

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 91041 / February 2, 2021

Admin. Proc. File No. 3-19650

In the Matter of  
  
CONVERSION SERVICES INTERNATIONAL, INC.  
AND  
CHESTER COUNTY BANCSHARES, INC.

ORDER TO SHOW CAUSE AS TO CONVERSION SERVICES INTERNATIONAL, INC.,  
AND ORDER REGARDING SERVICE AS TO CHESTER COUNTY BANCSHARES, INC.

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on January 13, 2020, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against respondent Conversion Services International, Inc.<sup>1</sup>

On December 21, 2020, the Division of Enforcement filed a motion requesting that the Commission find Conversion Services in default for not filing an answer and that it revoke the registration of each class of its securities based on the record and the allegations in the OIP. The motion included the Declaration of Gina Joyce stating that, pursuant to Commission Rule of Practice 141(a)(2)(ii),<sup>2</sup> service of the OIP was made on Conversion Services on January 14, 2020.<sup>3</sup>

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<sup>1</sup> *Conversion Services Int’l, Inc.*, Exchange Act Release No. 87945, 2020 WL 136657 (Jan. 13, 2020). As discussed below, the OIP also instituted proceedings against Chester County Bancshares, Inc.

<sup>2</sup> 17 C.F.R. § 201.141(a)(2)(ii).

<sup>3</sup> The Declaration also stated that service of the OIP was made on Chester County Bancshares, Inc., by mailing the OIP “to the address shown on its most recent EDGAR filing.” However, the Commission’s EDGAR database does not reflect any filings by Chester County Bancshares, Inc. See Rule of Practice 323, 17 C.F.R. § 201.323 (permitting the Commission to take official notice of “any matter in the public official records of the Commission”). Accordingly, by February 16, 2021, the Division is ordered to file a status update that attaches (1) a corrected declaration regarding its service of the OIP on Chester County Bancshares, Inc.,

As stated in the OIP, Conversion Services's answer was required to be filed within ten days of the service of the OIP.<sup>4</sup> As of the date of this order, Conversion Services has not filed an answer. The prehearing conference and hearing are thus continued indefinitely.

Accordingly, Conversion Services International, Inc. is ORDERED to SHOW CAUSE by February 16, 2021, why the registration of its securities should not be revoked by default due to its 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 record without holding a public hearing.

If Conversion Services fails to respond to this order to show cause, it may be deemed in default, the proceeding may be determined against it, and the registration of its securities may be revoked.<sup>5</sup> Upon review of the filings in response to this order, the Commission will either direct further proceedings by subsequent order or issue a final order resolving the matter.

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>6</sup> Also, the Commission's Rules of Practice were recently amended to include new e-filing requirements, which take effect on April 12, 2021.<sup>7</sup>

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

Vanessa A. Countryman  
Secretary

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(2) Chester County Bancshares, Inc.'s most recent filing with the Commission, and (3) if applicable, Chester County Bancshares, Inc.'s most recent periodic filing with the Commission.

<sup>4</sup> *Conversion Services*, 2020 WL 136657, at \*2; Rules of Practice 151(a), 160(b), 220(b), 17 C.F.R. §§ 201.151(a), 201.160(b), 201.220(b).

<sup>5</sup> Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see Conversion Services*, 2020 WL 136657, at \*2 ("If Respondents fail to file the directed Answers, . . . [they] may be deemed in default and the proceedings may be determined against them . . .").

<sup>6</sup> *Pending Administrative Proceedings*, Exchange Act Release No. 88415, 2020 WL 1322001 (Mar. 18, 2020), <https://www.sec.gov/litigation/opinions/2020/33-10767.pdf>.

<sup>7</sup> *Amendments to the Commission's Rules of Practice*, 85 Fed. Reg. 86,464, 86,474 (Dec. 30, 2020); *see also Amendments to the Commission's Rules of Practice*, Exchange Act Release No. 90442, 2020 WL 7013370 (Nov. 17, 2020); *Instructions for Electronic Filing and Service of Documents in SEC Administrative Proceedings and Technical Specifications*, <https://www.sec.gov/efapdocs/instructions.pdf>. The amendments also impose other obligations on parties to administrative proceedings such as a new redaction and omission of sensitive personal information requirement. *Amendments to the Commission's Rules of Practice*, 85 Fed. Reg. at 86,465–81.