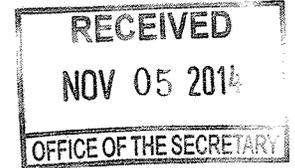


UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION



In the Matter of	)	
	)	
	)	Administrative Proceeding
JUDY K. WOLF,	)	File No. 3-16195
	)	Judge Cameron Elliot
Respondent.	)	
	)	

**ANSWER TO ORDER INSTITUTING ADMINISTRATIVE AND CEASE-AND-  
DESIST PROCEEDINGS PURSUANT TO SECTIONS 15(b) AND 21C OF THE  
SECURITIES EXCHANGE ACT OF 1934, AND SECTIONS 203(f) AND 203(k) OF  
THE INVESTMENT ADVISERS ACT OF 1940 AND NOTICE OF HEARING**

Pursuant to 17 C.F.R. § 201.220, Ms. Judy Wolf, through counsel, hereby responds to the allegations in the Order Instituting Proceedings (“OIP”) as follows: Each and every allegation not specifically admitted is denied.

1. Paragraph 1 states legal conclusions to which Ms. Wolf need not respond. To the extent a response is required, Ms. Wolf lacks sufficient information to admit or deny the allegations regarding the specific nature or purpose of the SEC’s investigation. Ms. Wolf denies the remainder of the allegations in paragraph 1.

2. Ms. Wolf denies the allegations in the first sentence of paragraph 2, except admits that she worked in a unit of Wells Fargo Advisors’ compliance department, the Retail Control Group. Ms. Wolf denies the allegations in the second sentence, except admits that she was responsible, in some circumstances, for analyzing whether trades by Wells Fargo Advisors’ employees and clients may have been based on material nonpublic information. As to the third sentence, Ms. Wolf does not recall referring to the insider trading reviews as “look

back” reviews and, therefore, denies the allegation. However, Ms. Wolf does not dispute that “look back” review describes the insider trading reviews, which looked back at trading activity, and that the term has been used previously by the lawyers in the investigation preceding this OIP.

3. Ms. Wolf denies the allegations in paragraph 3.

4. Ms. Wolf denies the allegations in paragraph 4, but she will not contest that she added the last two sentences quoted in paragraph 20 of the OIP to the cover page excerpt regarding the Burger King insider trading review in 2012. *See Answer at ¶ 22.*

5. Ms. Wolf lacks sufficient information to admit or deny the allegations in paragraph 5, except she admits that Wells Fargo Advisors produced documents relating to her Burger King insider trading review, that those materials included a cover page excerpt regarding the Burger King insider trading review from the excel spreadsheet log that she used to track insider trading reviews that she performed, and that the cover page excerpt contained information added to the spreadsheet in 2012.

6. Ms. Wolf admits the allegations in paragraph 6, except denies that she testified that she altered the document.

7. Ms. Wolf admits the allegations in paragraph 7, except Ms. Wolf denies that she altered the document.

8. Paragraph 8 states legal conclusions to which Ms. Wolf need not respond. To the extent a response is required, Ms. Wolf denies the allegations in paragraph 8.

9. Ms. Wolf admits the allegations in paragraph 9, except denies that she began working in the securities industry and first became licensed in 1990.

10. The first sentence of paragraph 10 states legal conclusions to which Ms. Wolf need not respond. To the extent a response is required, Ms. Wolf lacks sufficient information to admit or deny the allegations in the first sentence of paragraph 10. Ms. Wolf admits the second and third sentences of paragraph 10. Ms. Wolf denies the fourth sentence of paragraph 10, except Ms. Wolf admits that she recognized that clients and Wells Fargo Advisors' personnel might come into possession of, and misuse, material nonpublic information, and that Wells Fargo Advisors' written policies and procedures for conducting insider trading reviews considered that possibility.

11. Ms. Wolf denies the allegations in paragraph 11, except Ms. Wolf admits that she recognized that clients and Wells Fargo Advisors' personnel might come into possession of material nonpublic information, and that Wells Fargo Advisors' written policies and procedures for conducting insider trading reviews considered that possibility. Ms. Wolf also admits that she participated in the drafting of Wells Fargo Advisors' policies and procedures for conducting insider trading reviews, that she was the employee in Wells Fargo Advisors' compliance department who primarily conducted the insider trading reviews, and that she closed many insider trading reviews with "no findings."

12. Ms. Wolf denies the allegations in paragraph 12, except Ms. Wolf admits that she kept an excel spreadsheet log to track the insider trading reviews that she conducted, that she sometimes added information about the reasons for closing a review into the log, and that she sometimes shared excerpts from the excel spreadsheet log concerning a particular insider trading review with her supervisor.

13. Ms. Wolf denies the allegations in paragraph 13, except Ms. Wolf admits that, in 2012, she created a cover page excerpt for the Burger King insider trading review. Ms. Wolf

also admits that Wells Fargo Advisors' written policies and procedures for insider trading reviews contained a section on document retention that stated that certain materials should be stored on-site for one year and off-site for six years.

14. Ms. Wolf lacks sufficient information to admit or deny the allegations contained in paragraph 14 and the accompanying footnote, except she admits that the Commission charged Prado with insider trading.

15. Ms. Wolf admits the allegations in paragraph 15, except she lacks sufficient information to admit or deny the allegation in part e of paragraph 15.

16. Ms. Wolf lacks sufficient information to admit or deny the allegations in the first sentence of paragraph 16, but she will not contest that, as part of her Burger King insider trading review, she did not follow up with Prado and his branch manager. Ms. Wolf admits the allegations in the second sentence of paragraph 16. Ms. Wolf denies the third sentence of paragraph 16. Ms. Wolf admits that, contemporaneous with her Burger King insider trading review, she noted on the excel spreadsheet log that Burger King was being acquired by 3G Capital for \$24 per share and that the stock price opened 24% higher on September 2, 2010, than the previous day's closing price.

17. Ms. Wolf lacks sufficient information to admit or deny the allegations in the first and second sentences of paragraph 17, but she will not contest that her supervisors were unaware, in 2010, that she conducted a review of trading by Prado that may have been based on material nonpublic information. The other allegations in paragraph 17 are denied, except Ms. Wolf admits that she conducted and closed the Burger King insider trading review with no findings in 2010, and that she informed her supervisors of these facts when they asked her about her Burger King insider trading review in September 2012. Ms. Wolf also admits that

she caused the Burger King insider trading review file to be retrieved from off-site storage in September 2012.

18. Ms. Wolf lacks sufficient information to admit or deny the allegations in paragraph 18.

19. Ms. Wolf lacks sufficient information to admit or deny the allegations regarding the nature of the Commission staff's request to Wells Fargo Advisors. Ms. Wolf denies the other allegations in paragraph 19, except admits that Wells Fargo Advisors has produced documents relating to her Burger King insider trading review, and that those materials contained as a cover page an excerpt regarding the Burger King insider trading review from the excel spreadsheet log that she used to track insider trading reviews.

20. Ms. Wolf denies the allegations in paragraph 20, but she will not contest that the documents produced relating to the Burger King insider trading review contained as a cover page an excerpt regarding the Burger King insider trading review, and that the cover page excerpt stated, in part, the quoted language.

21. Ms. Wolf admits the allegations in paragraph 21, except Ms. Wolf denies that the policies and procedures required the printing of new articles, or that her file did not contain any news articles regarding the Burger King acquisition. Additionally, to the extent the paragraph suggests that there was no excel spreadsheet log entry created in September 2010, Ms. Wolf denies any such allegation.

22. Ms. Wolf lacks sufficient information to admit or deny the allegations in paragraph 22, but she will not contest that Wells Fargo Advisors produced documents indicating that additional lines of text had been added to the Burger King excel spreadsheet log

entry on December 28, 2012, and that metadata showed that she was the last person to update the log.

23. Ms. Wolf admits the allegations in paragraph 23.

24. Ms. Wolf denies the allegations in paragraph 24, except Ms. Wolf admits that she provided additional testimony, on April 10, 2014, to correct errors in her original testimony and to explain how those errors in her original testimony occurred.

25. Ms. Wolf denies the allegations in paragraph 25. Ms. Wolf lacks sufficient information to admit or deny the allegations in footnote 2.

26. Ms. Wolf denies the allegations in paragraph 26.

**FIRST AFFIRMATIVE DEFENSE**

The Securities and Exchange Commission's Order Instituting Proceedings fails to allege facts sufficient to support a claim that Ms. Wolf caused, or willfully aided and abetted a violation of Section 17(a) of the Securities Exchange Act of 1934 and Rule 17a-4(j) thereunder.

**SECOND AFFIRMATIVE DEFENSE**

The Securities and Exchange Commission's Order Instituting Proceedings fails to allege facts sufficient to support a claim that Ms. Wolf caused, or willfully aided and abetted a violation of Section 204(a) of the Investment Advisers Act of 1940.

**THIRD AFFIRMATIVE DEFENSE**

No remedial action, including, but not limited to, a civil penalty (which Ms. Wolf lacks the ability to pay), is appropriate or in the public interest pursuant to the Securities Exchange Act of 1934 or the Investment Advisers Act of 1940.

Date: November 4, 2014

Respectfully Submitted,

ZUCKERMAN SPAEDER LLP



Steven M. Salky

Steven N. Herman

1800 M Street, Suite 1000

Washington, DC 20036

(202) 778-1800 (phone)

(202) 822-8106 (facsimile)

*Attorneys for Judy K. Wolf*