

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 63323 / November 17, 2010

INVESTMENT ADVISERS ACT OF 1940
Release No. 3109 / November 17, 2010

ADMINISTRATIVE PROCEEDING
File No. 3-14125

In the Matter of

**THE BUCKINGHAM RESEARCH
GROUP, INC., BUCKINGHAM
CAPITAL MANAGEMENT, INC.,
and LLOYD R. KARP,**

Respondents.

**ORDER INSTITUTING
ADMINISTRATIVE AND CEASE-AND-
DESIST PROCEEDINGS PURSUANT TO
SECTIONS 15(b) AND 21C OF THE
SECURITIES EXCHANGE ACT OF 1934
AND SECTIONS 203(e), 203(f) and 203(k)
OF THE INVESTMENT ADVISERS ACT
OF 1940, MAKING FINDINGS AND
IMPOSING REMEDIAL SANCTIONS AND
A CEASE-AND-DESIST ORDER**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) against The Buckingham Research Group, Inc. (“BRG”), pursuant to Sections 203(e) and 203(k) of the Investment Advisers Act of 1940 (“Advisers Act”) against Buckingham Capital Management, Inc. (“BCM”), and pursuant to Sections 15(b) and 21C of the Exchange Act and Sections 203(f) and 203(k) of the Advisers Act against Lloyd R. Karp (“Karp”) (collectively, “Respondents”).

II.

In anticipation of the institution of these proceedings, Respondents have submitted Offers of Settlement (the “Offers”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over them and the subject matter of these proceedings, which are admitted, Respondents consent to the entry of this Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Sections 15(b) and 21C of the

Securities Exchange Act of 1934 and Sections 203(e), 203(f) and 203(k) of the Investment Advisers Act of 1940, Making Findings and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and the Respondents’ Offers, the Commission finds that:

Summary

1. From at least September 2005, BRG, a registered broker-dealer and institutional equity research firm, and its subsidiary, BCM, a registered investment adviser, failed to establish, maintain and enforce policies and procedures reasonably designed, taking into account the nature of their respective and interconnected businesses, to prevent the misuse of material, nonpublic information. For 2005, BCM also failed to conduct an annual review of the adequacy of its compliance policies and procedures and the effectiveness of their implementation, as required by the Advisers Act.

2. BRG and BCM’s policies and procedures were deficient in a number of ways. BRG had a written procedure to address the misuse of material, nonpublic information, but did not follow its written procedure in practice. Important compliance policies and procedures were not contained in BCM’s written policies and procedures. Further, in some instances, BCM’s written policies and procedures were so unclear that employees did not understand their responsibilities. In other instances, the practices BCM employed varied materially from its written policies and procedures. These failures led to inadequate implementation and enforcement of the firms’ written compliance policies and procedures.

3. BCM also failed to create and maintain records evidencing important supervisory authorizations and compliance reviews. In October 2006, the SEC examination staff began conducting an examination of BCM. In the course of preparing for the examination and collecting records to produce to the SEC staff, BCM discovered that certain compliance-related records were incomplete and that others were missing from its files. BCM personnel altered its records by creating compliance documents, and produced those records to the SEC examination staff without disclosing that those records included “replacements” for incomplete or missing records. This conduct prevented the examination staff from discovering BCM’s failure to follow its compliance procedures and violated BCM’s statutory obligation to make its records available for examination.

4. Karp was the chief compliance officer of both BRG and BCM during the relevant period and was directly responsible for establishing and administering the firms’ compliance programs, including policies and procedures reasonably designed to prevent misuse of material, nonpublic information. Karp failed to discharge those responsibilities adequately, which resulted in the violations by BRG and BCM.

Respondents

5. BRG is a Delaware corporation with its principal place of business in New York City. Since 1982, it has been registered with the Commission as a broker-dealer pursuant to Section 15(b) of the Exchange Act. BRG's primary business is providing equity research to hedge funds, broker-dealers, and other institutional customers, and the firm is known for its research in retail, apparel and footwear. BRG obtains the majority of its revenue from executing trades for its research customers.

6. BCM is a Delaware corporation with its principal place of business in New York City. Since December 1985, it has been registered with the Commission as an investment adviser pursuant to Section 203(c) of the Advisers Act. BCM is a wholly-owned subsidiary of BRG. BCM provides discretionary investment advisory services to investors that include high net worth individuals and various entities. BCM offers its clients equity portfolio management through two groups of funds, one that invests in the retail, apparel and footwear sector and one that invests in a diversified portfolio.

7. Lloyd Karp, age 52, was the chief compliance officer of both BRG and BCM from December 2002 to May 2010. He has also been the chief operations officer of BRG since 2004, and is the corporate secretary, treasurer and a senior vice-president of the firm. Karp has a small direct ownership interest in BRG. Karp has Series 7, Series 8 and Series 63 licenses, and has been an associated person and registered principal of BRG since December 2002.

Facts

A. Compliance Failures

8. BRG and BCM have adjoining office space, separated only by a partial glass barrier, and they share certain facilities. In addition to their parent-subsidary relationship, BRG and BCM share a chief executive officer and, until May 2010, Karp was the chief compliance officer of both firms. BRG analysts cover, and BCM invests in, securities in a wide range of industry sectors, including the retail, apparel, and footwear sector ("RAF"). Two of the senior portfolio managers of BCM's RAF strategy are former BRG analysts. BCM is a significant brokerage customer of BRG; its trading accounts for approximately 25% of BRG's commission revenue. Taking into consideration the nature of the firms' business and relationship, BCM and BRG did not establish, maintain and enforce written policies and procedures reasonably designed to prevent misuse of material, nonpublic information.

9. In January 2005, to address the information flow risk between BRG and BCM, BRG instituted a Material Research Information ("MRI") review procedure to detect and prevent potential misuse by BCM of BRG material research information, such as the initiation of research coverage or changes in price targets. BRG's written policy required research analysts to complete a certification form whenever there was an MRI event, attesting that they had maintained confidentiality of the material research information. The policy specifically identified two reasons for the certification: to document compliance with the firm's confidentiality policy and to remind the analyst of his/her responsibility to restrict disclosure of material research information. However, in practice, BRG did not follow its written policy. Instead, BRG required an analyst to complete a certification only if a compliance assistant determined that BCM had traded in the stock in the same direction as the research and requested the analyst certification. Nor did BRG uniformly adhere to this practice—in some instances,

analyst certifications were lacking or incomplete, and some were dated long after the MRI event occurred. In February 2007, BRG changed its written policy to conform to its practice.

10. Before February 2007, BCM's written policies did not address the potential misuse of BRG material research information. In practice, if a BRG analyst was required to complete a certification, the BCM portfolio manager who directed the trade was asked afterward to provide a written explanation of the basis for his investment decision. This practice was not consistently followed. Further, prior to 2007, the compliance staff did not request back-up information to determine whether the portfolio manager's explanation was reasonable. In early 2007, BCM incorporated the BRG practice into its written policies and procedures.

11. Two of BCM's senior portfolio managers are former executives of companies in the retail, apparel, and footwear sector. They have long-standing, collegial relationships with industry insiders. In addition, some of these industry insiders are BCM investors. Until May 2009, BCM's written "Insider Trading Prohibitions" policy required that persons with access to material, nonpublic information report "all business, financial or personal relationships that *may* result in access to material, non-public information." (emphasis added) However, BCM never followed its written policy. Instead, the firm required employees to report only relationships that actually *did* result in access to material, nonpublic information. BCM did not compile a list of its investors who are RAF insiders to use for compliance review of its trading.

12. Rule 206(4)-7(a) requires an investment adviser to adopt and implement written policies and procedures reasonably designed to prevent violations of the Advisers Act and the rules thereunder. Karp created a compliance review log form in 2005 to ensure that important compliance reviews, including best execution and observing client guidelines and restrictions, had been conducted and thereby prevent violations of the anti-fraud provisions of the Advisers Act. However, as late as June 2009, BCM had no written procedure that adequately set forth the use of the compliance review log, and, therefore, BCM's personnel had no uniform understanding of its use.

13. Rule 206(4)-7(b) requires an investment adviser to review, at least annually, the adequacy of its policies and procedures and the effectiveness of their implementation. BCM failed to conduct an annual compliance review for 2005.

14. In late 2003 and early 2004, the SEC examination staff identified deficiencies in BCM's monitoring of employees' personal trading, and documented those findings in a deficiency letter to the firm. The staff specifically stated that BCM's written policies and procedures should be updated to reflect its current policies and procedures.

15. In a written response to the staff, prepared by Karp, BCM represented that it would cure the deficiencies identified by the examination staff by adding certain documentation and review requirements. The remedial steps included: requiring all employees to use a pre-approval form to document pre-approval of their trades; requiring Karp to conduct quarterly reviews of all employee trading to determine that the pre-approval and documentation requirements had been met; and requiring Karp to initial and date a compliance log to confirm that quarterly reviews had been performed.

16. BCM and Karp failed to implement these remedial steps fully. The updates to BCM's written policies and procedures did not clearly or completely reflect these new procedures, including use and maintenance of the pre-approval forms and completion of the

compliance log. Karp did not conduct the promised quarterly review of all employee trading to assure that pre-approval and documentation requirements had been met.

17. For the entire period of the conduct described above, Karp was the chief compliance officer at both firms and was responsible for establishing and administering their compliance policies and procedures. Karp was aware of the compliance weaknesses and failures and either failed to act or failed to correct them.

B. BCM's Failures to Produce

18. When BCM began preparing for the 2006 examination by the Commission staff, BCM discovered that it was missing pre-approval forms for more than 100 employee trades in 2005. However, instead of producing the incomplete employee trading records to the exam staff, BCM altered the records produced by creating and adding forms, and produced the existing records along with the added forms to the Commission examination staff without disclosing what had been done.

19. During the 2006 exam, BCM also discovered that its compliance review logs for 2005 and 2006 were incomplete. Karp had not initialed and dated the compliance logs and had not checked them regularly. Instead of producing the incomplete compliance logs, BCM staff altered the firm's records by replacing the incomplete logs with newly-created ones that the staff had various BCM personnel initial, creating the appearance that all the reviews had been completed timely, that various compliance reviews were being logged properly, and that Karp was following through on his promise to use the log to track his quarterly employee trading review. BCM produced those replacement logs to the Commission examination staff without disclosing what had been done.

20. Karp was on medical leave at the time the 2006 examination commenced and did not have primary responsibility for BCM's response to the Commission staff's examination requests.

Legal Discussion

21. Section 15(f) of the Exchange Act requires brokers and dealers to establish, maintain and enforce written policies and procedures reasonably designed, taking into consideration the nature of such broker's or dealer's business, to prevent the misuse of material, nonpublic information by such broker or dealer or any person associated with such broker or dealer. "Person associated with a broker or dealer" is defined in Section 3(a)(18) of the Exchange Act to include "any person directly or indirectly...controlled by, or under common control with" the broker or dealer. Accordingly, BCM is an associated person of BRG.

22. Section 204A of the Advisers Act requires investment advisers to establish, maintain and enforce written policies and procedures reasonably designed, taking into consideration the nature of such investment adviser's business, to prevent the misuse of material, nonpublic information by such investment adviser or any person associated with such investment adviser. "Person associated with an investment adviser" is defined in Section 202(a)(17) of the Advisers Act to include "any person directly or indirectly...controlling" the investment adviser. Accordingly, BRG is an associated person of BCM.

23. Taking into consideration the relationship between BRG and BCM, BRG's research and BCM's investment in the RAF sector, their overlapping senior management and their physical proximity, the firms' policies and procedures were not reasonably designed to prevent the misuse of material, nonpublic information. Despite the need for enhanced controls to prevent the misuse of material, nonpublic information presented by the firms' relationship, BCM and BRG failed to establish adequate written policies and procedures to address those risks. BRG had a written policy to address the misuse of material, nonpublic information, its MRI review, but did not follow that written policy in practice. Important compliance procedures, such as the MRI review, were not contained in BCM's written policies and procedures until 2007. Further, in some instances, such as documenting employee trading pre-approval, BCM's written procedures were so unclear that employees did not understand their responsibilities. In other instances, such as identifying relationships that may result in access to material, nonpublic information, the practices BCM employed varied materially from its written procedures. These failures led to inadequate implementation and enforcement of the firms' written procedures. Accordingly, BRG willfully violated Section 15(f) of the Exchange Act, and BCM willfully violated Section 204A of the Advisers Act. As the chief compliance officer who was responsible for establishing and administering all compliance policies, including policies and procedures to prevent misuse of material, nonpublic information, Karp willfully aided and abetted and caused the firms' violations.

24. Section 206(4) of the Advisers act prohibits advisers from engaging in any act, practice, or course of business which is fraudulent, deceptive, or manipulative. Rule 206(4)-7 thereunder requires advisers to adopt and implement written policies and procedures reasonably designed to prevent violation of the Act and the rules. BCM willfully violated Section 206(4) and Rule 206(4)-7 by failing to adopt and implement adequate written procedures with respect to use of the compliance log, which was designed, among other things, to monitor compliance reviews to prevent violation of the anti-fraud provisions of the Advisers Act. As the chief compliance officer who was responsible for establishing and administering all compliance policies, Karp willfully aided and abetted and caused BCM's violations.

25. Rule 206(4)-7(b) under Section 206(4) of the Advisers Act requires that an investment adviser review, at least annually, the adequacy of its policies and procedures and the effectiveness of their implementation. BCM willfully violated Advisers Act Section 206(4) and Rule 206(4)-7(b) thereunder by failing to conduct an annual compliance review for 2005. As the chief compliance officer who was responsible for establishing and administering all compliance policies, Karp willfully aided and abetted and caused BCM's violations.

26. Section 204(a) of the Advisers Act provides that all records of an investment adviser are subject to examination by the Commission. The Commission's examination authority is fundamental to its ability to protect investors by monitoring investment advisers' compliance with the federal securities laws. Regulated firms cannot undermine this crucial component of Commission oversight by producing altered records or by supplementing existing records with replacements for missing documents, even if not required records, without disclosure of the additions and alterations to the Commission examination staff. BCM was obligated under Section 204(a) to produce its records for the Commission examination staff as those records existed at the time of the exam staff's request. BCM willfully violated Section 204(a) by failing to produce to the examination staff its incomplete compliance logs and by creating records and producing them to the exam staff without disclosing what had been done.

Respondents' Remedial Efforts

27. In determining to accept the Offers, the Commission considered remedial acts undertaken by Respondents and cooperation afforded the Commission staff.

Undertakings

28. Respondents BRG and BCM have undertaken to:
- A. Retain, at Respondents' expense and within 30 (thirty) days of the issuance of this Order, a qualified independent consultant (the "Consultant") not unacceptable to the staff of the Division of Enforcement (the "Staff") to conduct a comprehensive review of Respondents' policies, practices, and procedures to ensure compliance with the federal securities laws, including: (1) the prevention of the misuse of material, nonpublic information as required, for BRG, by Section 15(f) of the Exchange Act and, for BCM, by Section 204A of the Advisers Act, taking into account and consideration the nature of Respondents' businesses and the relationship between the two Respondents; and (2) BCM's policies and procedures required by Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder, and to prepare the written reports, referenced below, reviewing the adequacy of each Respondent's policies, practices, and procedures and making recommendations regarding how Respondents should modify or supplement their respective policies, practices, and procedures, taking into account and consideration the nature of their businesses and the relationship between them, to prevent the misuse of material, nonpublic information in compliance with Section 15(f) of the Exchange Act and Sections 204A and 206(4) of the Advisers Act. Respondents shall provide a copy of the engagement letter detailing the Consultant's responsibilities to Kara N. Brockmeyer, Assistant Director, Division of Enforcement, U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549-5720;
 - B. Cooperate fully with the Consultant, including providing the Consultant with access to their respective files, books, records, and personnel as reasonably requested for the above-mentioned review, and obtaining the cooperation of their respective employees or other persons under their control;
 - C. Require the Consultant to report to the Staff on his/her/its activities as the Staff shall request;
 - D. Permit the Consultant to engage such assistance, clerical, legal or expert, as necessary and at a reasonable cost, to carry out his/her/its activities, and the cost, if any, of such assistance shall be borne exclusively by Respondents;
 - E. Within ninety (90) days of the issuance of this Order, unless otherwise extended by the Staff for good cause, Respondents shall require the Consultant to complete the review described in subparagraph A above and prepare a written Preliminary Report that: (i) evaluates the adequacy under Section 15(f) of the Exchange Act and Sections 204A and 206(4) of the Advisers Act of each Respondent's policies, practices, and procedures, taking into account and consideration the nature of their businesses and the relationship between them, to prevent the misuse of material, nonpublic information; and (ii) makes any recommendations about

modifications thereto or additional or supplemental procedures deemed necessary to remedy any deficiencies described in the Preliminary Report. Respondents shall require the Consultant to provide the Preliminary Report simultaneously to both the Staff (at the address set forth above) and Respondents;

- F. Within one hundred and twenty (120) days of Respondents' receipt of the Preliminary Report, Respondents shall adopt and implement all recommendations set forth in the Preliminary Report; provided, however, that as to any recommendation that Respondents consider to be, in whole or in part, unduly burdensome or impractical, Respondents may submit in writing to the Consultant and the Staff (at the address set forth above), within thirty (30) days of receiving the Preliminary Report, an alternative policy, practice, or procedure designed to achieve the same objective or purpose. Respondents shall then attempt in good faith to reach an agreement with the Consultant relating to each recommendation that Respondents consider to be unduly burdensome or impractical and request that the Consultant reasonably evaluate any alternative policy, practice, or procedure proposed by Respondents. Within fourteen (14) days after the conclusion of the discussion and evaluation by Respondents and the Consultant, Respondents shall require that the Consultant inform Respondents and the Staff (at the address set forth above) of his/her/its final determination concerning any recommendation that Respondents consider to be unduly burdensome or impractical. Respondents shall abide by the determinations of the Consultant and, within sixty (60) days after final agreement between Respondents and the Consultant or final determination by the Consultant, whichever occurs first, Respondents shall adopt and implement all of the recommendations that the Consultant deems appropriate;
- G. Within fourteen (14) days of Respondents' adoption of all of the recommendations that the Consultant deems appropriate, Respondents shall certify in writing to the Consultant and the Staff (at the address set forth above) that Respondents have adopted and implemented all of the Consultant's recommendations and that Respondents have established policies, practices, and procedures as required by Section 15(f) of the Exchange Act and Sections 204A and 206(4) of the Advisers Act that are consistent with the findings of this Order;
- H. Within one hundred and eighty (180) days from the date of the certifications described in subparagraph G above, Respondents shall require the Consultant to have completed a review of Respondents' revised policies and procedures and practices and submit a written Final Report to Respondents and the Staff. The Final Report shall describe the review made of Respondents' revised policies, practices, and procedures and describe how Respondents are implementing, enforcing, and auditing the enforcement and implementation of those policies, practices, and procedures. The Final Report shall include an opinion of the Consultant as to whether the revised policies, practices, and procedures and their implementation and enforcement by Respondents and Respondents' auditing of the implementation and enforcement of those policies, practices, and procedures are reasonably adequate under Section 15(f) of the Exchange Act and Sections 204A and 206(4) of the Advisers Act;

- I. Respondents may apply to the Staff for an extension of the deadlines described above before their expiration and, upon a showing of good cause by Respondents, the Staff may, in its sole discretion, grant such extensions for whatever time period it deems appropriate;
- J. To ensure the independence of the Consultant, Respondents shall not have the authority to terminate the Consultant without prior written approval of the Staff and shall compensate the Consultant and persons engaged to assist the Consultant for services rendered pursuant to this Order at their reasonable and customary rates;
- K. Respondents shall require the Consultant to enter into an agreement that provides that for the period of engagement and for a period of two years from completion of the engagement, the Consultant shall not enter into any employment, consultant, attorney-client, auditing or other professional relationship with Respondents, or any of their present or former affiliates, directors, officers, employees, or agents acting in their capacity. The agreement will also provide that the Consultant will require that any firm with which he/she/it is affiliated or of which he/she/it is a member, and any person engaged to assist the Consultant in performance of his/her/its duties under this Order shall not, without prior written consent of the Staff, enter into any employment, consultant, attorney-client, auditing or other professional relationship with Respondents, or any of their present or former affiliates, directors, officers, employees, or agents acting in their capacity as such for the period of the engagement and for a period of two years after the engagement; and

- L. Respondents agree to certify in writing to the Staff (at the address set forth above), as of the calendar year ended December 31, 2011, that Respondents have established and continue to maintain policies, practices, and procedures as required by Section 15(f) of the Exchange Act and Sections 204A and 206(4) of the Advisers Act that are consistent with the findings of this Order.

IV.

In view of the foregoing, the Commission deems it appropriate, in the public interest, to impose the sanctions agreed to in Respondents' Offers.

Accordingly, pursuant to Sections 15(b) and 21C of the Exchange Act and Sections 203(e), 203(f) and 203(k) of the Advisers Act, it is hereby ORDERED that:

A. Respondent BRG cease and desist from committing or causing any violations and any future violations of Sections 15(f) of the Exchange Act.

B. Respondent BCM cease and desist from committing or causing any violations and any future violations of Sections 204(a), 204A and 206(4) of the Advisers Act and Rule 206(4)-7 thereunder.

C. Respondent Karp cease and desist from causing any violations and any future violations of Section 15(f) of the Exchange Act and Sections 204A and 206(4) of the Advisers Act and Rule 206(4)-7 thereunder.

D. Respondents BRG, BCM, and Karp are censured.

E. Respondent BRG shall, within ten days of the entry of this Order, pay a civil money penalty in the amount of \$50,000 to the United States Treasury. If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. 3717. Such payment shall be : (A) made by wire transfer, United States postal money order, certified check, bank cashier's check or bank money order; (B) made payable to the Securities and Exchange Commission; (C) hand-delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (D) submitted under cover letter that identifies BRG's name as a Respondent in these proceedings, the file number of these proceedings, a copy of which cover letter and money order or check shall be sent to Antonia Chion, Associate Director, Division of Enforcement, Securities and Exchange Commission, 100 F. Street, N.E., Washington, D.C. 20549-5720.

F. Respondent BCM shall, within ten days of the entry of this Order, pay a civil money penalty in the amount of \$75,000 to the United States Treasury. If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. 3717. Such payment shall be : (A) made by wire transfer, United States postal money order, certified check, bank cashier's check or bank money order; (B) made payable to the Securities and Exchange Commission; (C) hand-delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (D) submitted under cover letter that identifies BCM's name as a Respondent in these proceedings, the file number of these proceedings, a copy of which cover letter and money order or check shall be sent to Antonia Chion, Associate Director, Division of Enforcement, Securities and Exchange Commission, 100 F. Street, N.E., Washington, D.C. 20549-5720.

G. Respondent Karp shall, within ten days of the entry of this Order, pay a civil money penalty in the amount of \$35,000 to the United States Treasury. If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. 3717. Such payment shall be : (A) made by wire transfer, United States postal money order, certified check, bank cashier's check or bank money order; (B) made payable to the Securities and Exchange Commission; (C) hand-delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (D) submitted under cover letter that identifies Karp's name as a Respondent in these proceedings, the file number of these proceedings, a copy of which cover letter and money order or check shall be sent to Antonia Chion, Associate Director, Division of Enforcement, Securities and Exchange Commission, 100 F. Street, N.E., Washington, D.C. 20549-5720.

H. Respondents BRG and BCM shall comply with the undertakings enumerated in Section 28 above.

By the Commission.

Elizabeth M. Murphy
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934 and Sections 203(e), 203(f) and 203(k) of the Investment Advisers Act of 1940, Making Findings and Imposing Remedial Sanctions and a Cease-and-Desist Order ("Order"), on the Respondents and their legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray
Chief Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-2557

Kara N. Brockmeyer, Esq.
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