

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

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ADMINISTRATIVE PROCEEDING
File No. 3-18061

In the Matter of

RETIREMENT SURETY
LLC, CRESCENDO
FINANCIAL LLC,
THOMAS ROSE, DAVID
LEEMAN, AND DAVID
FEATHERSTONE,

Respondents.

RESPONDENT DAVID LEEMAN'S
ANSWER TO ORDER INSTITUTING
ADMINISTRATIVE AND CEASE-AND-
DESIST PROCEEDINGS PURSUANT TO
SECTION 8A OF THE SECURITIES ACT
OF 1933, SECTIONS 15(b) AND 21C OF
THE SECURITIES EXCHANGE ACT OF
1934, AND SECTION 9(b) OF THE
INVESTMENT COMPANY ACT OF 1940
AND NOTICE OF HEARING

I.

ANSWER OF RESPONDENT DAVID LEEMAN

Respondent David Leeman ("Leeman" or "Respondent") and files this Answer to the Order Instituting Administrative and Cease-And-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933, Sections 15(b) and 21C of the Securities Exchange Act of 1934, and Section 9(b) of the Investment Company Act of 1940 and Notice of hearing (the "Order") as follows:

II.

RESPONSES APPLICABLE TO ALL ALLEGATIONS

A. RESPONDENTS

1. Leeman states that the website contains written information that speaks for itself, and denies any allegation inconsistent therewith. Leeman admits to the remaining allegations in paragraph 1.

2. Leeman states that the website contains written information that speaks for itself, and denies any allegation inconsistent therewith. Leeman admits to the remaining allegations in paragraph 2.

3. Leeman has insufficient information to admit or deny the allegations paragraph 3.

4. Leeman admits the allegations in paragraph 4.

5. Leeman admits that at all relevant times, Featherstone was a partner of Retirement Surety and denies that Featherstone was a representative of Crescendo. Leeman has insufficient information to admit or deny the remaining allegations in paragraph 5.

B. OTHER RELEVANT ENTITIES AND INDIVIDUALS

6. Leeman states that the consent order is a written document that speaks for itself, and denies any allegation inconsistent therewith. Leeman has insufficient information to admit or deny the remaining allegations in paragraph 6.

7. Leeman admits that at all relevant times, Wallis was associated with Retirement Surety. Leeman denies Wallis was a representative of Crescendo. Leeman has insufficient information to admit or deny the remaining allegations in paragraph 7.

8. Leeman admits that at all relevant times, Wills was associated with Retirement Surety. Leeman denies Wills was a representative of Crescendo. Leeman has insufficient information to admit or deny the remaining allegations in paragraph 8.

9. Leeman states that the website contains written information that speaks for itself, and denies any allegation inconsistent therewith. Leeman further denies Verto issued 7% promissory notes that were sold by Respondents. Leeman has insufficient information to admit or deny the remaining allegations in paragraph 9.

10. Leeman has insufficient information to admit or deny the allegations in paragraph 10.

11. Leeman has insufficient information to admit or deny the allegations in paragraph 11.

C. RESPONDENTS SOLD SECURITIES AS UNREGISTERED BROKERS IN UNREGISTERED TRANSACTIONS

12. Leeman has insufficient information to admit or deny the first sentence in paragraph 12. Leeman denies the second sentence in paragraph 12.

13. Leeman denies he brokered the sales, but otherwise admits sentence one of paragraph 13. Leeman states that the offering materials are written documents that speak for itself, and denies any allegation inconsistent therewith.

14. Leeman states that the offering materials are written documents that speak for itself, and denies any allegation inconsistent therewith.

15. Leeman states that the offering materials are written documents that speak for itself, and denies any allegation inconsistent therewith.

16. Leeman denies the allegations in paragraph 16.

17. Leeman denies the allegations in paragraph 17.

18. Leeman admits sentence one of paragraph 18. Leeman states that Retirement Surety's website contains written information that speaks for itself, and denies any allegation inconsistent therewith.

19. Leeman states that Crescendo's website contains written information that speaks for itself, and denies any allegation inconsistent therewith.

20. Leeman denies the allegations in paragraph 20.

21. Leeman denies the allegations in paragraph 21.

22. Leeman lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in paragraph 22 but admits that he received an additional 4% commission for executed Forbearance Agreements.

23. Leeman lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the remainder of paragraph 23.

24. Leeman admits to commissions earned by him. Leeman lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the remainder of paragraph 24.

25. Leeman denies the first sentence of paragraph 25. Leeman states that the brochure, Retirement Surety website, and subscriber information contains written information that speaks for itself, and denies any allegation inconsistent therewith.

26. The allegation in paragraph 26 calls for legal conclusions to which no answer is necessary. To the extent that an answer is required, the allegation is denied.

27. Leeman denies he sold the notes but otherwise admits to the first sentence in paragraph 27. Leeman admits he received a call concerning the subject set forth in second sentence of paragraph 27 but has insufficient information to recollect the exact statement made. Leeman admits to the third sentence in paragraph 27 as it relates to him but is without sufficient information as to the other Respondents. Leeman states that the June 24, 2014 email from Leeman to Schantz, is a written document that speaks for itself, and denies any allegation inconsistent therewith.

28. Leeman denies the allegations in paragraph 28.

29. Leeman admits that he has never been registered as securities brokers or broker-dealers. Leeman lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the remainder of paragraph 29 as it relates to other Respondents.

E. VIOLATIONS

1. Leeman denies the allegations in paragraph 1.
2. Leeman denies the allegations in paragraph 2.

III.

- A. Leeman denies the allegations in paragraph A.
- B. Leeman denies the allegations in paragraph B.
- C. Leeman denies the allegations in paragraph C.
- D. Leeman denies the allegations in paragraph D.

IV.

AFFIRMATIVE DEFENSES

1. Leeman asserts the affirmative defense that the Verto Notes are not securities.
2. In the alternative, Leeman asserts the affirmative defense that the Verto Notes were exempt securities.
3. Leeman did not act as a securities broker.
4. Leeman asserts an advice of counsel defense.
5. Leeman asserts inability to pay disgorgement, interest, or penalties pursuant to Rule 630.

V.

RESERVATION

Leeman reserves the right to amend this Answer and assert any additional affirmative or special defenses that may exist, as they become known.

VI.
CONCLUSION

Leeman requests that the Securities and Exchange Commission's request for public administrative proceedings be denied and dismiss the allegations contained within the Order in their entirety as they pertain to Leeman.

SIGNED this 26th day of July, 2017.

Respectfully submitted,



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**COUNSEL FOR RESPONDENT
THOMAS LEEMAN**

CERTIFICATE OF SERVICE

Pursuant to Rule 150 of the Commission's Rules of Practice, I hereby certify that on July 26, 2017, a true and correct copy of the foregoing was sent in the manner indicated below upon the following:

VIA ELECTRONIC MAIL

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