

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-19650**

**In the Matter of**

**Conversion Services International, Inc., *et al.***

**Respondents.**

**DIVISION OF ENFORCEMENT'S MOTION FOR**  
**DEFAULT AND BRIEF IN SUPPORT**

The Division of Enforcement (“Division”), by counsel, pursuant to Commission Rules of Practice Rules 154(a) and 155(a)(2) respectfully moves the Securities and Exchange Commission (“Commission”) for an order entering a default against Conversion Services International, Inc. (“Conversion Services”) (CIK No. 934306) and against Chester County Bancshares, Inc. (“Chester County Bancshares”) (CIK No. 810997) (collectively “Respondents”) in this proceeding and ordering the revocation of the registration of each class of Respondents’ securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (“Exchange Act”).

**Argument**

On January 13, 2020, the Commission issued an Order Instituting Proceedings (“OIP”) against Respondents which have securities registered with the Commission under Section 12(g) of the Exchange Act. The OIP alleges the Respondents are delinquent in filing their

mandated periodic reports. Because the Respondents failed to answer or otherwise respond to the OIP, the Division now seeks entry of an order finding respondents Conversion Services and Chester County Bancshares to be in default in this proceeding.

Commission Rule of Practice 220(b) states that where an answer is required to be filed by rule or order, the respondent “shall do so within 20 days after service upon the respondent of the order instituting proceedings” unless a different period is provided by rule or order. Here, the OIP requires “an Answer [to be filed] to the allegations contained in this Order within ten (10) days after service of this Order.” OIP at IV. Commission Rule of Practice 160(a) provides that Saturdays, Sundays and Federal legal holidays are to be counted as part of the 10 day period, and Commission Rule of Practice 160(b) extends that time by three days if service is made by mail.

The Declaration of Gina Joyce to Assist Secretary with Record of Service (attached hereto as Exhibit A) (“Joyce Declaration”) establishes that on January 14, 2020, service upon Conversion Services of the OIP, along with a letter from the Commission’s Secretary, and a letter from the Division offering discovery pursuant to Rule of Practice 230 (collectively the “Service Documents”), was attempted by Express Mail delivery at the address provided in its last EDGAR filing with the Commission, in accordance with Commission Rule of Practice 141(a)(2)(ii). Conversion Service’s answer to the OIP was due by Monday, January 27, 2020. However, Conversion Services has neither filed an answer nor made any other response to the OIP in this proceeding.

The Joyce Declaration also establishes that on January 14, 2020, Chester County Bancshares was served with the Service Documents by Express Mail delivery at the address provided in its last EDGAR filing with the Commission, in accordance with Commission Rule of Practice 141(a)(2)(ii). Chester County Bancshares’ answer to the OIP was due by Monday,

January 27, 2020. Chester County Bancshares has neither filed an answer nor made any other response to the OIP in this proceeding.

The Respondents at issue are delinquent in their filings with the Commission and have been delinquent for over two years. In addition, the Respondents' failure to answer supports revocation of the registration of each class of the Respondents' securities. Accordingly, the Division moves for an order, pursuant to Rule 155(a)(2), finding these Respondents to be in default in this proceeding and ordering that the registration of each class of their securities registered pursuant to Exchange Act Section 12 be revoked.

**Conclusion**

For the reasons set forth above, the Division respectfully requests that the Commission: 1) grant the Division's Motion; 2) enter an order of default against Conversion Services International, Inc. and Chester County Bancshares, Inc.; and 3) revoke the registration of each class of their securities registered pursuant to Section 12 of the Exchange Act.

Dated: December 17, 2020

Respectfully submitted,

*Gina Joyce*  
\_\_\_\_\_  
David Misler (202) 551-2210  
Gina Joyce (202) 551-4850  
Securities and Exchange Commission  
100 F Street, N.E., Room 5120  
Washington, D.C. 20549-5010

COUNSEL FOR  
DIVISION OF ENFORCEMENT

**CERTIFICATE OF SERVICE**

I hereby certify that true copies of the Division of Enforcement's Motion for Default and Brief in Support were served on the following on this 17th day of December, 2020, in the manner indicated below:

By Email:

Office of the Secretary  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-2557

By UPS:

Conversion Services International, Inc.  
100 Eagle Rock Avenue  
East Hanover, NJ 07936

By UPS:

Chester County Bancshares  
One N. High Street  
West Chester, PA 19380

*Gina Joyce*  
\_\_\_\_\_  
Gina Joyce

RECEIVED  
FEB 11 2020  
OFFICE OF THE SECRETARY

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING  
File No. 3-19650

In the Matter of  
  
Conversion Services International, Inc., *et al.*,  
  
Respondents.

**DECLARATION OF GINA JOYCE  
TO ASSIST SECRETARY WITH RECORD OF SERVICE**

GINA JOYCE, pursuant to 28 U.S.C. § 1746, declares:

1. I am a Senior Counsel with the Division of Enforcement (“Division”) of the Securities and Exchange Commission, and co-counsel for the Division in the captioned administrative proceeding. I am submitting this Declaration to assist the Secretary in maintaining a record of service on the respondents in the captioned proceedings pursuant to Rule 141(a)(3).

2. Among other means, Securities and Exchange Commission (“Commission”) Rule of Practice 141(a)(2)(ii) permits service on a corporation or entity by delivering a copy of an Order Instituting Administrative Proceedings (“OIP”) to an agent authorized by appointment or law to receive such service or, in the case of an issuer with a class of securities registered with the Commission, by sending the OIP via U.S. Postal Service certified, registered, or Express Mail and obtaining a confirmation of attempted delivery on the most recent address shown on the entity’s most recent filing with the Commission.

Further, the OIP in this matter authorizes service of the OIP “by any means permitted by the Commission’s Rules of Practice.” Therefore, the Division asked the Commission’s Secretary to first attempt service on the Respondents via U.S. Priority Mail Express.

3. The Office of the Secretary provided me with the U.S. Priority Mail Express tracking numbers for the copies of the Order Instituting Proceedings (“OIP”)<sup>1</sup> that were mailed by the Secretary to the respondents in these proceedings. I input each of the tracking numbers into the U.S. Postal Service’s (“USPS’s”) package tracking system on its Internet website located at [www.usps.com](http://www.usps.com), and printed out the tracking confirmations in order to obtain confirmation of the delivery or attempted delivery of the OIP on each respondent. A true copy of the tracking confirmations for all of the respondents for whom express mail service was attempted is attached as Exhibit 1, hereto.

4. The Secretary mailed the OIP to respondent Conversion Services International, Inc., CIK 934306 (“Conversion Services”), via Priority Mail Express, Tracking No. EJ 140717980 US, to the address shown on its most recent EDGAR filing at 100 Eagle Rock Avenue, East Hanover, NJ 07936. This address is taken from Conversion Services’s last filing with the Commission, which was a Form 8-K filed with the Commission on March 7, 2012. The USPS tracking system confirms that delivery was attempted on January 14, 2020. The addressee had moved, and left no forwarding address. The package was returned to the SEC. *See* Exhibit 1 at pp. 1 - 3.

5. The Secretary mailed the OIP to respondent Chester County Bancshares, Inc., CIK 810997 (“Chester County Bancshares”), via Priority Mail Express, Tracking No. EJ 140717993 US, to the address shown on its most recent EDGAR filing at One N. High

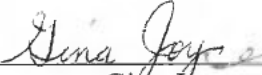
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<sup>1</sup>Each service package included the OIP, a letter from the Commission’s Secretary, and a letter from the Division offering discovery pursuant to Rule of Practice 230.

Street, West Chester, PA 19380. This address is taken from Chester County Bancshares's last filing with the Commission, which was a Form 10KSB40 filed with the Commission on April 15, 1994. The USPS tracking system confirms that the package was delivered on January 14, 2020. See Exhibit 1 at pp. 4 - 5.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 11, 2020.

  
\_\_\_\_\_  
Gina Joyce

ALERT: USPS WILL BE TEMPORARILY SUSPENDING THE GUARANTEE ON PRIORIT...

# USPS Tracking®

[FAQs >](#)

[Track Another Package +](#)

**Tracking Number:** EJ140717980US

[Remove X](#)

Your item was delivered at 9:45 am on January 21, 2020 in WASHINGTON, DC 20549 to SEC 20549 R26. The item was signed for by C HARRIS.

Feedback

 **Delivered**

January 21, 2020 at 9:45 am  
Delivered  
WASHINGTON, DC 20549

**Get Updates** 

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**Text & Email Updates**



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**Proof of Delivery**



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**Tracking History**



**January 21, 2020, 9:45 am**

Delivered

WASHINGTON, DC 20549

Your item was delivered at 9:45 am on January 21, 2020 in WASHINGTON, DC 20549 to SEC 20549 R26. The item was signed for by C HARRIS.



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**January 21, 2020, 7:24 am**  
Out for Delivery  
WASHINGTON, DC 20018

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**January 21, 2020, 7:13 am**  
Arrived at Post Office  
WASHINGTON, DC 20018

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**January 20, 2020**  
In Transit to Next Facility

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**January 19, 2020, 5:29 am**  
Arrived at USPS Regional Facility  
WASHINGTON DC DISTRIBUTION CENTER

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**January 18, 2020, 8:50 pm**  
Arrived at USPS Regional Facility  
NEWARK NJ DISTRIBUTION CENTER

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**January 18, 2020, 5:03 pm**  
Forward Expired  
EAST HANOVER, NJ 07936

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**January 18, 2020, 4:46 pm**  
Departed USPS Regional Facility  
KEARNY NJ DISTRIBUTION CENTER

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**January 14, 2020, 11:20 am**  
Moved, Left no Address  
EAST HANOVER, NJ 07936

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**January 14, 2020, 10:01 am**  
Available for Pickup  
EAST HANOVER, NJ 07936

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Feedback

**January 14, 2020, 7:45 am**

Arrived at Post Office  
EAST HANOVER, NJ 07936

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**January 13, 2020, 11:27 pm**

Departed USPS Regional Facility  
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

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**January 13, 2020, 8:58 pm**

Arrived at USPS Regional Facility  
KEARNY NJ DISTRIBUTION CENTER

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**January 13, 2020, 7:55 pm**

Departed USPS Regional Facility  
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

---

**January 13, 2020, 7:46 pm**

Arrived at USPS Regional Facility  
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

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Feedback

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**Product Information**



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**See Less** ^

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**FAQs**

ALERT: USPS WILL BE TEMPORARILY SUSPENDING THE GUARANTEE ON PRIORIT...

# USPS Tracking®

[FAQs >](#)

**Track Another Package +**

**Tracking Number:** EJ140717993US

[Remove X](#)

Your item was delivered at 11:04 am on January 14, 2020 in WEST CHESTER, PA 19382.  
Waiver of signature was exercised at time of delivery.

Feedback

 **Delivered**

January 14, 2020 at 11:04 am  
Delivered  
WEST CHESTER, PA 19382

**Get Updates** 

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**Text & Email Updates**



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**Proof of Delivery**



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**Tracking History**



**January 14, 2020, 11:04 am**

Delivered

WEST CHESTER, PA 19382

Your item was delivered at 11:04 am on January 14, 2020 in WEST CHESTER, PA 19382.

Waiver of signature was exercised at time of delivery.

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**January 14, 2020, 7:14 am**  
Out for Delivery  
WEST CHESTER, PA 19380

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**January 14, 2020, 7:03 am**  
Arrived at Post Office  
WEST CHESTER, PA 19380

---

**January 14, 2020, 2:17 am**  
Arrived at USPS Regional Facility  
WILMINGTON DE DISTRIBUTION CENTER

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**January 13, 2020, 11:27 pm**  
Departed USPS Regional Facility  
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

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**January 13, 2020, 7:46 pm**  
Arrived at USPS Regional Facility  
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

Feedback

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**Product Information**



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**See Less**

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Go to our FAQs section to find answers to your tracking questions.

**FAQs**