UNITED STATES OF AMERICA

Before the

SECURITY EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING

File No. 3-17352

In the Matter of **SAVING2RETIRE, LLC, AND MARIAN P. YOUNG,** **Respondents.**	**RESPONDENTS SAVING2RETIRE, LLC AND MARIAN P. YOUNG'S ANSWER COMPLAINT OIP 7-19-2016 and OPPOSING BRIEF**

Respectfully Submitted,

Marian Young

Marian P. Young & Saving2Retire, LLC
(Private Residence)
Sugar Land, TX [redacted]
[redacted]@comcast.net
866-930-1870
5/28/19

Pro Se

CERTIFICATE OF SERVICE

In accordance with Rule 150 of the Commission's Rule of Practice. I hereby certify that on May 28, 2019, I served a true and correct copy of the foregoing document on the following persons by the method indicated:

By U.S mail
Brent J. Fields, Secretary
Office of the Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-2557

By Fax
Office of the Secretary
703-813-9793

By Email
alj@sec.gov

By Email
Jennifer Reece
Senior Trial Counsel
United States Securities and Exchange Commission
801 Cherry Street, Suite 1900
Fort Worth, TX 76102
reecej@sec.gov

Respectfully submitted,

Marian P. Young

Marian P. Young
[redacted] Lane-Sugar Land, TX [redacted]
[redacted]@comcast.net

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INTRODUCTION

The brief will cover three main points any one of which is sufficient to require this honorable court to rule in Respondents favor and against the complaint of Division: 1. The Bias of Division in creating a hostile work environment and prejudging Respondent as guilty forced Respondent to seek to extricate from the dominion of Division 2. Evidence presented fails to meet the evidentiary standards and burden of proof required to initiate proceedings 3. Obstruction to evidence gathering impending Respondents ability to defend against the alleged violations. Any one of the point are sufficient for the court to reject Divisions' complaint. This brief emphasis will be the facts and supporting documentation, statutes-authorities and legal articles. Respondent will ask the court to notice the facts of the case as reported by Respondent have never changed over the years. The same facts have been told numerous times to Division; who has sought to mischaracterize the facts into a narrative of Respondent that is completely false. This narrative of Respondent is based on their bias and subjective view which was initiated with the first contact with Respondent. Division has treated Respondent as guilty and have sought to impose judgements and penalties before any Hearing. This brief will only focus on the central issues in the complaint and the evidence presented. Respondents also ask the court for some consideration that Respondent is acting pro se due to the enormous financial burden of securing legal counsel for a multi-year proceedings. Division has available a multi million dollar support team and decades of legal experience; Respondent respectfully ask the court not to give weight to where this obviously gives them an oversized advantage. Saving2Retire LLC (S2R), is out of business; registration withdrawn; it had 0 clients and 0 revenues.

FACTS

Respondents had been registered under state registration since 1997 in California and later after relocating to Texas, registered with the state of Texas regulator as an investment advisor.

The business model adopted incorporated investment management consulting which required accounts that needed and would pay for such services. This meant large accounts that needed help with the portfolio management of assets. The majority of advisors start their new business with they're existing contacts, mainly family and friends.

Without an existing pool of potential clients that have assets large enough to support the firm, the advisory model can be very challenging; especially in the early growth stage. Respondents primary motivation for entering the business was to introduce as many as possible to this new model of fee based management, lowering their cost, and helping them achieve better investment results. This model was foreign to many in Respondents natural market who were used to buying services through commission products where they did not see the actual fee. After many seminars to educate, and networking in the community; Respondents acquired clients that consisted of primarily sorority members, their referrals, and friends; all acquired under state registration. The total assets acquired by the advisor was approximately $4.5 million. What that means in revenues is around $50,000 annually. $50,000 annually to split between the business expenses and the personal expenses of Respondent as advisor.

Respondents believed that the new internet model enacted by the SEC Final Rule January 20, 2003,: would be a great way to reach many in their natural market mainly, African Americans,

get access to good investment advise. Rule: Certain Investment Advisers Operating Through The Internet. Securities and Exchange Common 17 CFR Parts 275 and 279 [Release No. IA-2091; File No. S7-10- 02] RIN 3235-AI15. Respondents relied on this rule and instructions from the SEC staff to ensure eligibility for the requirements of this registration. Respondent initiated many contacts with the SEC staff for clarification on the rule. Respondent has submitted exhibits as evidence and also is submitting telephone messages from SEC staff.

Respondent contact with the SEC staff started in 2010. The preparation for the business started before that with an introduction by the speech of then Commissioner Luis A. Aguilar "Equalizing Opportunities for All Americans to Participate in Financial Services" April 27, 2009. His speech spoke about the need for financial education in communities of color. This seemed like a perfect calling for Respondent to expand it's business and do something worthwhile. Mr. Aguilar stated in his speech that only 33% African Americans owned security investments. Respondent's research with Pew Research showed an ever smaller participation for African Americans.

Respondent communicated with the SEC staff and relied on these communications in establishing its registration eligibility. The SEC staff was contacted through email iarules@sec.gov to office of investment adviser regulation. Some of the emails from 2011 have been included in exhibits to the court. Respondent will include some emails with this brief as an additional exhibit. Respondents also communicated with SEC staff via several telephone calls. In June 2010 Respondents received voice messages from two SEC staff members on finding other companies registered on the new rule 203 A-2(f). The list of companies and voice message from Linda Snyder and Lilly Reed are included in the exhibits(12 A1-A2))

In 2010 the list of companies who actually had developed the website were few. The industry has now bloomed into Robo Advisors and have proven successful and lucrative. Respondents conversation with SEC staff members on whether the website was required before registration was replied that the "staff was aware that capital may have to be raised after registration so it was not required". Respondent relied on this information to ensure the website could be developed after registration.

Respondent research the list of companies reviewing their website and ADV to see how they operated. Many of the companies registered under this exemption did not have any investment clients. They operated marketing services, asset optimization consulting, etc. The exhibit of the 55 companies on this list was submitted to the court(ex 13 A2). From notes in Respondent's timeline for planning of new business, Respondent contacted two specialist in registration for guidance in early 2011. The registration specialists were Peter McPhee who had help with previous registrations and Dave Millar whose company today is Integrity Compliance Consulting, Inc. Both gentlemen had extensive experience in advisor registrations. They may or may not have legal backgrounds; they were consulted because of their experience.

Respondent notated an additional conversation with SEC staff in January 2011. Respondent began reviewing the electronic filing system IARD in February 2011 and contacted the call center for an entitlement package and instructions for filing the registration. Meanwhile, Respondents had maintained the state registrations from California and Texas in good standing. Filing the new registration required contact with the two state regulators in addition to the SEC staff and approval by the state regulators. Respondent incorporated a new company Saving2Retire prior to registration with the SEC. That organization of the new company

required researching the pros and cons of which state to incorporate, securing a domain name for the new company, and other organization requirements for Texas and California. The registration for Texas and California had some requirements that were particular to that state which also had to be researched by Respondent. The two states and the SEC approved the registration request in the April 2011 time period.

After the registration was complete, Respondents began the work on developing the new company. All of this was done while running the small state registered advisory business, acting as portfolio manager, client servicing, and administration. This business was the sole income of Respondent. Running a business and acting as portfolio manager required two distinct disciplines. Add to that creating a new business, Respondent was handling three full time jobs.

Some of the activities from Respondent' timeline on the new business are the following:

May 2011 : Set up email saving2retire.net, add Google Apps, send enrollment kit to TD Ameritrade.

July 2011:- Evaluate Performance Technology for model portfolios, work on questionnaire for site .

Aug 2011: Research how to sell on the internet, completed profile, work on logo. Consult with Russell Investments on using Life Point Funds. Work on raising capital for

Sept 2011: site, on vision mission statement, research website developers. Finish logo, business cards.

Jan 2012: - Leave for California for annual meetings Look for back office support

June 2012: Remaining of year; found website developer, Pakistani firm; work on asset allocation models, do work advisory business, compare using Russell Investment

	funds vs DFA funds in models. Move state clients to Scottrade platform, Google Plus seminar, work with Fort Bend business development program. Work on building new organization.
Jan 2013	In CA discuss progress with clients and annual meetings, some did not like logo. Began seminars with sorority to set foundation for target marketing.
March 2013	Seattle discuss with Tori, sister-in law, also did not like logo. Helped with the layout of site. Decision to scrap old logo and develop new logo.
April 2013	Consult with videographer to add video to site. Hired videographer and developed script for video. Pakistani firm will do new logo, code website, and business cards. Layout of site and new logo completed, sent to developer.
Summer 13:	Submitted changes to developer, submitted completed videos, look for website hosting company and research.
Sept 2013:	40 page website Saving2Retire hosted to Bluehost.

Respondent began looking for the best way to drive business to the site and worked on developing the new organization. The sorority would be a key target market as Respondent had been a member of the CA chapter for over 20 years and its state advisory business had sorority members as clients. There is a lot of trial and error in a new start up venture like the internet site for investment advice. Most African American were not experience in security investing, so to get them to log into a website was going to take education. The business was not just about making money for Respondent's retirement plan, it was also about helping many underserved markets start saving more and changing their financial dynamics. Respondent reasoned a

business strategy would consist of seminars and coaching the target market with small education steps like opening new accounts with a local broker like Scottrade where they can walk into a branch and see that it is easy. Robo Advisor sites are popular today, but without capital to investment in software, Saving2Retire was developed to be interactive with using the consulting management model Respondent was using in its state advisory business. The consulting agreement signed on the site, is the beginning of interest in the client relationship. Money exchanging for the service is the confirmation a client relationship has started. No different from any business agreement.

This proceeding started with the initial contact of Division in November 2015 with notification of a documentation examination. The lead examiner was Linda Hoffman.

It's a huge different between the capability and systems in place of an $100 million dollar firm and an individual with $4.5 million in asset under management and clients of primarily sorority members that had known each other for years.

Ms. Hoffman started her telephone contact with Respondent in an aggressive fashion. When the discussion turn to client accounts numbers being requested and Respondent asking why it was necessary for this information as part of an audit; the answer from Ms. Hoffman "Because We Can" "Because we Can". That statement and the way Ms. Hoffman said it put the Respondent on notice. The follow-on question from Respondent on would she be shown rules or laws, the answer by Ms. Hoffman, no. Respondent sensed a hyped up approach which seemed out of the ordinary for her experience with other regulators and examinations at the state level.

This was reported to Division at the deposition starting item page 56: Ms. Hoffman initiated the

discussions with threats of enforcement.

Q. Do you remember any -- generally, any information that you discussed with the SEC staff in that phone call?

A. What I do remember is -- I'm not sure of the specifics they asked.

Q. Okay. Well, what do you remember from that -- from that phone call?

A. I just remember that they seemed pretty -- pretty rude when they called me. They seemed to be hyperaggressive, which took me a little bit aback. And they said things like threatening me with enforcement and --

Q. You can't think of any specific question that you asked them about --

A. Mostly what I noticed was tone and their direction towards me. Those were the type of things that I remember. I thought the tone was harsh and they were very, as I mentioned, threatening in their approach to me. So I thought that was odd.

Other than advising you that if you did not provide documents you could be subject to an enforcement action, were there any other threats, so-called threats, made?

A. Sometime it's about how a person delivers what they're saying. It came across to me as being in a very hostile manner for a professional to call me and suddenly make threats and seem like it was -- I didn't understand what the process was about.

Q. So your first interaction with the SEC when they called to tell you that they were doing a document examination --

A. Yeah. If you don't turn it over, it could be enforcement, or some things of that type. It seemed to be very -- I've done many examinations over my career, and normally people are very respectful and tell you what they're looking for. But they seemed to come at me in a very aggressive way, and so I was a little bit surprised that their first contact with me was done in such a aggressive fashion. And so with threats and then threats of -- and then also --

Ms. Hoffman seem to downplay somewhat from her original approach with her boss on the telephone line for the telephone call in December 2015 submitted as exhibit.* When she snapped that Respondent had 24 hours to get the additional information to them and her boss start talking about how they believed at Division that advisors were privileged to be in this business; it was

* Exhibit 19

deflating to Respondent. Do they have "you are privileged conversation with everyone or just Respondent?" Respondents felt Divisions established an approach they could be biased toward her. Respondent felt they were fishing for something. The history of black Americans interaction with government authority is filled with unpleasantness and has been well documented throughout the history of this country. Black Americans see these interactions through a much different lens because of this history.

Some in government authority seen to take on the need to be tough with the interactions with Blacks. Respondent had noticed this personally when in the company of muscular Black men and how Police respond to them. With Ms. Hoffman being the primary contact, Respondent felt Division had established the you are not welcomed sign and the *Because We Can* statement established how they would approach this exam, it would not be good for Respondent. It was not just about the current exam, it was also about the future interaction with a Division which they have established as we have the power, you have none. The business would have ongoing contact with the Division and they could make Respondent's business life difficult.

As a black American you have only a few options when you are in these situations. Respondent's father always believe in interaction with police authority, "just get home with your life." In Winona Mississippi he had watch his brother [redacted] and he and Respondent's mother decided to leave Mississippi in the late 50's after Emmett Till was [redacted] within miles of their home. With three young sons, they could not take a chance of them growing up in Mississippi.

This discussion is to give background on how this aggressive action came across to Respondent as hostile and laden with signs of bias; and why it was necessary to extricate from under the

dominion of Division. In January 2015 Respondent began the process to extricate her firm from the dominion of Division by writing a letter to Marshall Gandy, Associate Director outlining the privacy concerns of clients and seeking to withdraw the registration. Mr. Gandy nor anyone at Division; responded to the letter. The second choice is to seek help; Respondent contacted two Congressional offices for guidance. Congressman Jeb Hensarling and Congressman Pete Olson.

RESPONSE TO COMPLAINT AND ARGUMENT

Division complaint is that Respondent improperly registered with the SEC as an Advisor under Advisers Act Section 203 A-2(e) by having 20 clients instead of the required 15 clients allowed under the De Minimis Exception for non internet clients. From the OIP the second part Saving2Retire did not and does not qualify for Commission registration under 203A-2(e) because Saving2Retire had no internet clients and thus, did not advise any clients or provide investment advice to clients exclusively through an interactive website."

Answer: Respondent did not violate Advisers Act Section 203A-2(e), 203(f) 203(k); deny.

What is Division's evidence and does it meet the burden of proof requirement?

Respondent first sales jobs in financial services was in the early 80's where she started working for Allstate Insurance and John Hancock Financial Services. The first two things any salesperson learns to keep their jobs in financial services is: 1. Bring in client business 2. Documentation. Respondent has been acquiring client accounts for over 30 years and is fully knowledgeable on what constitutes a client and Respondent did not have more then the 15 allowed.

What are the 5 clients that Division has identified as 5 more than the requirement? They have not identified this five because it does not exist. Mr. Villareal comments from the exhibits

(Government exhibit 1): "The Scottrade clients account statements showed that S2R had 20 clients for the year prior to November 2014 with approximately $3.4 million in AUM. Although Scottrade records contained approximately 48 accounts, I counted all accounts under the same address as a single client, per the Advisers Act". Mr. Villareal failed to mention the Adviser Act has special rules:

17 CFR §275.203(b)(3)–1 Definition of client of an investment adviser. 4) Any person for whom an investment adviser provides investment advisory services without compensation need not be counted as a client. Any basic business law class says there is not a contract unless there is an exchange of money. There are two steps in determining a client by looking at the fee statements of

Scottrade. The number of client accounts funds transferred into S2R fee account and does a client have more than one account type. In Reviewing government exhibit 20 which is Respondents fee account from Scottrade and is the best indication of number of clients; it shows in no year was the number of client account billed over 15. The average was 14 accounts billed. Clients having more than one account are so common to the industry it's surprising Division is making this claim. One client had 5 different accounts: a Roth IRA, a brokerage account, an Inherited IRA account, a profit sharing account and her husband's account. The profit sharing account is a business account and the client used her business address for that account. That means 8 clients; the total number of clients is less than the 15 allowed by the Internet Rule De Minimis exception. Again, the number of clients were 8. The second part of the complaint from the OIP that because of no clients; not eligible for registration. What is the substantiation that clients are required before registration? In the exhibit submitted of Internet Advisors provided

by SEC staff,* there are several companies registered without clients or websites. This confirms registration without clients were not a requirement. The company was in the start up stage and according to the SEC staff the website could be built after the registration; so how is this a violation?

Respondent has registered before acquiring clients when first starting the state advisory firm.

From the Deposition:

* Exhibit 13-A2

do. As far as record keeping for them, the data entry or monitoring or whatever I'm doing, the services that I have outlined, a client is someone that's billed.

Q. So if you're managing their account or you'reo advising -- if you're acting as an investment adviser to someone that you aren't charging, you don't consider that person to be a client?

A. I'm not -- I'm not acting as an investmento adviser to anyone that I'm not -- I don't know of any -- when I have accounts open, sometimes family members -- I'm not advising them, but they could be college -- right out of college. I'm trying to encourage people to get involved in saving for retirement or investing. Many of the ones that I was trying to encourage did not have any kind of relationship with investments. They may be just out of college, or whatever. So I want to encourage them to get involved with investing. They were not clients. I was not giving them any advice. A lot of times it was just cash or if they had something, if they asked me could I hold something under -- or facilitate them moving an account, something like that. But what a client is to me is someone who I'm billing for my services. That's a client.

Q. And if you weren't billing for your service,o then you did not consider them a client?

A. If I'm not giving any kind of services to them, no. I did not consider them clients.

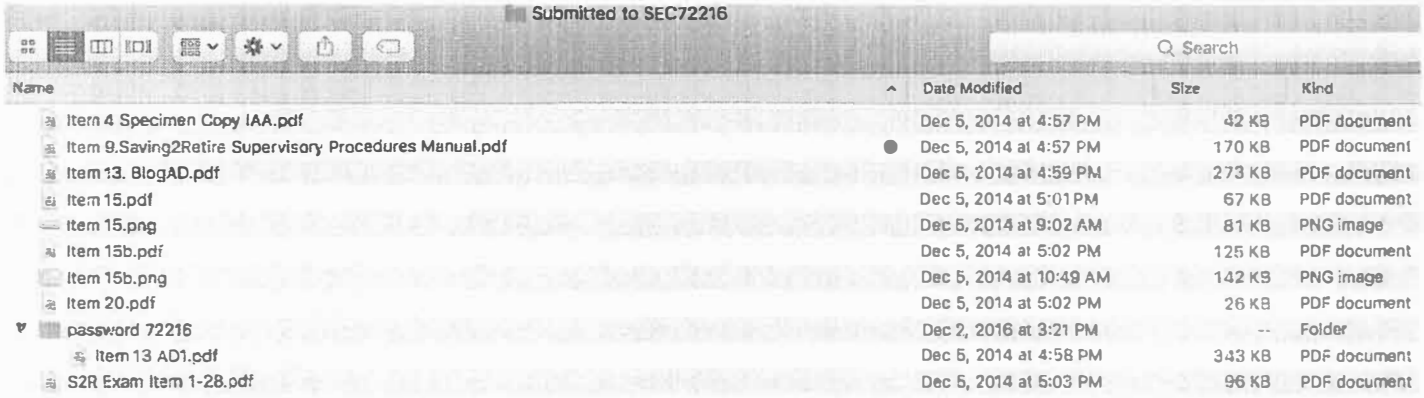
The client rule for investment advisors is established by Investment Advisers Act of 1940 §275.203(b)(3)–1 Definition of client of an investment adviser, which clearly states their must be a monetary relationship for a client. Respondent relied on this rule and information from the SEC staff to determine its eligibility for registration. This claim of a violation is clearly false. To establish a violation under the Securities Exchange Act of 1934 , the Investment Advisor Act of 1940, Advisor Act Rule, Exemption for Certain Investment Advisers Operating Through The Internet; Division must prove its complaint by a preponderance of the evidence. Division has not met that burden. SEC v Huff established the burden of proof by a preponderance of the evidence must be on each count to prevail in its complaint. There was no registration requirement that specified when clients had to generate from the internet site. Division has not provided any evidence that there is a set time to have the website complete and launched and when the clients were necessary to the platform; the SEC staff knew of no such requirement. Respondent did not violate Advisers Act Section 203 A-2(e) and Division has not met the burden of proof requirement.

Complaint That S2R and Respondent Violated Advisers Act Section 204(a) Rules 204(a) (1) and 204 (a) 2. and 204-2(a)(4) (a)(6)

Respondents deny complaint. Respondents did not refuse to give documents to Division. Division alleges in its complaint that Respondent was not eligible for registration because it had 0 clients. With 0 clients and 0 revenues Division also allege a violation of the record keeping rules. How much record-keeping should be available for a firm with 0 clients and 0 revenues? Respondent provided documents to Division in December 2014; before the telephone

conference on December 11, 2014. The screenshot from Respondent computer folder indicated they were sent December 5, 2014. This is a general statement made by Division that is misleading and factually not correct.

Respondent was given a list of 28 items to complete and return; Respondent answered all 28 items and returned the answers to Division. Respondent has changed computers since 2014 but can produce the original email if needed by the court.



To say Respondent did not send basic documents is untrue.

What are these basic documents that Division allege were not sent?

Respondent affirms that the accounting documents were not up to date and not available at the time of request by Division. Respondents deny complaint as allowed by rule 8(c) of the Federal Rules of Civil Procedure due to the contributory actions of Division in establishing a hostile environment and demonstrating it's bias toward Respondents. With Division answering the question of why the need for account numbers on these clients with a "Because We Can"; it

made Respondent feel uneasy. Respondent also asserts that it's accounting was suitable for its current start up status but would require considerable time to become current; at a cost to the clients she was acting as a fiduciary to guard their assets in a volatile stock market environment. The current accounting system for these 8 state register clients had been adequate and major changes were not planned until the new business grew. Divisions request was overly burdensome due to the size and start up status of the firm, and the timing of its request.

Page 54 of Deposition:

Q.o So this doesn't necessarily surprise you thato you were getting this call?

A. Well, I was surprised in the sense because the company had not become operational yet, in that sense. It had no clients. It had not been set up yet. So at the time that I was reading that they were going to start doing a review of everyone they had not audited.

And at the time when I spoke to the SEC prior to launching Saving2Retire, the general -- from the reading and -- generally, I assumed that I would be given time to get the company on its feet. So I was surprised in the sense of the timing of the audit because it had no clients, no revenues yet. It was still in the phase of formation.

Respondents did not handle any cash receipts as part of the business. The model of this state registered firm was investment management consulting; due to the size of the business and the start up status, its systems were adequate until the business grew. This firm had previously been audited by the state regulators and its systems were adequate.

Respondents fee statement that Division has in its Government exhibits numbered 20; is representative of every month. In September 2014; 14 accounts billed and transferred to the fee account of Respondent. Of the 14 accounts, 5 accounts belonged to one client; 5 or less checks are written from the fee account each month. The size and simplicity of the business did not require trial balances, journals, capital ledgers, disbursement journals, general ledgers, or other elaborate record keeping as requested by Division.

Respondents acknowledged the business was in start up status and did not have the accounting current. With all the requirements of running the business, managing the money, and building a new enterprise; an elaborate accounting systems was not warranted at this stage of the business. The breakdown in the completion of the exam process was due to the actions of Division. After the telephone exam of December 11, 2014; Respondent felt even more overwhelmed with the addition requests of Division for more information and documents.

Division requested information to add to the 28 items previously submitted. The request was for accounting such as income statements, balanced sheets, trial balances, cash flow statements, cash receipts and disbursements journal going back over two years. They wanted trade blotters; they wanted the complete brokerage statements of clients. Recreating accounting going back years would take months at best. Respondent evaluated the time it would take at this additional

request, and the hostility already shown, and they left no option for Respondent but to extricate from the process to protect her client's money in a volatile stock market and to reduce from under the overwhelming demands for a start up for more documents.

Division Charge: Young refused to provide basic documents to the Commission

Answer:Again Not True and Mischaracterization of the Facts

In the telephone recording of the exam with Division from December 11, 2014 submitted to the court as exhibit 19, at no time did Respondent refuse to provide documents to Division examiner. Respondent stated desire to be in compliance. Respondent submitted to the court a letter from a client (exhibit 22-G) confirming they had problems their personal information such as their account numbers being sent to Division. After Division answered questions about the privacy of clients with "Because We Can" they had established the groundwork for a hostile examination process for Respondents. Respondent in looking for the balance between client request, fiduciary duty and Division request, submitted information to honor the privacy of clients, which did not include account numbers as Division had requested;.this seemed to incense Division. The authority here is the highest authority: U.S. Constitution. The Supreme Court has found that the Constitution implicitly grants a right to privacy against governmental intrusion from the First Amendment, Third Amendment, FourthAmendment, and the Fifth Amendment. The narrative and complaint that Respondent refused to send documents to Division is a mischaracterization of the facts. What Respondent has questioned was whether this request for private client information was a violation of the U.S. Constitution; The Privacy Act of 1974, or the 1986 Electronic Communications Privacy

Act(ECPA). The SEC has also adopted authority under 5. U. S. C. 552a(f) Regulations Pertaining to the Privacy of Individuals and Systems of Records Maintained by the Commission. A solo advisor wearing multiple hats was never going to acquire the level of expertise to know these answers and Respondent also has acknowledged the accounting was not current. Respondent deny this is a violation due to the start up status, risk of harm to duty as fiduciary to clients, and the contributory actions of Division in establishing belief to Respondent that she would not be treated fairly. Division's complaint that Respondent refused to provide basic documents is overly broad and does not adequately convey the issues being litigated here. "Call it what it is" is a phase used in the Black community, and what it is; Division saw the questions of Respondent as a challenge to their authority; add that with their established bias and a flame starts. The issues here are about privacy protections, start up status, bias, and the application of force and authority.* Respondent's Attorney at the Hearing of May 2017 provided the check registry which represented the accounting of Respondent to Division at the court.

What is the evidence of Division concerning books and records? Their evidence seems based on the testimony of Respondent at the deposition in November 2016. Respondent sat for over four hours answering questions without the present of counsel; it's not hard for a skilled trial attorney and legal staff to twist Respondent's testimony to their benefit. Respondent corrected these mistakes spoken at the deposition and submitted them to the Judge at the first trial and are included on the exhibit list. Respondent's Hearing attorney also submitted written corrections to the deposition at the hearing in May 2017, and the available accounting information from the

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USCA Const Amend. XIV. § 1-Equal protection of the laws>

Selective enforcement Annotation 18 Section 1

closed company. This items were added to Respondent's exhibit list. Having legal help is aways beneficial, and if the company was allowed to get up and running; better systems would be in place. Respondent has request at the telephone conference that these items be included for this trial. Respondent also ask the court to give the weight to the discussion on accounting to this brief and any corrections submitted include at the Hearing in May 2017 where Respondent had the benefit of legal counsel.

Division's evidence does not meet it burden of proof requirement.

OBSTRUCTION, BIAS

Division contributed to the breakdown in examination process by creating a hostile environment similar to a hostile work environment which is described below:

In the United States labor law, a hostile work environment exists when one's behavior with a workplace creates an environment that is difficult or uncomfortable for another person to work in, due to discrimination. DOL Civil Rights Center

Respondent upon confirming the hostility began the process of extricating her business from under the dominion of the SEC. In January 2015 Respondents sent a letter to Marshall Gandy requesting a withdrawal of registration as allowed by 17 CFR § 275.203-2 - There was no response from Mr. Gandy; other attempted contacts for withdrawal of registration were met with silence. Division continued its steps to establish a proceeding against Respondents by ignoring the requests to withdraw registration. Respondent also submitted requests for withdrawal through two congressional offices. Kevin of Congressman Hensarling office called and said they were sending the request on to the Inspector General especially because of the details of the

"Because We Can" approached; He mentioned Mr. Gandy's name as they had received other requests for inquiry. Division asked Respondent at the deposition whether she knew Mr. Gandy was under investigation and confirmed their receipt of Respondents request for withdrawal of registration.

Q. Okay. Are you aware of any investigation into the SEC or Marshall Gandy at the behest of the congressman's office?
A. No, I'm not aware of any.
Q. I'm handing you what's been marked as Deposition Exhibit No. 7.
(Plaintiff's Exhibit No. 7 was marked for identification.)
Q. This is a letter from you to Marshall Gandy dated January 12th, 2015. Do you recognize this document?
A. It says it's from me, so I'm assuming so, yes.
Q. Well, is it from you?
A. Yes. It has my name on it, the signature; so I would say yes.

Would Division ask this question if there was not an investigation? With Congressman Hensarling office confirming they forwarded information to the Inspector General it is probable that some report has been generated that will add more insight to the court about the interactions of Division with Respondent. Efforts to secure more information have been obstructed. Some investigated files received by Respondent were in a file formate that could only be opened by software located on Division's server, obstructing Respondent to information that could be relevant to it's defense.

In addition, each FOIA request denied: Request No. 15-05959-FOIA , Request No. 15-00110-

3. Based on my personal review of the entire file of this matter, and in my capacity as trial attorney for the Division, I can confirm that the Division has not withheld any material exculpatory evidence subject to production under *Brady v. Maryland,* 373 U.S. 83, 87 (1963). Further, I can confirm that the Division has complied in full with its obligations under Rule 230(b) of the Commission's Rules of Practice.

The Division is not withholding any documents based on privilege or otherwise that are responsive to this request. There are no documents that are responsive to this request.

3. **Request 6:**

The DOE is withholding one document on the basis of the identified privileges and describes it in the log below:

FOPA Request No. 19-00604-FOIA Request No. 19-0036 FOPA . Even requesting transcripts of the Hearing is denied. Respondent's attorney confirmed that he did not receive a copy and Division's response was to seek the court reporter. Respondent made four FOIA requests and all were denied to secure additional information, **obstructing** ability to defend against allegations.

Division actions toward Respondent were intentional in attempting to crush professionally and personally in retaliation for contacting the congressional offices about the grievance with their conduct and questioning them. They were teaching Respondent a lesson, power play. These type of tactics are clearly identifiable in Black communities because these **bias** subtleties are part of the Black experience in America. It's the type of thing blacks talk among themselves. All of the information in this brief has been told to Division; they choose not to believe Respondent because of their **bias.**

Division's attack was multi dimensional. First destroying its advisory license in California,

then Texas, getting Respondent kicked off its custodian platform;

In January 2015 Respondent departed for California as was normal to conduct annual reviews with clients and also to work on moving the new company to California's registration since it the company could not remain under SEC dominion because of the hostile interactions. Respondent established Saving2Retire, LLC as a foreign limited liability company with the California Secretary of State; it then filed a new application for registration as an advisor under the foreign limited liability company with the Department of Business Oversight (DBO). Respondent was living and working in California in early 2015 and was unaware that Division was establishing the steps for a proceeding against Respondents. Division began contacting California regulators early to impede Respondents business.

Lilly-Ho Nguyen was the contact at DBO and was an employee under probationary status as she was new to the agency; Erik Brunkal is the Senior Counsel for Enforcement

http://www.dbo.ca.gov/

From: Hoffman, Linda M. [mailto:HoffmanL@sec.gov]
Sent: Tuesday, February 17, 2015 12:07 PM
To: Nguyen-Ho, Lilly@DBO
Subject: Saving2Retire

Lilly,

We are making a referral of Saving2Retire to the state of California. Who should we address it to?

Thanks

SECFWRO-FW-03993-000348

January 28, 2015

Department of Business Oversight
Attn: Lilly Nguyen
1515 K Street, Suite 200
Sacramento, CA 95814

RE: Saving2Retire, LLC (CRD# 156868)

Dear Ms. Lilly Nguyen:

The SEC requests access to files of the Department of Business Oversight related to Saving2Retire, LLC (CRD# 156868). This request is made in connection with an ongoing lawful investigation or official proceeding inquiring into a violation of, or failure to comply with, a criminal or civil statute or regulation, rule, or order issued pursuant thereto, being conducted by the Securities and Exchange Commission ("the SEC").

The SEC will establish and maintain such safeguards as necessary and appropriate to protect the confidentiality of files to which access is granted and information derived there from. The files and information may, however, be used for the purpose of your investigation and/or proceeding and any resulting proceedings. They also may be transferred to criminal law enforcement authorities. We shall notify you of any such transfer and use its best efforts to obtain appropriate assurance of confidentiality.

Other than set forth in the preceding paragraph, the SEC will:

Make no public use of these files or information without prior approval of your staff;

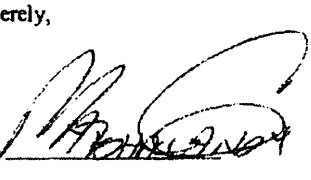
Notify you of any legally enforceable demand for the files or information prior to complying with the demand, and assert such legal exemptions or privileges on your behalf as you may request; and

Not grant any other demand or request for the files or information without prior notice and lack of objection by your staff.

We also recognize that until this matter has been closed, The Department of Business Oversight continues to have any interest in the matter and will take further investigatory, or other steps, as it considers necessary in the discharge of its duties and responsibilities.

Any questions concerning this should be directed to Linda Hoffman (817) 978-6436 at our Fort Worth, Texas office.

Sincerely,

By: 

Marshall Gandy
Associate Regional Director – Examination
Securities & Exchange Commission
Fort Worth Regional Office
801 Cherry Street, Suite 1900
Fort Worth, TX 76180

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
FORT WORTH REGIONAL OFFICE
BURNETT PLAZA, SUITE 1900
801 CHERRY STREET, UNIT 18
FORT WORTH, TX 76102

February 20, 2015

Mr. Tommy Green
Director, Inspections and Compliance Division
Texas State Securities Board
208 E. 10th Street, 5th Flooro
Austin, TX 78701

Re: Saving2Retire, LLC (CRD No. 156868)

Dear Mr. Green:

The staff of the Fort Worth Regional Office ("FWRO") of the Securities and Exchange Commission ("Commission") conducted a limited scope examination of Savings2Retire, LLC. Although the firm is currently registered with the Commission, the examination revealed that it is not, qualified for Commission registration. In addition to its improper Commission registration, the examination detected several potential violations of the federal securities law. (See Attached deficiency letter) Proceeding the deficiency letter and after several conversations with the firm, Saving2Retire indicated its intention to withdraw its Commission Registration and has applied for California Registration. Our examination determined that Saving2Retire made false filings in connection with Commission registration. Several of the violations noted in the exam deficiency letter may also constitute violations of the Texas Securities Act so this information is being referred to you for whatever action you deem appropriate. Below is a summary of the matters which may be of interest in your review.

I. **Background**

From: Hoffman, Linda M.
To: Brunkal, Erik@DBO; Vyas, Niya
Cc: Nguyen-Ho, Lilly@DBO
Subject: RE: Saving2Retire (CRD # 156868) & Marian Young
Date: Friday, November 06, 2015 1:55:00 PM
Attachments: image001.png

Hi Erik,

Let you a message. I have a call into our general counsel's office to find out how we go about this, especially to certify our examination documents. I know we can provide them via an access request, but I'm not sure how we certify them. Our enforcement is taking action against Ms. Young. She refuses to cooperate. They schedule testimony but she refused to show up, citing sickness and feebleness as a reason. So our enforcement moved it closer to her, again, she cancelled. I don't think she provided anything pursuant to our subpoena's, but I'm not sure exactly what they asked for. I know they are going to file an administrative action with the Commission. I have concerns and believe there is probably more to this story. While none of the documents reflected wrong doing, we were limited as to what we got during the course of the examination. There appears to be too many red flags. She did not maintain the required records, but I have to believe her action go beyond that. She also filed a FOIA request for all documents, but our exam files are not subject to FOIA. I think she is curious as to what we have on her, which I consider another red flag. Call when you get a chance.

Thanks

Linda

From: Brunkal, Erik@DBO [mailto:Erik.Brunkal@dbo.ca.gov]
Sent: Friday, November 06, 2015 11:14 AM
To: Hoffman, Linda M.; Vyas, Niya
Cc: Nguyen-Ho, Lilly@DBO
Subject: Saving2Retire (CRD # 156868) & Marian Young

In February, 2015, the SEC sent our examiner Lilly Nguyen-Ho a letter notifying our Department that the SEC has an ongoing exam of Saving2Retire and Marian Young. We believe she applied for state registration here to avoid the results of the SEC exam and potential repercussions therefrom. We are going to bring an action to deny her application and bar her from the industry. In doing so, we would like to refer to the SEC Exam. Without your assistance, however, we may be hampered by a hearsay objections at hearing.

I am writing to inquire whether the SEC has taken any action and if the SEC could provide certified documentation of their exam results, communications with Young and our Department, or a witness to discuss the exam and/or the results and/or Young's recalcitrance to cooperate with your agency.

I look forward to hearing from you.

Erik Brunkal
Senior Counsel, Enforcement

From: Nguyen-Ho, Lilly@DBO
To: Hoffman, Linda M.
Subject: CRD 156868, Saving2Retire, LLC
Date: Thursday, February 12, 2015 5:18:51 PM
Attachments: image001.png
CRD 156868 (SAVING2RETIRE LLC) IA Deficiency Email CRM0037210.msg
Importance: High

Hello Linda,

Please see the attachment for deficiency items our Department sent to the subject on 1/17/2015.

Please inform us if there is any update of your examination on the subject firm.

Sincerely,

Lilly Nguyen
Licensing Examiner
Department of Business Oversight
(formerly known as Department of Corporations)
Broker-Dealer Investment Adviser Unit
1515 K Street, Suite 200
Sacramento, CA 95814
(916) 322-8716
(916) 445-7193 (fax)e
Lilly.Nguyen-Ho@dbo.ca.gov (e-mail)e

http://www.dbo.ca.gov/

From: Hoffman, Linda M. [mailto:HoffmanL@sec.gov]
Sent: Monday, February 09, 2015 5:51 AM
To: Nguyen-Ho, Lilly@DBO
Subject:

Attached is the revised access request. Thanks for your help.

Linda

From: Nguyen-Ho, Lilly@DBO
To: Hoffman, Linda M.
Subject: RE: Saving2Retire
Date: Tuesday, March 03, 2015 4:06:44 PM
Attachments: image001.png
Importance: High

Hi Linda:

I just want to let you know that I've just received the referral from the SEC for the subject firm. I'm in the process of referring this application to our Enforcement office as well.

Please keep in touch.

Sincerely,

Lilly Nguyen
Licensing Examiner
Department of Business Oversight
(formerly known as Department of Corporations)
Broker-Dealer Investment Adviser Unit
1515 K Street, Suite 200
Sacramento, CA 95814
(916)322-8716o
(916) 445-7193 (fax)o
Lilly.Nguyen-Ho@dbo.ca.gov (e-mail)o

http://www.dbo.ca.gov/

From: Hoffman, Linda M. [mailto:HoffmanL@sec.gov]
Sent: Tuesday, February 17, 2015 12:07 PM
To: Nguyen-Ho, Lilly@DBO
Subject: Saving2Retire

Lilly,

We are making a referral of Saving2Retire to the state of California. Who should we address it to?

From: Nguyen-Ho, Lilly@DBO
To: Hoffman, Linda M.
Subject: RE: Saving2Retire
Date: Wednesday, February 18, 2015 11:22:48 AM
Attachments: image001.png
Importance: High

Hi Linda:

Since I'm the assigned examiner on this application, you may address the referral to me.

Thank you.

Sincerely,

Lilly Nguyen
Licensing Examiner
Department of Business Oversight
(formerly known as Department of Corporations)
Broker-Dealer Investment Adviser Unit
1515 K Street, Suite 200
Sacramento, CA 95814
(916) 322-8716
(916) 445-7193 (fax)
Lilly.Nguyen-Ho@dbo.ca.gov (e-mail)

From: Hoffman, Linda M.
To: Bruckal, Erik@DBO
Subject: RE: Marian Young & Saving2Retire
Date: Tuesday, November 17, 2015 2:40:00 PM
Attachments: 1.12.15 S2R response.pdf
Congress form S2R.pdf
Save2Retire 1-5-15.pdf
Saving2Retire-Deficiency Letter.pdf
image001.png

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
FORT WORTH REGIONAL OFFICE
BURNETT PLAZA, SUITE 1900
801 CHERRY STREET, UNIT 18
FORT WORTH, TX 76102

February 20, 2015

Ms. Lilly Nguyen-Ho
Licensing Examiner
Department of Business Oversight
Broker-Dealer Investment Adviser Unit
1515 K Street, Suite 200
Sacramento, CA 95814

Re: Saving2Retire, LLC (CRD No. 156868)

Dear Ms. Nguyen-Ho:

The staff of the Fort Worth Regional Office ("FWRO") of the Securities and Exchange Commission ("Commission") conducted a limited scope examination of Savings2Retire, LLC. Although the firm is currently registered with the Commission, the examination revealed that it is not, qualified for Commission registration. In addition to its improper Commission registration, the examination detected several potential violations of the federal securities law. (See Attached deficiency letter) Proceeding the deficiency letter and after several conversations with the firm, Saving2Retire indicated its intention to withdraw its Commission Registration and has applied for California Registration. Our examination determined that Saving2Retire made false filings in connection with Commission registration. Several of the violations noted in the exam deficiency letter may also constitute violations of the California Code of Regulations so this information is being referred to you for whatever action you deem appropriate. Below is a summary of the matters which may be of interest in your review.

I. Backgrounde

Reason for Examination

This examination was initiated under the Office of Compliance, Inspections and Examination's initiative to determine if advisers registered under the Internet Adviser Exemption are conducting business in accordance with Rule 203A-2(e) of the Investment Advisers Act of 1940. Section 203A of the Advisers Act prohibits an investment adviser regulated by the state where it maintains its principal place of business from registration with the Commission unless it meets certain requirements. Rule 203A-1(a) sets the threshold requirement for SEC registration for most advisers at $100 million of regulatory assets under management. Rule 203A-2(e) of the Advisers Act allows an adviser to register with the Commission with an AUM less than the minimum $100

Division began an aggressive campaign in January 2015 to destroy

the business of Respondents. They gave false or misleading statements to the CA State

regulators; resulting in they're revoking of Respondent's license as an investment advisor. Mr. Gandy in his letter to CA (see above) falsely states they are **"initiating proceeding into a violation or failure to comply with a criminal or civil statue". "They also may be transferred to criminal law enforcement" Criminal?** Using language to imply a criminal inquiry; knowing that this will end my registration in California ; persuading regulators to believe there was an alleged criminal violation. This statement was done with the purpose of achieving just what occurred; a bar to the registration of Respondent in California and destroying Respondent's business. Division assumed the role of judge and jury to impose penalties before all the facts were presented; because they did not care about facts. What is the motivation of Division if facts are not important to them? Respondents made numerous requests to withdraw registration and communicate with Division: January 12, 2015, detailed letter to Marshall Gandy outlining privacy concerns of clients and requesting withdrawal of registration; March 6, 2015, letter to Mr. Michael S. Gunst, Assistant Regional Director; June 3, 2015, letter to Catherine Floyd, Enforcement Division, wrote to Washington; and made inquiries thru two congressional offices. Division refused to respond in any manner because they had already decided to teach Respondent a lesson; not only a bias approach but acting outside the bounds of human decency.* The leader of the team determined in January 2015, after the request from Respondent to withdraw registration, to not answer Respondent. Falsely giving CA regulators the belief that there could be some criminal violation with Respondent. Division directed the actions of the CA regulator which succeeded in keeping Respondent busy answering deficiencies while Division began establishing a proceeding against Respondent.

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*USCA Const Amend. XIV. § 1-Equal protection of the laws
Universal Declaration of Human Rights

State Regulators trust the SEC for guidance; notice by the emails how Division established a collegial relationship with state examiners. The CA examiner had already establish an enforcement and gladly confirmed with Ms. Hoffman even though the registration process was still active with Respondents. With friendships you stop looking at the facts and you become more interest in helping a friend. Respondent was refused the telephone records of Division with the state regulators which would also let the court see the number of contacts which may be substantial.

After months of re-answering the same questions from DBO, Respondents hired a compliance firm to help with the registration. Respondent was not aware the decision had been made by DBO in March 1, 2015, to send Respondent's registration request to enforcement; solely based on the directions of Division. Respondent was also not aware of the deficiencies sent by Division; as all mail was returned to Division when Respondent is living in California. It is noted that Division informed CA "They may be transferred to criminal law enforcement" before they sent deficiencies to Respondent; confirming this was done to hurt Respondent financially. Respondent had believed she would be allowed to withdraw from SEC registration as indicated by the rules.

Both Mr. Millar and Respondent spent months answering the same questions and supposed deficiencies. These documents demonstrate that DBO was being directed by Division; they had decided early they would send the firm to enforcement even though this was a new registration request and Respondents was in good standing with their registration since 1997.

In October 2015, Respondent abandoned the request for registration as the compliance firm

From: **David Millar** dmillar@integrity2c.com
Subject: Saving2Retire, LLC - CRD 156868
Date: May 26, 2015 at 10:35 AM
To: SRD IAAPP IAAPP@dbo.ca.gov
Cc: Nguyen-Ho, Lilly@DBO Lilly.Nguyen-Ho@dbo.ca.gov, Marian P Young myoung@saving2retire.net

Ms. Nguyen-Ho,

Please find attached a response letter and updated documents for Saving2Retire, LLC – CRD 156868.

Thank you very much for your time and attention to this application.

Sincerely,

Dave

David R. Millar
Integrity Compliance Consulting, Inc.
www.easy-ria.com
dmillar@integrity2c.com
P.O. Box 230352
Grand Rapids, MI 49523
Phone: 616-855-5560
Fax: 800-785-5860

**** Please note that I will be out of the office on Wednesday, May 27 and Thursday, May 28.

To book a phone appointment with me please click:
https://www.timetrade.com/book/D25SP

agreed CA was not going to approve the registration. In November 2015, Respondent notified the Secretary of State and recorded the dissolution of S2R as a foreign limited liability company. Completed closing of this entity and returned to Texas in November 2015.

Section 116.2(d) of the state rules and regulations for TX allow for applications to be automatically withdrawn if inactivity; the same rule applied to California.

In April 2016 Respondent received a certified notice from DBO that Respondent's registration was barred in California due to not attending a hearing. A hearing that Respondent did not receive a notice. As the rules allow for abandonment of applications, California issued a bar based on a dubious claim. Texas informed Respondents that until the matter is resolved with Division, it could not renew the Texas Registration. Without a state registration, Respondent was out of business; all at the behest of Division acting as judge and making false accusations before having all the facts.Even with the facts as the correspondent to DBO indicated they did not believe respondent. They have shown not to believe Respondent and judged as guilty. Division has **obstructed** Respondents from securing information about the inquiry from Congressional offices. There has been a total of three inquiries from Congressional Offices and Division has reported in discovery request that there were no reports issued. Supposedly these requests yielded no documentation as requested by the court.

PENALTIES, UNEQUAL APPLICATION of the LAW

Division has sought to impose onerous penalties to pre judge Respondent as guilty regardless of facts and explanations. They began looking for the facts to justify their beliefs. In Division's government exhibit 20, the fee account statements of the billing receipts of S2R over the period in question ranged from approximately $1,400 to $4,200 per month. The advisory business was Respondents' only means of financial support. Respondent used her human capital in place of financial capital to build the new enterprise and 'stay in the game' until the financial part of the business developed. Division has employed tactics of enforcement designed for multi-million

dollar firms accused of fraud. This size firm with a senior citizen, single female with no record of violations over a 30 year period was hit with paperwork requests that were overwhelming; did not require this magnitude of force. Excessive force and unequal application of the law are **bias** tactic frequented by enforcement in Black communities*. Respondent did not have the financial means to accommodate all of the requests of Division.

The threat of the enormous penalties has acted with punishment before any final decision. Division orchestrated the barring of the state registrations and deprived Respondent of her 20 year livelihood. Without the state registrations Respondent was booted off the custodian platform thereby throwing Respondent and her small business into economic crisis. Division then orchestrated a $102,000 fine from the first trial with a bar from the industry. Division saying that the fine came from the court does not absolve them of the responsibility behind the excessive fines.

Without livelihood how can Respondent pay the fine? In addition, Division seeks a bar from working in the industry Respondent has obtain 30 years of knowledge. So Respondent would have limited access for employment at 63 years of age to recover financially Division seeks to crush Respondent financially, they seek to ensure Respondent struggles financially for years. This is especially cruel, especially for a single older woman that is solely responsible for her economic survival. The Eight Amendment to the United States Constitution protects us from excessive fines imposed, cruel and unusual punishments. The recent ruling of the US Supreme Court in Times v. Indiana strengthens the right against civil forfeitures; livelihood and earning ability is a major asset. Denying Respondents her livelihood before any hearing is a clear

* Born Suspect, NAACP 2014

violation of the protection afforded by the Eighth Amendment and should be immediate grounds for the dismissal of these proceedings. Even in the settlement talks, Division have kept the fine in five figures so they were not attempting to settle. A person and business making approximately $4,200 per month would require decades to pay such a fine.

The stress caused by holding a $102,000 fine, over the head of Respondent has frozen any decisions that can be made to move Respondent's life forward. A bar and lost of business has been impalpable. [redacted] Respondent is already under [redacted] It was also necessary to remove from this process of hostility for health reasons. What can be more cruel for fellow human beings? While the United Nations Declaration of Human Rights may not be a law it certainly provides guidelines and has been adopted by the U. S. as a standard of human decency. These actions by Division go to far.

In Aegis Capital, LLC and other companies; an over $100 million dollar assets under management firm charged with overstating assets and failing to maintain required book and records; yielded a suspension of an individual of 12 months, cease-and-desist order, and a $30,000 civil penalty; for all the parties involved. Diego F. Hernandez established the legal authority for SC Advisors (one of the firms)to received a complete dismissal because it "currently has no assets, operations or income". The penalties sought by Division are excessive and have been used to inflict maximum pain.

BIAS*

Bias is more subtle than overt discrimination, often stringing together a serious of incidents that establish a pattern. Seattle University Law Review look at "The Impact of Implicit Racial Bias on the Exercise of Prosecutorial Discretion" argues that implicit racial attitudes and stereotypes skew prosecutorial decisions in a range of racially biased way.

"Respondents Practically Dared The Division To Bring This Action"

Boldly written in the Initial Decision, page 29. This subjective opinion underlines the actions of Division in initiating the complaint and should be strongly rejected. This is a racial stereotype of black women repeated by those who practice this belief. Respondent is daring Division to destroy her life? This is nonsense thinking. To write it in print is bold in pronouncing you don't care who knows it. The perception that Respondent is a threat, must be guilty, she is daring us; we have to teach her a lesson; she is suspicious; underlie Division's actions. To have these beliefs lead to approaching Respondent in a hostile manner which left an immediate impression and desire to extricate from their dominion. Prejudged before the facts; once bias is established its hard to shake. It's easy to get the team worked up to take action; this belief permeates the actions of Division. Hostility established early in the exam process, Division making false claims to state regulators about "criminal activity as factual to end her state License is very hurtful. Repeating suspicions to state regulators to act on their bias. To see this level of animus after such a brief interaction it's hard to phantom what's behind individuals with such beliefs. Division's refusal to mediate, applying overwhelming force as if Respondents represented a

* Civil Rights 42 U.S.C. Section 1983 U.S.C.A. Constitutional Amend XIV; Equal Protection Clause, Unequal Application of Law

multi million dollar firm add up with other facts established to a building block of incidents. Add the granddaddy of all statements "Respondent Practically Dared Division" ; and a pattern emerges which confirms the bias approach of Division toward Respondent. The Civil Rights Act of 1983, the 14th Amendment Equal Protection and many others laws are designed to help shield individuals who are faced with these situations.

Compliant: Respondent willfully violated and willfully aided and abetted and caused Saving2Retire's violation of Sections 203A and 204 of the Advisers Act and Rule 204-2(a)

Answer: Deny

A person acts willfully within the meaning of the federal securities laws if he "intentionally committed the act which constitutes the violation" ZPR Inv. Mgmt., 861 F3d 1255. A person need not also be aware the he is violating one of the Rules or Acts.

Respondents actions were not willful because Respondent relied on the information from the SEC staff, registration specialists, and the rules in place before 2011.

In SEC v Huff,

For aiding & abetting liability it must be established that the violation was committed by a party other than the aiding and abetting party; aider and abettor was aware or knew role was part of an overall activity was improper; the aider and abettor knowingly and substantially assisted the conduct that constitutes the violation.

What is the evidence presented by Division? The Deposition statements concerning accounting has been address and this evidence does not provide the requisite standard for establishing aiding & abetting. Respondents relied on the start up status of firm and its state registrations

records were sufficient for the current size and stage of the business. The internet company had 0 client and 0 revenues. Respondent relied on the information received from the staff of the SEC. (exhibit 12, 13)

Imposing Penalties.

Division rationale for penalties is based on the their false narrative of Respondent but is not support by their evidence.

Respondent had no previous violations or trouble with state regulators until Division entered the picture and spread their subjective bias beliefs. They have sought to find the evidence and case law to support their subjective view of Respondent. They told their suspicions to CA regulators and Texas Regulators; but they have no evidence to support these suspicions. Because there is nothing here that warranted this proceeding. They are entrenched to make something out of nothing. Many of the words to describe Respondent reveal more about Division's subjective view of Respondent. Somewhere along the way this became personal to them and they want Respondent to pay for their short comings.

Respondent has built a life of integrity and encouraging others; alway desiring to lift others up; not tear them down "because you can".

What hurt the most from this process was seeing the older clients suffer, being bounce off the platform and having to sell positions at enormous loss. What encouraged Respondent the most was their expressed belief in her. They never wavered in their support and encouragement. That's true success and accomplishment.

Respondents ask court to reject this request.

PROPOSED FINDS OF FACT

The facts clearly show Division had suspicions but no evidence. As the lead examiner Linda Hoffman confided to the counsel for DBO, California regulator in the memo dated November 6, 2015;(included in brief) **"While none of the documents reflected wrong doing, I have concerns"**. She confirms what has always been suspected now proved that Division was bias toward Respondent from the very beginning. Ms. Hoffman states "there is probably more to this story" Division went looking for something that was never here; wrong doing. In their own words they admit it. Their bias is evident; suspicious but no evidence. What made Respondent suspicious was Divisions' implicit racial bias.*

They gathered so much information on Respondents in a haphazard way, with no regard for the privacy of Respondent, putting personally identifiable information into the pubic sphere. The court had to seal many of the records: Sealing Order-Release No. 5068/September 20, 2017. For all their efforts and suspicions what did they find? Nothing—no wrong doing. Yet, they carry on this campaign to destroy Respondent both personally and professional. They convinced the state regulators that there could be "something criminal here". They knew the right words enough to entice them to do their bidding without stating any facts. "Unwarranted racial disparities in decision-making may result from out right conscious animus" The perspectives related by former U.S. Attorneys during the November 2005 focus group†. In spite of their efforts to find something; it impossible when nothing is present.

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*The Impact of Implicit Racial Bias on the Exercise of Prosecutorial Discretion Seattle University Law Review[Vol.35.795]

†Prosecutorial Discretion and Racial Disparities in Federal Sentencing: Some Views of Former U.S. Attorneys NYU School of Law

CONCLUSIONS OF LAW

Division has the authority by law to examine firms such as S2R and request documents. Division wants respect for that authority. Police departments across the country learned that the years of beating the black community over the head did not earn them any respect. Respect came from going into the community and listening to that community; respects comes from the other party being heard. That's where leadership is important; guiding the team to a new path and approach. Respondent as well as the public welcomes good supervision that is conducted by any great institution. Respondent has authority given by the US Constitution, the UN Declaration of Human Rights, Fiduciary Duty, Civil Rights Act; to protect the privacy for both its clients and self. Division cannot compel Respondent to do something illegal. There has been no claims by anyone asserting any nefarious activity in the firm. Was this an unreasonable search by Division to compel custodian Scottrade(government exhibits 24-43) of Respondent for the financial documents of Respondent's clients without notification as required by the Constitution* and Electronic Communications Privacy Act(ECPA)? A 2010 opinion in the U.S.Sixth Circuit Court of Appeals found the Justice Department's use of subpoena to obtain emails on the cloud violated constitutional protections against warrantless searches. In the case of Respondent's clients, not even a subpoena was submitted and no notification given to clients. While the information was requested directly to the custodian; they are stored in electronic form and the point is there is great awareness by the public of the government obtaining their records without their knowledge or permission. Especially since they are not under any investigation. Since there was no claims of nefarious activity concerning Respondents, and this was a registration exam;

*U.S.C.A. Constitution. Amend. IV Section 1

Division could have shown less invasive discretions in spite of the enormous tools at its disposal to gather data on the public. Division's **bias** toward Respondent blinded their discretion as they appear determined to initiate a proceeding to teach Respondent a lesson for talking to congressional staff about what Respondent felt was a hostile approach by Division that was unwarranted. Respondent was aware of the privacy concerns among many citizens and laws passed in some states like California were most of her clients resided. Respondent thought this prudent and required as a fiduciary to discuss and share with clients the requests by Division for their account numbers and personal data as part of a normal registration exam. As a letter from a client to the court indicated, they did not want their financial documents submitted to Division. (exhibit 22 G)

Respondent was trying to find the balance when submitting data to Division. Already wearing three full-time hats of building a new business and managing the retirement money of elderly clients; getting an answer to these type of questions would be a tall order and yes out of the league of Respondent. Respondent could not obtain adequate information to answer the questions of what data is rightfully allowed to be withheld from a government agency. Faced with recreating financial accounting documents from over a year, and keeping the focus on duty to protect the retirement money of elderly clients who had contracted and trusted Respondent with that responsibility; Respondent determined the demands of Division would continue to overwhelm her small business. At no time did Respondents refused to send documents to Division. The prudent way forward was to withdraw from the SEC registration and concentrated the business fully under state registration.

When **bias** is injected into the process, it ensures communication lines are closed. No viable

option was given to Respondent to talk to anyone at Division; the outside contacts in the documents sent by Division proved non responsive. Division showed they were not interested in discussion they were interested in teaching Respondent a lesson by crushing her; all for just trying to understand and protect her clients. The errors committed by Respondent was due to lack of capital in starting a huge project. These errors should not have been the cause for a five year proceeding and Respondents did not deserve to lose her livelihood for these errors. What are the options in such situations of felt hostility? Trying to be heard is five years of more abuse in this process. Supposedly the American dream is about big ideas and taking a risk; Congress has enacted many laws such as the Jumpstart Our Business Startups Act, or JOBS Act; with the SEC adopting guidelines to give start up companies a chance to get on their feet before the onerous paper requirements. The OIP indicated that because Respondents had 0 internet clients so was not eligible for registration under 203 A-2-(e); SEC Staff had confirmed there was no time frame for start up status. Division had many options to resolve this difference without choosing its harshest methods. They chose instead to use they're overwhelming force and unequal application of the law on a single senior citizen female, with meager financial means at the end of her career. Case Precedent was confirmed in SEC v SC Advisors set by Diego F. Hernandez* granting Division motion to dismiss because business was non operational, not in good standing have 0 assets The Division of Enforcement moved to dismiss proceedings against SC Advisors; "currently has no assets, operations or income". The Commission ordered the proceedings against SC Advisors dismissed. S2R has no operations, assets, or income; the same precedent

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*Diego F. Hernandez
Exchange Act Release No. 72210, 2014 WL 2112155 at 1-2 May 21, 2014

could be applied here.

CONCLUSION

Divisions' claim is discredited due to the **bias** and hostile environment created toward Respondents. Their evidence presented did not meet the required **evidentiary standard** burden of proof as preponderance and their **obstruction** has been a barrier to Respondent's defense. Division has attempted to frame this argument as a case of an advisor refusing to provide documents; but the case is about the information requested as part of a registration exam and should Respondent be punished for seeking answers about the privacy concern of her clients? The second part of the argument is bias and how it disrupts the process and contributes to a breakdown which is nonrecoverable; also, bias disrupts the start up status of the firm . The firm should have the time to become fully operational before the onslaught of paperwork requirements.

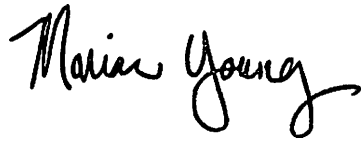
The Commission has already established precedence with Strategic Consulting Advisors, LLC "currently has no assets, operations or income" in dismissal. Respondent is requesting that same precedence be applied here with no assets, operations, or income.

Respondent is requesting this court deny Division's claim and award Respondent recompense. This five year ordeal could have been mitigated with a response from Division in any of the 6 attempts. The egregious manner Division manipulated California to bar the state registration of Respondent and then naming that bar as justification of their decision thereby ending the livelihood of Respondent is a new low in agency tactics. This should never be

encouraged, and a strong financial recompense will set the groundwork for change. America is becoming increasingly diverse. In the Houston area, according to Rice University research; 50% of the 19 years in the area are of Hispanic descent, 20% Black Americans. In 20 years these adults will apply for registrations, hopefully they will have a better outcome.

From Marian Young

This venture was started in 2009, ten years of my journey have been tied to this and ten years is enough. This is an enormous cost for any individual to bear the burden of this process; the financial cost is born solely by me. I believe everyone deserves a fair chance for their dreams. At 63 years of age, single with no retirement funds, my efforts have to be concentrated on securing some retirement for myself. I respectfully ask the court for compassion to end this proceedings.



UNITED STATES OF AMERICA

Before the

SECURITY EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING

File No. 3-17352

In the Matter of **SAVING2RETIRE, LLC, AND MARIAN P. YOUNG,** **Respondents.**	**RESPONDENTS SAVING2RETIRE, LLC AND MARIAN P. YOUNG'S ANSWER COMPLAINT OIP 7-19-2016 and OPPOSING BRIEF**

Exhibit 13:

1. Communication with Office of Investment Adviser Registrations & Compliance Consulting
2. Mp3 file telephone message from SEC Staff 6-10-2010

Marian,

The exclusion you are referring to is the exclusion from the definition of investment adviser in Section 202(a)(D). If a person is excluded from the definition of investment adviser under Section 202(a)(11)(D), it is not subject to the requirements under the Investment Advisers Act (and therefore would not need to register with the SEC).

Note that the determination of whether a person is excluded from the definition under Section 202(a)(11)(D) is based on particular facts and circumstances.

Note also that there is no exclusion or exemption for instances where "each client will generate less the $500".

Thanks,

Office of Investment Adviser Regulation

From: Marian Young [mailto:[redacted]@comcast.net]
Sent: Thursday, March 24, 2011 12:46 PM
To: IArules
Subject: RE: rule 203A-2(f)

I have reviewed this information; who else can answer questions about this exemption?

Marian P. Young

From: IArules [mailto:IArules@SEC.GOV]
Sent: Thursday, March 24, 2011 11:40 AM
To: Marian Young
Subject: RE: rule 203A-2(f)

Hi Marian,

The particular requirements for complying with the brochure rule can be found in Advisers Act rule 204-3 (http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?c=ecfr&sid=3fe8289c38e14c3a2e342a6c4457dc5a&rgn=div8&view=text&node=17:3.0.1.1.23.0.155.21&idno=17). See also the Adopting Release accompanying the most recent amendments to the brochure rule, which can be found at http://www.sec.gov/rules/final/2010/ia-3060.pdf.

Please consult these and other sources on the website to determine your obligations under the rule.

Thanks.

Office of Investment Adviser Regulation

From: Marian Young [mailto:[redacted]@comcast.net]
Sent: Thursday, March 24, 2011 12:05 PM

To: IArules
Subject: RE: rule 203A-2(f)

Hi Marian,

You are referring to proposed rule changes that are discussed in a release titled Rules Implementing Amendments to the Investment Advisers Act of 1940. The proposed rule is available here: http://www.sec.gov/rules/proposed/2010/ia-3110.pdf.

The items discussed in the proposed rule will not be included on the Form ADV on IARD until final rules are adopted. Note that the final rules could differ from the proposed rules (including, without limitation, the reporting obligations of exempt reporting advisers).

Best,

Office of Investment Adviser Regulation

From: Marian Young [mailto:[redacted]@comcast.net]
Sent: Thursday, March 03, 2011 2:36 PM
To: IArules
Subject: RE: rule 203A-2(f)
Importance: High

For IARD filing of the ADV concerning above exemption:

1. Appendix A states:

1.Exempt reporting advisers (that are not also registering with any *state securities authority*) must complete only the following items of Part 1A: 1, 2, 3, 6, 7, 10, and 11, as well as corresponding schedules.

2.If you are applying for SEC registration or are registered only with the SEC, you do not have to complete Part 1B.

3. The requirements in Part 2B apply to all investment advisers registered with or applying for registration with the SEC , but do not apply to *exempt reporting advisers*.

When I clink the instructions on IARD ADV; these items are not included.

Is this correct in the exempt reporting advisors do not complete the above numbered items?

Thank you

Marian Young
Great Thanks!

Talk to you soon.

Dave

David R. Millar
Integrity Compliance Consulting, Inc.

www.easy-ria.com
dmillar@integrity2c.com
P.O. Box 230352
Grand Rapids, MI 49523
Phone: 616-855-5560
Fax: 800-785-5860

From: Marian Young [mailto:[redacted]@comcast.net]
Sent: Thursday, February 17, 2011 5:42 PM
To: dmillar@integrity2c.com
Subject: FW: rule 203A-2(f)

Marian P. Young
Registered Investment Advisor
Young Capital Growth Company, LLC
Telephone 281-903-7576
Cell [redacted]
Fax 866-930-1870
[redacted]@comcast.net

From: IArules [mailto:IArules@SEC.GOV]
Sent: Wednesday, February 16, 2011 11:37 AM
To: Marian Young
Subject: RE: rule 203A-2(f)

The Commission explained in its release that the rule is intended to apply to advisers who have no local presence and whose advisory activities are not limited to one or a few states. Rather, the advisers provide investment advice to their clients through interactive websites. Clients visit these websites and answer online questions concerning their personal finances and investment goals. Thereafter, the adviser's computer-based application or algorithm processes and analyzes each client's response, and then transmits investment advice back to each client through the interactive website. Clients residing in any state can, upon accessing the interactive website, obtain investment advice at any time.

Office of Investment Adviser Regulation
Division of Investment Management
U.S. Securities and Exchange Commission
202-551-6999

From: Marian Young [mailto:[redacted]@comcast.net]
Sent: Tuesday, February 15, 2011 2:15 PM
To: IArules
Subject: rule 203A-2(f)

I am looking at your rule:

Securities and Exchange Commission
17 CFR Parts 275 and 279

[Release No. IA-2091; File No. S7-10-02]

RIN 3235-AI15

Exemption for Certain Investment Advisers Operating Through the Internet

You state in the summary: The rule amendments permit these advisers, whose businesses are not connected to any particular state, to register with the Commission instead of with state securities authorities.

Will you clarify "connected to any state" All companies are organized under rules of a state, correct?
So how can a company not be connected to any state?

Thanks,

Marian P. Young