UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 102694 / March 19, 2025

Admin. Proc. File No. 3-21951

In the Matter of

TODD STUART BREITLING

ORDER DENYING MOTION TO APPOINT COUNSEL, DISCHARGING ORDER TO SHOW CAUSE, DIRECTING SUBMISSION BY THE DIVISION OF ENFORCEMENT, AND DIRECTING PREHEARING CONFERENCE

The Securities and Exchange Commission issued an order instituting proceedings ("OIP") on May 29, 2024, under Section 15(b) of the Securities Exchange Act of 1934, against Todd Stuart Breitling,[1] who is currently incarcerated and pro se. The OIP was served on Breitling in September 2024, and in December 2024 the Commission issued an order that Breitling show cause why he should not be deemed to be in default and why this proceeding should not be determined against him due to his failure to file an answer or to otherwise defend this proceeding.[2] In January 2025, Breitling filed a handwritten response to the order to show cause, which stated, in part, that he had timely mailed a response to the OIP to counsel for the Division of Enforcement in October 2024. Breitling's January 2025 filing also requested that the Commission appoint counsel for him.

Division counsel filed a reply to Breitling's response in February 2025, acknowledging that Breitling's response to the order to show cause "clarified that he intended for the [October 2024] Letter to be an Answer to the OIP." The Commission has not yet received the October 2024 letter referred to in the Division's and Breitling's filings, however.

---

1 *Todd Stuart Breitling*, Exchange Act Release No. 100238, 2024 WL 2800987 (May 29, 2024).

2 *Todd Stuart Breitling*, Exchange Act Release No. 101835, 2024 WL 5007264 (Dec. 6, 2024).

I. We deny Breitling's request for appointment of counsel.

Respondents are not entitled to the appointment of counsel in Commission administrative proceedings.[3] Accordingly, we DENY Breitling's request for appointment of counsel.

II. Breitling may file and serve documents via mail rather than electronically, but he must send any future filings to both the Office of the Secretary and the Division of Enforcement and include a certificate of service.

We deem Breitling's January 2025 handwritten response to the order to show cause as a certification of his inability to file or serve documents electronically during the duration of the proceeding pursuant to Rules of Practice 150(c)(1) and 152(a)(1).[4] Breitling therefore may serve and file documents by any means provided in Rules of Practice 150(d) and 152(a)(2).[5] These means include U.S. Postal Service first class, certified, registered, or express mail delivery addressed to the Commission's Office of the Secretary (for filing), with a separate duplicate copy addressed to the Division (for service).

Breitling is reminded that in the future he must send any filings to the Office of the Secretary, as well as sending a copy to counsel for the Division of Enforcement.[6] He also must include a certificate of service with each document that he files.[7] For example, a filing's certificate of service could state that, on a particular date, he is mailing a duplicate copy of the filing to the Division attorney via first-class U.S. mail.

---

[3] *See, e.g.*, *Matthew J. Skinner*, Exchange Act Release No. 99506, 2024 WL 517503, at *1 (Feb. 9, 2024) (denying motion for appointment of counsel).

[4] 17 C.F.R. §§ 201.150(c)(1), .152(a)(1) (discussing certification of inability to serve and file documents electronically).

[5] *Id.* §§ 201.150(d), .152(a)(2).

[6] Rule of Practice 150(a), 17 C.F.R. § 201.150(a). The address for making filings by mail is Office of the Secretary, U.S. Securities and Exchange Commission; 100 F Street NE, Mail Stop 1090; Washington, DC 20549. Breitling must also send a copy of each filing to the Division of Enforcement attorney in this matter, Jennifer Reece; Burnett Plaza; 801 Cherry Street; Suite 1900, Unit 18; Fort Worth, TX 76102. Finally, as described below, each filing must contain a certificate of service stating the date on which the filing is being sent to the Division attorney.

[7] Rule of Practice 151(d), 17 C.F.R. § 201.151(d). A certificate of service "stat[es] the name of the person or persons served, the date of service, the method of service, and the mailing address or email address to which service was made, if not made in person." *Id.*

III. We discharge the order to show cause and direct the Division to file a status report attaching a copy of Breitling's October 2024 letter.

Given the circumstances, IT IS ORDERED that the order to show cause be discharged, and Breitling will not be deemed in default at this time. In addition, the Division is ORDERED by April 2, 2025, to file a status report that attaches a copy of the October 2024 letter described above, which Breitling has indicated constitutes his answer to the OIP.

IV. We direct Breitling and the Division to conduct a prehearing conference.

Given the circumstances, including Breitling's pro se and incarcerated status, we direct the parties to conduct a prehearing conference and submit a prehearing conference statement within 28 days of this order. As provided in the OIP, the parties may meet in person or participate by telephone or other remote means; following the conference, they shall file a statement with the Office of the Secretary advising the Commission of any agreements reached at said conference.[8] If a prehearing conference is not held, a statement shall be filed with the Office of the Secretary advising the Commission of that fact and of the efforts made to meet and confer. As explained in the OIP, if Breitling does not participate in the prehearing conference, he may be deemed in default, the allegations of the OIP may be deemed to be true, and the proceeding may be determined against him.[9]

Accordingly, it is ORDERED that by April 16, 2025, the parties shall conduct a prehearing conference and file a statement with the Office of the Secretary advising the Commission of any agreements reached at the prehearing conference. If a prehearing conference is not held, both parties shall file by April 16, 2025, a statement, jointly or separately, advising the Commission of that fact and of the efforts made to meet and confer.

* * *

Pursuant to Rule of Practice 180(c), a party's failure to comply with this order may result in the Commission's determination of the matter at issue against that party, entry of a default,

---

8 *Breitling*, 2024 WL 2800987, at *2.

9 *See id.*; Rules of Practice 155(a), 221(f), 17 C.F.R. § 201.155(a), .221(f).

dismissal of the proceeding, or the prohibition of the introduction of evidence or the exclusion of testimony regarding the matter at issue.[10]

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

Vanessa A. Countryman
Secretary

---

[10] Rule of Practice 180(c), 17 C.F.R. § 201.180(c).