclude the Respondents' expert witness's testimony.

Dated: January 20, 2015.

Respectfully submitted,

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COUNSEL FOR
DIVISION OF ENFORCEMENT

DOE Exhibit 79

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April 11, 2008

Mr. Mark Robare, President and Chief Compliance Officer
The Robare Group, Ltd.
[redacted]

RE: The Robare Group, Ltd.
File No. [redacted]

Dear Mr. Robare:

Thank you for participating in the limited scope risk assessment examination of The Robare Group, Ltd. conducted pursuant to Section 204 of the Investment Advisers Act of 1940 ("Advisers Act"). This letter is to advise you that we have concluded the examination, and no written response to this office is necessary. However, the fact that we are not making any specific comments should not be construed as any indication that the Registrant's activities are in full compliance with the federal securities laws or other applicable rules and regulations. To the contrary, certain potential compliance issues or other areas in need of improvement were brought to your attention during the examination. It is suggested that you take this opportunity to review your compliance program and make any changes or improvements deemed necessary.

Please note that Rule 206(4)-7 under the Advisers Act requires, in part, that each investment adviser registered with the Commission adopt and implement written policies and procedures reasonably designed to prevent violation of the Advisers Act and the Rules thereunder. The Rule's adopting release, Release No. IA-2204, notes that advisers should consider their fiduciary and regulatory obligations under the Advisers Act and formalize policies and procedures to address them.[1] Each adviser should adopt policies and procedures that take into consideration the nature of that firm's operations. The policies and procedures should be designed to prevent violations from occurring, detect violations that have occurred, and correct promptly any violations that have occurred.

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[1] Release No. IA-2204, Final Rule: Compliance Programs of Investment Companies and Investment Advisers available at http://www.sec.gov/rules/final/ia-2204.htm.

DOE Exhibit 79

Each adviser, in designing its policies and procedures, should first identify conflicts and other compliance factors creating risk exposure for the firm and its clients in light of the firm's particular operations, and then design policies and procedures that address those risks. The Commission expects that an adviser's policies and procedures, at a minimum, should address a standard set of operations to the extent that they are relevant to the adviser.[2]

Additionally, Rule 206(4)-7 requires each registered adviser to review its policies and procedures at least annually to determine their adequacy and the effectiveness of their implementation. The review should consider any compliance matters that arose during the previous year, any changes in the business activities of the adviser or its affiliates, and any changes in the Advisers Act or applicable regulations that might suggest a need to revise the policies or procedures. Although the Rule requires only annual reviews, advisers should consider the need for interim reviews in response to significant compliance events, changes in business arrangements, and regulatory developments.

The Rule further requires each adviser registered with the Commission to designate a Chief Compliance Officer ("CCO") to administer its compliance policies and procedures. An advisers' CCO should be competent and knowledgeable regarding the Advisers Act and should be empowered with full responsibility and authority to develop and enforce appropriate policies and procedures for the firm. Thus, the compliance officer should have a position of sufficient seniority and authority within the organization to compel others to adhere to the compliance policies and procedures.

You may wish to visit our website at http://www.sec.gov/divisions/investment.shtml and http://www.sec.gov/about/offices/ocie.shtml for further information concerning the regulation of investment advisers. Such web pages include links to, among other things, the Advisers Act and the Rules thereunder, a summary discussion of the pertinent provisions of the Advisers Act and Rules, and Form ADV.

Sincerely,

KARYN MYSLIWIEC
BRANCH CHIEF
IA/IC EXAMINATIONS No. 2

By: Valeria D. Buschfort
Staff Accountant

[2] See Release No. IA-2204.

Respondent's Exhibit 95

UNITED STATES
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April 11, 2008

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The Robare Group, Ltd.
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RE: The Robare Group, Ltd.
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[1] Release No. IA-2204, Final Rule: Compliance Programs of Investment Companies and Investment Advisers available at http://www.sec.gov/rules/final/ia-2204.htm.

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You may wish to visit our website at http://www.sec.gov/divisions/investment.shtml and http://www.sec.gov/about/offices/ocie.shtml for further information concerning the regulation of investment advisers. Such web pages include links to, among other things, the Advisers Act and the Rules thereunder, a summary discussion of the pertinent provisions of the Advisers Act and Rules, and Form ADV.

Sincerely,

KARYN MYSLIWIEC
BRANCH CHIEF
IA/IC EXAMINATIONS No. 2

Karyn Mysliwiec

By: Valeria D. Buschfort
Staff Accountant

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[2] See Release No. IA-2204.