

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940  
Release No. 5614 / October 16, 2020

Admin. Proc. File No. 3-18890

In the Matter of  
  
ELDRICK E. WOODLEY d/b/a  
WOODLEY & CO. WEALTH STRATEGIES

ORDER TO SHOW CAUSE

On November 9, 2018, the Securities and Exchange Commission issued an order instituting administrative proceedings (“OIP”) against Eldrick E. Woodley d/b/a Woodley & Co. Wealth Strategies pursuant to Section 203(f) of the Investment Advisers Act of 1940.<sup>1</sup> On May 21, 2019, the Division of Enforcement filed the Declaration of B. David Fraser, appending a process server’s affidavit, which shows that service of the OIP was made on Woodley on May 8, 2019, pursuant to Rule 141(a)(2)(i) of the Commission’s Rules of Practice.<sup>2</sup>

As stated in the OIP, Woodley’s answer was required to be filed within 20 days of service of the OIP.<sup>3</sup> As of the date of this order, Woodley has not filed an answer. The prehearing conference and the hearing are thus continued indefinitely.

Accordingly, Woodley is ORDERED to SHOW CAUSE by October 30, 2020, why he should not be deemed to be in default due to his failure to file an answer and to otherwise defend this proceeding. When a party defaults, the allegations in the OIP will be deemed to be true and the Commission may determine the proceeding against that party upon consideration of the

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<sup>1</sup> *Eldrick E. Woodley*, Advisers Act Release No. 5064, 2018 WL 5881785 (Nov. 9, 2018).

<sup>2</sup> 17 C.F.R. § 201.141(a)(2)(i); *see also Eldrick E. Woodley*, Exchange Act Release No. 85658, 2019 WL 1616733 (Apr. 16, 2019) (directing the Division to file status report regarding service).

<sup>3</sup> *Eldrick E. Woodley*, 2018 WL 5881785, at \*2; Rules of Practice 151(a), 160(b), 220(b), 17 C.F.R. §§ 201.151(a), 160(b), .220(b).

record without holding a public hearing.<sup>4</sup> The OIP informed Woodley that a failure to file an answer could result in his being deemed in default and the proceedings determined against him.<sup>5</sup>

If Woodley responds to this order to show cause, the Division may file a reply within 14 days after its service. If Woodley does not file a response, the Division shall file a motion for default and other relief by December 11, 2020. The motion should discuss relevant authority relating to the legal basis for and the appropriateness of the requested sanctions and include evidentiary support sufficient to make an individualized assessment of whether those sanctions are in the public interest.<sup>6</sup> The parties may file opposition and reply briefs within the deadlines provided by the Rules of Practice.<sup>7</sup> The failure to timely oppose a dispositive motion is also a basis for a finding of default;<sup>8</sup> it may result in the determination of particular claims, or the proceeding as a whole, adversely to the non-moving party and may be deemed a forfeiture of arguments that could have been raised at that time.<sup>9</sup>

The parties' attention is called to the Commission's March 18, 2020 order regarding the filing and service of papers, which provides that pending further order of the Commission parties to the extent possible shall submit all filings electronically at [apfilings@sec.gov](mailto:apfilings@sec.gov).<sup>10</sup>

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<sup>4</sup> Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, .180.

<sup>5</sup> *Eldrick E. Woodley*, 2018 WL 5881785, at \*2 (“If Respondent fails to file the directed Answer, . . . the Respondent may be deemed in default and the proceedings may be determined against [him] . . . .”).

<sup>6</sup> *See generally Rapoport v. SEC*, 682 F.3d 98, 108 (D.C. Cir. 2012) (requiring “meaningful explanation for imposing sanctions”); *McCarthy v. SEC*, 406 F.3d 179, 190 (D.C. Cir. 2005) (“each case must be considered on its own facts”); *Gary McDuff*, Exchange Act Release No. 74803, 2015 WL 1873119, at \*1 (Apr. 23, 2015); *Ross Mandell*, Exchange Act Release No. 71668, 2014 WL 907416, at \*2 (Mar. 7, 2014), *vacated in part on other grounds*, Exchange Act Release No. 77935, 2016 WL 3030883 (May 26, 2016); *Don Warner Reinhard*, Exchange Act Release No. 61506, 2010 WL 421305, at \*3-4 (Feb. 4, 2010), *appeal after remand*, Exchange Act Release No. 63720, 2011 WL 121451, at \*5-8 (Jan. 14, 2011).

<sup>7</sup> *See* Rules of Practice 154, 160, 17 C.F.R. §§ 201.154, .160.

<sup>8</sup> *See* Rules of Practice 155(a)(2), 180(c), 17 C.F.R. § 201.155(a)(2), .180(c); *see, e.g., Benham Halali*, Exchange Act Release No. 79722, 2017 WL 24498, at \*3 n.12 (Jan. 3, 2017).

<sup>9</sup> *See, e.g., McBarron Capital LLC*, Exchange Act Release No. 81789, 2017 WL 4350655, at \*3-5 (Sep. 29, 2017); *Bennett Group Fin. Servs., LLC*, Exchange Act Release No. 80347, 2017 WL 1176053, at \*2-3 (Mar. 30, 2017); *Apollo Publ’n Corp.*, Securities Act Release No. 8678, 2006 WL 985307, at \*1 n.6 (Apr. 13, 2006).

<sup>10</sup> *See Pending Administrative Proceedings*, Exchange Act Release No. 88415, <https://www.sec.gov/litigation/opinions/2020/33-10767.pdf>.

Upon review of the filings in response to this order, the Commission will either direct further proceedings by subsequent order or issue a final opinion and order resolving the matter.

For the Commission, by the Office of the General Counsel, pursuant to delegated authority.

Vanessa A. Countryman  
Secretary