

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 103330 / June 26, 2025

INVESTMENT ADVISERS ACT OF 1940
Release No. 6890 / June 26, 2025

In the Matter of

CERTAIN OFF-CHANNEL COMMUNICATIONS
SETTLED ORDERS

ORDER DENYING MOTIONS TO MODIFY OR AMEND AND STAY SETTLED ORDERS

In September 2023 and February 2024, the Securities and Exchange Commission issued five separate orders instituting administrative and cease-and-desist proceedings, making findings, and imposing remedial sanctions and a cease-and-desist order against the respondents listed in the Appendix (“Respondents”). The Commission issued these orders after accepting Respondents’ signed offers of settlement, in which Respondents admitted to certain violations related to their employees’ communications on personal devices (“off-channel communications”) and agreed to comply with undertakings designed to remediate their violations (the “Settled Orders”).¹

Respondents now seek (1) to modify their Settled Orders, arguing that the Commission should “equalize” certain undertakings contained in Respondents’ agreements with those contained in more recent Commission settlements; and, in all but one case, (2) to stay the effectiveness of their undertakings pending our consideration of their motions to modify. The Division of Enforcement opposes Respondents’ motions.

With two exceptions noted below, Respondents raise the same arguments that the Commission recently rejected in an order denying a series of similar motions to modify.² We deny these Respondents’ motions for the same reasons.

¹ The Settled Orders are also listed in the Appendix.

² See *Certain Off-Channel Commc’ns Settled Orders*, Exchange Act Release No. 102860, 2025 WL 1101495 (Apr. 14, 2025).

The Commission and courts have long emphasized the “strong interest” in maintaining the finality of settlements.³ Parties generally therefore must demonstrate “compelling” or “extraordinary” circumstances to modify a settled order.⁴ Here, Respondents primarily argue that it is “inequitable” that their settlements require them to comply with certain undertakings that were not required in subsequent settlements between other respondents and the Commission in January 2025. As the Commission has stated, however, a party’s belief that subsequent parties negotiated better settlement terms is not a compelling circumstance that justifies altering the terms of a prior settlement.⁵ Respondents also again cite to the same Commission cases and Rules of Practice that we previously rejected as providing a legal basis for modifying the settled orders.⁶ We reject those arguments again for the same reasons we did before.

Perella Weinberg Partners LP and Perella Weinberg Partners Capital Management LP now additionally argue that they should have received better settlement terms than the January 2025 respondents because they were the first firms to self-report their violations. Self-reporting is one factor among several that the Commission considers when evaluating a person’s cooperation with an enforcement matter, but the Commission’s public guidance on that topic states the Commission did not make a commitment or promise about how to treat a specific case and did not limit its discretion to evaluate each case individually.⁷ Given the various factors and the Commission’s discretion, a later party receiving different or more favorable terms does not provide a basis for modifying a settlement. Rather, it “furthers and is not detrimental to the public interest” because it increases the Commission’s “flexibility and discretion to resolve future cases.”⁸

Kroll Bond Rating Agency, LLC, additionally argues that the undertakings it agreed to are particularly ill-suited to it because it is a relatively small nationally-recognized statistical rating organization (“NRSRO”). However, Kroll was an NRSRO when it agreed to its settled

³ *Id.* at *1 & n.2 (collecting cases).

⁴ *Id.* at *1 & n.3.

⁵ *Id.* at *1-3.

⁶ *Id.* at *3 (explaining why the Commission authority cited by Respondents, such as *Millennium Partners, L.P.*, Exchange Act Release No. 78364, 2016 WL 3902753 (July 19, 2016) and Rules of Practice 100(c) and 200(d)(1), are inapposite or inapplicable).

⁷ *See Report of Investigation Pursuant to Section 21(a) of the Securities Exchange Act of 1934 and Commission Statement on the Relationship of Cooperation to Agency Enforcement Decisions*, Exchange Act Release No. 44969, 2001 WL 1301408, at *2 (Oct. 23, 2001).

⁸ *Certain Off-Channel Commc’ns Settled Orders*, 2025 WL 1101495, at *2.

order, and it does not argue that anything about its NRSRO status or size has changed since then.⁹

We accordingly deny Respondents' motions to modify the Settled Orders. Because we deny Respondents' motions on the merits, we also deny, as applicable, their requests for stays and administrative stays.

Accordingly, it is ORDERED that Respondents' motions are denied.

By the Commission.

Vanessa A. Countryman
Secretary

Commissioner PEIRCE, dissenting for the reasons stated in her dissent in *Certain Off-Channel Communications Settled Orders*, Exchange Act Release No. 102860, 2025 WL 1101495 (Apr. 14, 2025).

⁹ See *id.* (explaining that a respondent must show a “significant change in circumstances” to justify modifying a settled order as no longer equitable) (quoting *Rufo v. Inmates of Suffolk Cnty. Jail*, 502 U.S. 367, 383 (1992)).

Appendix

The respondents and settled orders at issue are:

- Nuveen Securities, LLC; AP File No. 3-21767; Exchange Act Release No. 98630, 2023 WL 6373154 (Sept. 29, 2023);
- Perella Weinberg Partners LP; Tudor, Pickering, Holt & Co. Securities LLC; and Perella Weinberg Partners Capital Management LP; AP File No. 3-21769; Exchange Act Release No. 98632, 2023 WL 6373156 (Sept. 29, 2023);
- Kroll Bond Rating Agency, LLC; AP File No. 3-21776; Exchange Act Release No. 98654, 2023 WL 6373210 (Sept. 29, 2023);
- Northwestern Mutual Investment Services, LLC; Northwestern Mutual Investment Management Company, LLC; and Mason Street Advisors, LLC; AP File No. 3-21850; Exchange Act Release No. 99501, 2024 WL 517498 (Feb. 9, 2024);
- The Huntington Investment Company; Huntington Securities, Inc.; and Capstone Capital Markets LLC; AP File No. 3-21853; Exchange Act Release No. 99504, 2024 WL 517501 (Feb. 9, 2024).