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VIA E-MAIL (ALJ@SEC.GOV)

Honorable James E. Grimes
Administrative Law Judge
U.S. Securities and Exchange Commission
100 F Street NE
Washington, D.C. 20549

Re: *In the Matter of David Pruitt, CPA; Admin. Proc. File No. 3-17950*

Dear Judge Grimes:

We respectfully submit this letter in response to the Division of Enforcement's letter submitted to the Court on January 5, 2018 regarding ratification of the Court's prior actions in the above-referenced proceeding. For the reasons set forth in Respondent's Memorandum of Points and Authorities in Support of Respondent's Motion to Revise Prior Decisions Pursuant to the Court's December 11, 2017 Order filed on January 5, 2018, Respondent opposes the relief requested by the Division and respectfully requests that the Court grant Respondent's motion to revise prior decisions.

Respondent also reiterates his position that ratification is not an appropriate remedy because the Securities and Exchange Commission's order issued on November 30, 2017¹ did not properly appoint Administrative Law Judges ("ALJ") in conformity with the Appointments Clause of the United States Constitution. To the extent ratification is appropriate, which it is not, ALJs must "[r]econsider the record, including all substantive and procedural actions taken by an administrative law judge pursuant to Rule 111 of the Commission's Rules of Practice" and "[d]etermine, based on such reconsideration, whether to ratify or revise in any respect all prior actions taken by an administrative law judge in the proceeding."² ALJs must also "[i]ssue an order by February 16, 2018 stating that the administrative law judge has completed the

¹ Order, *In re: Pending Administrative Proceedings*, Exchange Act Release No. 82178, 2017 SEC LEXIS 3724 (Nov. 30, 2017) (the "ratification order").

² *Id.* at *2.

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reconsideration ordered above and setting forth a determination regarding ratification.”³ The boilerplate proposed order the Division would have the Court sign does not require the Court to set forth the process it followed and the rationale for determining whether to ratify or revise its prior actions. A more detailed order is required to create a sufficient record in the event either of the parties appeal the Court’s decision.

Respectfully submitted,



Jimmy Fokas
Counsel for Respondent David Pruitt

³ *Id.*