

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-16877**

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<b>In the Matter of</b>	:	
	:	
<b>HOWARD RICHARDS</b>	:	<b>PLAN OF DISTRIBUTION</b>
	:	
<b>Respondent.</b>	:	

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**ADMINISTRATIVE PROCEEDING**  
**File No. 3-16878**

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<b>In the Matter of</b>	:	
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<b>JAMES GOODLAND, AND SECURUS</b>	:	
<b>WEALTH MANAGEMENT, LLC,</b>	:	
	:	
<b>Respondents.</b>	:	

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**I. OVERVIEW**

1. The Division of Enforcement submitted this Plan of Distribution (the “Plan”) to the United States Securities and Exchange Commission (the “Commission”) pursuant to Rule 1101 of the Commission’s Rules on Fair Fund and Disgorgement Plans (the “Commission’s Rules”), 17 C.F.R. § 201.1101. This Plan provides for the distribution of a Fair Fund (the “Fair Fund”), comprised of disgorgement, prejudgment interest, and civil money penalties paid by Howard Richards (“Richards”)<sup>1</sup> and the civil money penalty paid by James Goodland (“Goodland”)<sup>2</sup> in the above-captioned matters.<sup>3</sup>

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<sup>1</sup> See Order Instituting Administrative and Cease-and-Desist Proceedings, Pursuant to Sections 15(b)2 and 21C of the Securities Exchange Act of 1934, Sections 203(f) and 203(k) of the Investment Advisers Act of 1940, and Section 9(b) of the Investment Company Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order, Exchange Act Rel. No. 76058 (Sept. 30, 2015) (the “Order”).

<sup>2</sup> Order Instituting Administrative and Cease-and-Desist Proceedings, Pursuant to 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, Advisers Act Rel. No. 4213 (Sept. 30, 2015) (the “Company Order” and together with the Order, the “Orders”).

<sup>3</sup> Securus Wealth Management, LLC (“Securus,” together with Richards and Goodland, “Respondents”), an investment advisor formerly registered with the Commission, was also named as a respondent in this action. No monetary relief was ordered against Securus.

2. As described more specifically below, the Plan seeks to compensate investors who were harmed by the Respondents' conduct described in the Orders, in connection with Respondents' misconduct relating to the common stock of Gatekeeper USA, Inc. ("Gatekeeper"). Based on information obtained by the Commission staff during its investigation and the review and analysis of applicable records, the Commission staff has reasonably concluded that it has all records necessary to calculate each investor's harm. As a result, the Fair Fund is not being distributed according to a claims-made process, so procedures for making and approving claims in accordance with Rule 1101(b)(4) of the Commission's Rules, 17 C.F.R. § 201.1101(b)(4), are not applicable.

3. As calculated using the methodology detailed in the Plan of Allocation (attached as Exhibit A), investors will be compensated for management fees paid on holdings in Gatekeeper common stock ("GKTP" or the "Security") and/or losses incurred on transactions in the Security in accounts managed by Richards from January 1, 2010 through July 31, 2013 (the "Relevant Period").

4. In the view of the Commission staff, this methodology constitutes a fair and reasonable allocation of the Fair Fund. Based on this methodology, it is anticipated that there will be one or more distributions.

5. The Commission has custody of the Fair Fund and shall retain control of the assets of the Fair Fund. The Plan has been approved by the Commission, and the Commission retains jurisdiction over its implementation.

## **II. BACKGROUND**

6. On September 30, 2015, the Commission issued the Order instituting and simultaneously settling administrative and cease-and-desist proceedings against Richards. In the Order, the Commission found that from January 2010 through July 2013, Richards, an investment advisory representative associated with Securus, engaged in a manipulative scheme to support the market price of the common stock of Gatekeeper in order to help Gatekeeper obtain financing. The Commission also found that Richards failed to disclose to his clients his significant conflict of interest arising from his ownership of Gatekeeper shares, in breach of his fiduciary duty as an investment adviser. The Commission ordered Richards to pay a total of \$144,000 in disgorgement, prejudgment interest, and a civil money penalty over the period of one year. The Commission also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, for the monies received pursuant to the Order.

7. In a related action, also on September 30, 2015, the Commission issued the Goodland and Securus Order instituting and simultaneously settling administrative and cease-and-desist proceedings against Goodland and Securus. In the Goodland and Securus Order, the Commission found that, from January 2010 through July 2013, Securus, an investment adviser registered with the Commission, and Goodland, its President and Chief Compliance Officer, failed to reasonably supervise Richards. Securus and Goodland also failed to adopt and implement an adequate system of internal controls that would have prevented and detected

violations of the Investment Advisers Act of 1940. In the company Order, the Commission ordered Goodland to pay a \$30,000 civil money penalty. The Commission also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalty could be distributed to harmed investors. The Company Order also provided that the funds could be distributed by the Fair Fund established in the Order.

8. The Respondents have paid in full. The Fair Fund, consisting of the \$174,000.00 paid by the Respondents in accordance with the Orders, has been deposited at the United States Department of the Treasury's Bureau of the Fiscal Service ("BFS") for investment.

### III. DEFINITIONS

As used in this Plan, the following definitions will apply:

9. **"Administrative Costs"** means any administrative costs and expenses, including without limitation the fees and expenses of the Tax Administrator and the Fund Administrator, bond premium expenses, tax obligations, and investment and banking costs.

10. **"Distribution Payment"** means a payment from the Fair Fund to a Payee in accordance with the terms of this Plan.

11. **"Eligible Claimant"** means a Preliminary Claimant, who is determined to have suffered a Recognized Loss pursuant to the Plan of Allocation, and who is not an Excluded Party or an Unresponsive Preliminary Claimant.

12. **"Excluded Party"** shall mean: (a) Respondent, or Respondent's advisers, agents, nominees, assigns, creditors, heirs, distributees, spouses, parents, children, or controlled entities; (b) the Fund Administrator, its employees, and those Persons assisting the Fund Administrator in its role as the Fund Administrator; and (c) any purchaser or assignee of another Person's right to obtain a recovery from the Fair Fund for value; provided, however, that this provision shall not be construed to exclude those Persons who obtained such a right by gift, inheritance or devise.

13. **"Fair Fund"** means the \$174,000.00 fund created by the Commission pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, for the benefit of investors harmed by Respondents' violations described in the Orders.

14. **"Final Determination Notice"** means the written notice sent by the Fund Administrator to (a) any Preliminary Claimant who timely submitted a written dispute of his, her, or its calculated Recognized Loss notifying the Preliminary Claimant of its resolution of the dispute; and (b) those Preliminary Claimants who have not responded to the Plan Notice as described in paragraph 38, except those whose Plan Notice was returned as "undeliverable," notifying the Preliminary Claimant that he, she, or it has been deemed an Unresponsive Preliminary Claimant. The Final Determination Notice will constitute the Fund Administrator's final ruling regarding the status of the claim.

15. **“Net Available Fair Fund”** means the Fair Fund, plus any interest or earnings, less Administrative Costs.

16. **“Payee”** means an Eligible Claimant who is determined to receive a Distribution Payment, as calculated in accordance with the Plan of Allocation.

17. **“Person”** means natural individuals as well as legal entities such as corporations, partnerships, or limited liability companies.

18. **“Plan Notice”** means a written notice from the Fund Administrator to each Preliminary Claimant regarding the Commission’s approval of the Plan, including, as appropriate: a statement characterizing the distribution, a link to the approved Plan posted on the Commission’s website and instructions for requesting a copy of the Plan, specification of any information needed from the Preliminary Claimant to prevent him, her, or it from being deemed an Unresponsive Preliminary Claimant, his, her, or its preliminary Recognized Loss, a description of the tax information reporting and other related tax matters, the procedure for the distribution as set forth in the Plan, and the name and contact information for the Fund Administrator in order to provide any requested information or to contact with questions regarding the distribution.

19. **“Plan of Allocation”** means the methodology by which a Preliminary Claimant’s Recognized Loss is calculated. The Plan of Allocation is attached as Exhibit A.

20. **“Preliminary Claimant”** means those Persons, or their lawful successors, identified by the Fund Administrator based on its review and analysis of applicable records obtained by the Commission staff during its investigation, who may have paid management fees on GTKP holdings in an account managed by Richards and/or who may have suffered a loss on transactions in GTKP in an account managed by Richards during the Relevant Period.

21. **“Recognized Loss”** means the amount of loss calculated for a Preliminary Claimant in accordance with the Plan of Allocation.

22. **“Unresponsive Preliminary Claimant”** means a Preliminary Claimant whose address the Fund Administrator has not been able to verify and/or who does not timely respond to the Fund Administrator’s attempts to obtain information, including any information sought in the Plan Notice. Unresponsive Preliminary Claimants will not be eligible for a distribution under the Plan.

#### **IV. TAX COMPLIANCE**

23. On March 8, 2018, the Commission appointed Miller Kaplan Arase LLP as the tax administrator (the “Tax Administrator”) for the Fair Fund to handle the tax obligations of the Fair Fund.<sup>4</sup> The Tax Administrator will be compensated for reasonable fees and expenses from the Fair Fund in accordance with its Revised 2017-2018 Engagement Letter Agreement with the

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<sup>4</sup> See Order Appointing Tax Administrator, Exchange Rel. No. 34-82835 (Mar. 8, 2018).

Commission.<sup>5</sup>

24. The Fair Fund constitutes a Qualified Settlement Fund (“QSF”) under Section 468B(g) of the Internal Revenue Code of 1986, as amended, 26 U.S.C. § 468B(g), and related regulations, 26 C.F.R. §§ 1.468B-1 through 1.468B-5. The Tax Administrator is the administrator of such QSF, for purposes of Treas. Reg. § 1.468B-2(k)(3)(I) and shall satisfy the tax-related administrative requirements imposed by Treas. Reg. § 1.468B-2, including, but not limited to:

- (a) Obtaining a taxpayer identification number;
- (b) Requesting funds necessary for the timely payment of all applicable taxes, the payment of taxes for which the Tax Administrator has received funds, and the filing of applicable returns; and
- (c) Fulfilling any information reporting or withholding requirements imposed on distributions from the Fair Fund.

25. All tax obligations will be paid from the Fair Fund, subject to the review and approval of Commission staff.

## **V. FUND ADMINISTRATOR**

26. On March 19, 2018, the Commission appointed Analytics Consulting, LLC, as the fund administrator for the Fair Fund (the “Fund Administrator”), and the Commission waived the requirement for the Fund Administrator to obtain a bond.<sup>6</sup> Pursuant to Rule 1105(a) of the Commission’s Rules, 17 C.F.R. § 201.1105(a), the Fund Administrator may be removed at any time by order of the Commission or hearing officer.

27. The Fund Administrator will be responsible for administering the Fair Fund in accordance with the Plan. This will include, among other things, taking reasonable steps to obtain accurate mailing information for Preliminary Claimants; establishing a website and staffing a call center to address inquiries regarding the Plan; preparing accountings; cooperating with the tax administrator appointed by the Commission to satisfy any tax liabilities and to ensure compliance with income tax reporting requirements, including but not limited to Foreign Account Tax Compliance Act (FATCA); disbursing the Fair Fund in accordance with this Plan, as ordered by the Commission; and researching and reconciling errors and reissuing payments, when possible.

28. To carry out the purposes of this Plan, the Fund Administrator is authorized to make and implement immaterial changes to the Plan upon agreement of the Commission staff. If a change is deemed to be material by the Commission staff, Commission approval is required

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<sup>5</sup> See Omnibus Order Directing the Appointment of Tax Administrator in Administrative Proceedings that Establish Distribution Funds, Exchange Act Rel. No. 81057 (June 30, 2017).

<sup>6</sup> See Order Appointing Fund Administrator and Setting Bond Amount, Exchange Act Rel. No. 82902 (Mar. 19, 2018).

prior to implementation by amending the Plan.

29. The Fund Administrator may extend any procedural deadline contained in the Plan for good cause shown, if agreed upon by the Commission staff.

30. The Fund Administrator, and/or each of its designees, agents and assistants, shall be entitled to rely on all outstanding rules of law; and any orders issued by the Commission, the Secretary or Director of Enforcement by delegated authority or an Administrative Law Judge; and/or any investor information provided by Commission staff.

31. The Fund Administrator is authorized to enter into agreements with third-parties as may be appropriate or necessary in the administration of the Fair Fund, provided such third-parties are not excluded pursuant to other provisions of this Plan. In connection with such agreements, the third-parties shall be deemed to be agents of the Fund Administrator under this Plan.

32. The Fund Administrator will be entitled to payment from the Fair Fund of reasonable fees and expenses incurred in the performance of its duties (including any such fees and expenses incurred by agents, consultants or third-parties retained by the Fund Administrator in furtherance of its duties).

## **VI. PLAN PROCEDURES**

### Specification of Preliminary Claimants

33. Using information obtained during its investigation, the Commission has identified the Preliminary Claimants. Preliminary Claimants are limited to only those Persons who may have paid management fees to Richards on the Security and/or suffered transaction losses on the Security in accounts managed by Richards during the Relevant Period.

### Procedures for Locating and Notifying Preliminary Claimants

34. Within sixty (60) days of Commission approval of the Plan, the Fund Administrator will:

- (a) Establish and maintain a website devoted solely to the Fair Fund. The Fair Fund's website will make available a copy of the approved Plan, include a copy of the Plan Notice, and related materials in downloadable form, and such other information that the Fund Administrator believes will be beneficial to Preliminary Claimants.
- (b) Establish and maintain a toll-free telephone number for Preliminary Claimants to call and speak to a live representative of the Fund Administrator during its regular business hours or, outside of such hours, to hear pre-recorded information about the Fair Fund.

- (c) Establish and maintain a traditional mailing address and an email address which will be listed on all correspondence from the Fund Administrator to Preliminary Claimants as well as on the Fair Fund's website.
- (d) Establish and maintain a case specific database of all Preliminary Claimants based upon information provided to and obtained by the Fund Administration, including the last known physical and email addresses.
- (e) Run a National Change of Address search to retrieve updated addresses for all records in the database, thereby ensuring the mailing information for Preliminary Claimants is up-to-date.
- (f) Send a Plan Notice to each Preliminary Claimant's last known email address (if known) and/or mailing address.

The Commission staff retains the right to review and approve any material posted on the Fair Fund's website, any communication with investors, and any scripts used in connection with communications with investors.

#### Undeliverable Mail

35. If any mailing is returned as undeliverable, the Fund Administrator will make the best practicable efforts to ascertain a Preliminary Claimant's correct address. If another address is obtained, the Fund Administrator will then resend it the Preliminary Claimant's new address within fourteen (14) days of receipt of the returned mail. If the mailing is returned again, and the Fund Administrator, despite best practicable efforts, is unable to find a Preliminary Claimant's correct address, the Fund Administrator, in its discretion, may deem such Preliminary Claimant an Unresponsive Preliminary Claimant.

36. Any Preliminary Claimant who relocates or otherwise changes contact information after receipt of the Plan Notice must promptly communicate any change in address or contact information to the Fund Administrator.

#### Procedures to Request Plan Notice

37. Any Person who does not receive a Plan Notice, as described in paragraph 34(f), but who is aware of this Plan (e.g., through other Preliminary Claimants or on [www.sec.gov](http://www.sec.gov)) and believes they should be included as a Preliminary Claimant should contact the Fund Administrator within sixty (60) days of the approval of the Plan to establish that they should be considered a Preliminary Claimant. The Fund Administrator will send the Person a Plan Notice within fourteen (14) days of receiving the Person's documentation, if the Fund Administrator determines that the Person should have received a Plan Notice.

### Failure to Respond to Plan Notice

38. If a Preliminary Claimant fails to respond within sixty (60) days from the mailing of the Plan Notice, the Fund Administrator will make no fewer than two (2) attempts to contact the Preliminary Claimant by telephone or email. The second attempt will in no event take place more than ninety (90) days from the mailing of the Plan Notice. If a Preliminary Claimant fails to respond to the Fund Administrator's contact attempts as described in this paragraph, the Fund Administrator, in its discretion, may deem such Preliminary Claimant an Unresponsive Preliminary Claimant.

### Dispute Process

39. Disputes will be limited to calculations of Recognized Losses. Within forty-five (45) days of the mailing of the Plan Notice, the Fund Administrator must receive a written communication detailing any dispute along with any supporting documentation. The Fund Administrator will investigate the dispute, and such investigation will include a review of the written dispute as well as any supporting documentation.

### Final Determination Notices

40. Within ninety (90) days of the initial mailing of the Plan Notices, the Fund Administrator will send a Final Determination Notice to (a) any Preliminary Claimant who timely submitted a written dispute as described in paragraph 39 above, notifying the Preliminary Claimant of its resolution of the dispute; and (b) those Preliminary Claimants who have not responded to the Plan Notice, as described in paragraph 38 above, except for those whose Plan Notices was returned as undeliverable, notifying the Preliminary Claimant that he, she, or it has been deemed an Unresponsive Preliminary Claimant.

### Distribution Methodology

41. The Fund Administrator will calculate each Preliminary Claimant's Recognized Loss in accordance with the Plan of Allocation. All Preliminary Claimants who are determined to have a Recognized Loss, and who are not deemed an Excluded Party or an Unresponsive Preliminary Claimant will be deemed an Eligible Claimant. All Eligible Claimants who are determined to receive a Distribution Payment will be deemed a Payee.

### Establishment of a Reserve

42. Before determining the amount of funds available for distribution and calculating each Payee's Distribution Payment, the Fund Administrator, in conjunction with the Tax Administrator, will establish a reserve to pay future Administrative Costs and to accommodate any unexpected expenditures (the "Reserve").

43. After all disbursements and Administrative Costs are paid, any remaining amounts in the Reserve will become part of the Residual described in paragraph 63 below.

### Preparation of the Payment File

44. Within one hundred twenty (120) days of Commission approval of the Plan, the Fund Administrator will compile and send to the Commission staff the Payee information, including the name, address, calculated Recognized Loss, and the amount of the Distribution Payment for all Payees (the "Payee List"). The Fund Administrator will also provide a Reasonable Assurances Letter to the Commission staff, representing that the Payee List: (a) was compiled in accordance with the approved Plan; (b) is accurate as to Payees' names, addresses, Recognized Losses and amounts of their Distribution Payment; (c) includes the number of Payees compensated; (d) the *pro-rata* applied, if any; (e) the percentage of Recognized Loss being compensated by the Fair Fund; (f) the total amount being distributed; and (g) provides all information necessary to make a payment to each Payee.

### The Escrow Account

45. Prior to the disbursement of the Net Available Fair Fund, the Fund Administrator will establish an escrow account (the "Escrow Account") with a United States commercial bank that is a well-capitalized financial institution as defined by the Federal Reserve Act, Subpart D, 12 C.F.R. 208.43 and that is not unacceptable to the Commission staff (the "Bank"), pursuant to an escrow agreement (the "Escrow Agreement") to be provided by Commission staff.

46. The Fund Administrator, pursuant to the Escrow Agreement, shall also establish with the Bank a separate deposit account (*e.g.* controlled distribution account, managed distribution account, linked checking and investment account) (the "Distribution Account"), insured by the Federal Deposit Insurance Corporation ("FDIC") up to the guaranteed FDIC pass through limit. The Distribution Account shall be linked with the Escrow Account and shall be named, and records maintained, in accordance with the Escrow Agreement.

47. During the term of the Escrow Agreement, the portion of the Fair Fund transferred to the Escrow Account (the "Escrow Property"), if invested, shall be invested and reinvested in short-term U.S. Treasury securities backed by the full faith and credit of the United States Government or an agency thereof. The investment shall be, of a type and term necessary to meet the cash liquidity requirements for payments to Payees and Administrative Costs, including investment or reinvestment in a bank account insured by the FDIC up to the guaranteed FDIC limit, or in money market mutual funds registered under the Investment Company Act of 1940 that invest 100% of their assets in direct obligations of the United States Government.

48. The Fund Administrator shall provide duplicate original bank and/or investment statements on any accounts established by the Fund Administrator to the Tax Administrator on a monthly basis and shall assist the Tax Administrator in obtaining mid-cycle statements, as necessary.

49. The Fund Administrator, in consultation with the Commission staff, shall work with the Bank on an ongoing basis to deposit or invest funds in the Escrow and Distribution Accounts so as to result in the maximum reasonable net return, taking into account the safety of such deposits or investments and tax implications; and to determine an allocation of funds between the Escrow and Distribution Account.

50. All interest, dividends, and/or income earned by the Escrow Property will accrue for the benefit of the Escrow Property. All Administrative Costs associated with the Escrow and Distribution Accounts will be the responsibility of the Fund Administrator, who may be reimbursed for said costs as provided in this Plan. No such Administrative Costs may be paid to the Bank, its agents, and/or its affiliates from the Escrow Property.

#### Distribution of the Fair Fund

51. Upon the Commission's staff's receipt, review, and acceptance of the Payee List and Reasonable Assurances Letter from the Fund Administrator, the Commission staff will seek an Order from the Commission pursuant to Rule 1101(b)(6) of the Commission's Rules, 17 C.F.R. § 210.1101(b)(6), to disburse funds to the Bank in accordance with the Payee List for distribution by the Fund Administrator in accordance with the Plan. All disbursements will be made pursuant to a Commission Order.

52. Upon issuance of an Order to disburse, the Commission staff will direct the transfer of funds in accordance with the Payee List to the Bank. The Fund Administrator will then use its best efforts to commence mailing Distribution Payment checks and/or effect wire transfers within ten (10) business days of the release of the funds into the Escrow Account. All efforts will be coordinated to limit the time between the Escrow Account's receipt of the funds and the issuance of Distribution Payments.

53. All checks will be issued by the Fund Administrator from the Distribution Account. All checks will bear a stale date of one hundred twenty (120) days from the date of issuance. Checks that are not negotiated by the stale date will be voided, and the Bank will be instructed to stop payment on those checks. A Payee's claim will be extinguished if he, she, or it fails to negotiate his, her or its check by the stale date, and the funds will remain in the Fair Fund, except as provided in paragraph 57 below.

54. All Distribution Payments will be preceded or accompanied by a communication that includes, as appropriate: (a) a statement characterizing the distribution; (b) a statement that the tax treatment of the distribution is the responsibility of each Payee and that the Payee should consult his, her or its tax advisor for advice regarding the tax treatment of the distribution; (c) a statement that checks will be void and cannot be reissued after one hundred twenty (120) days from the date the original check was issued; and (d) contact information for the Fund Administrator for questions regarding the Distribution Payment. The letter or other mailings to Payees characterizing a Distribution Payment will be submitted to the Tax Administrator and Commission staff for review and approval.

55. All Distribution Payments, either on their face or in the accompanying mailing, will clearly indicate that the money is being distributed from the Fair Fund established by the Commission to compensate investors for harm as a result of securities law violations.

Post Distribution; Handing of Returned or Uncashed Checks; and Reissues

56. The Fund Administrator shall use its best efforts to make use of commercially available resources and other reasonably appropriate means to locate all Payees whose checks are returned to the Fund Administrator as “undeliverable.” If new address information becomes available, the Fund Administrator will repackage the distribution check and send it to the new address. If new address information is not available after a diligent search (and in no event no later than one hundred twenty (120) days after the initial mailing of the original check) or if the distribution check is returned again, the check shall be voided and the Fund Administrator shall instruct the issuing financial institution to stop payment on such check. If the Fund Administrator is unable to find a Payee’s correct address, the Fund Administrator, in its discretion, may remove such Payee from the distribution and the allocated Distribution Payment will remain in the Fair Fund for distribution, if feasible, to the remaining Payees.

57. The Fund Administrator will reissue checks to Payees upon the receipt of a valid, written request from the Payee prior to the initial stale date. In cases where a Payee is unable to endorse a Distribution Payment check as written (*e.g.*, name changes, IRA custodian changes, or recipient is deceased) and the Payee or a lawful representative requests the reissuance of a Distribution Payment check in a different name, the Fund Administrator will request, and must receive, documentation to support the requested change. The Fund Administrator will review the documentation to determine the authenticity and propriety of the change request. If, in the discretion of the Fund Administrator, such change request is properly documented, the Fund Administrator will issue an appropriately redrawn Distribution Payment to the requesting party. Such reissued checks will be void at the later of one hundred twenty (120) days from issuance of the original check or sixty (60) days from the reissuance, and in no event will a check be reissued after one hundred twenty (120) days from the date of the original issuance without the approval of Commission staff.

58. The Fund Administrator will work with the Bank and maintain information about uncashed checks, any returned items due to non-delivery, insufficient addresses, and/or other deficiencies. The Fund Administrator is responsible for researching and reconciling errors and reissuing payments when possible. The Fund Administrator is also responsible for accounting for all payments. The amount of all uncashed payments will continue to be held in the Fair Fund.

59. The Fund Administrator will make reasonable efforts to contact Payees to follow-up on the status of uncashed distribution checks over \$100 (other than those returned as “undeliverable”) and take appropriate action to follow-up on the status of uncashed checks at the request of Commission staff. The Fund Administrator may reissue such checks, subject to the time limits detailed herein.

60. At the discretion of the Fund Administrator, certain costs that were not factored into the Reserve, such as bank fees for the return of a payment, may reduce the Payee's Distribution Payment. In such situations, the Fund Administrator will immediately notify the Tax Administrator of the reduction in the Distribution Payment.

#### Receipt of Additional Funds

61. Should any additional funds be received pursuant to Commission or Court order, agreement, or otherwise, prior to the Commission's termination of the Fair Fund, such funds will be added to the Fair Fund and distributed, if feasible, in accordance with the Plan, pursuant to the Commission's Rules.

#### Disposition of Undistributed Funds

62. If funds remain following the initial distribution and payment of all Administrative Costs, the Fund Administrator, in consultation with the Commission staff, may seek subsequent distribution(s) of any available remaining funds, pursuant to the Commission's Rules.

63. A residual within the Fair Fund will be established for any amounts remaining after the final disbursement to Payees from the Fair Fund and the payment of all Administrative Costs (the "Residual"). The Residual may include funds from, among other things, amounts remaining in the Reserve, distribution checks that have not been cashed, checks that were not delivered or returned to the Commission, tax refunds for overpayment or for waiver of IRS penalties.

64. All funds remaining in the Residual that are infeasible to distribute to investors will be returned to the Commission and transferred to the U.S. Treasury after the final accounting is approved by the Commission. Returning such money to the Respondents would be inconsistent with the equitable principle that no Person should profit from their wrongdoing. Therefore, in these circumstances distributing disgorged funds to the U.S. Treasury is the most equitable alternative.

#### Administrative Costs

65. All Administrative Costs will be paid from the Fair Fund in accordance with the Commission's Rules.

#### Accountings

66. Pursuant to Rule 1105(f) of the Commission's Rules, once funds have been transferred from the BFS to the Bank, the Fund Administrator will file an accounting with the Commission during the first ten (10) days of each calendar quarter on a standardized accounting form provided by the Commission staff. The Fund Administrator will file an accounting of all monies earned or received and all monies spent in connection with the administration of the Plan.

67. Upon completion of all distributions to Payees pursuant to the procedures described above, the Fund Administrator shall arrange for the payment of all Administrative Costs, transfer all remaining funds to the Commission, and submit a final accounting for approval by the Commission on a standardized form provided by the Commission staff. The Fund Administrator will also submit a report to the Commission staff containing the final distribution statistics regarding distributions to individuals and entities, and such other information requested by the Commission staff.

#### Wind-down and Document Retention

68. The Fund Administrator will shut down the website, P.O. Box and customer service telephone line(s) established specifically for the administration of the Fair Fund six (6) months after the transfer of any remaining funds to the Commission, or at such earlier time as the Fund Administrator determines with the concurrence of the Commission staff.

69. The Fund Administrator will retain all materials submitted by Preliminary Claimants in either paper or electronic form for a period of six (6) years from the date of approval of a final fund accounting. Materials maintained in electronic form must be accessible and readable for the duration of retention. Pursuant to the Commission staff's direction, the Fund Administrator will either turn over to the Commission or destroy all materials, including documents in any media, upon expiration of this period.

#### Termination of the Fair Fund

70. The Fair Fund will be eligible for termination and the Fund Administrator will be eligible for discharge after all of the following have occurred (a) a final accounting, in a standard accounting format provided by the Commission staff, has been submitted by the Fund Administrator and approved by the Commission; (b) all Administrative Costs have been paid; and (c) any amount remaining in the Fair Fund has been returned to the Commission for transfer to U.S. Treasury. Once the Commission has approved the final accounting, the Commission staff will seek an order from the Commission authorizing: (a) the transfer of any Residual remaining in the Fair Fund that is infeasible to return to investors, and any amounts returned to it in the future that are infeasible to return to investors, to the U.S. Treasury, subject to Section 21F(g)(3) of the Exchange Act; (b) discharge of the Fund Administrator; (c) cancellation of the Fund Administrator's bond; and (d) termination of the Fair Fund.

## EXHIBIT A

### PLAN OF ALLOCATION

This Plan of Allocation is designed to compensate investors for management fees paid (“Management Fees”) on holdings in Gatekeeper common stock (“GKTP”) and/or losses incurred on transactions (“Transactions”) in GKTP in accounts managed by Richards from January 1, 2010 through July 31, 2013 (the “Relevant Period”). Investors who did not suffer a loss due to Management Fees or from Transactions during the Relevant Period due to the Respondents’ misconduct are ineligible to recover under this Plan. Based upon records obtained by the Commission during its investigation, the Commission has identified those investors, or their lawful successors, who may have suffered a loss from Management Fees paid and/or a loss on Transactions during the Relevant Period (the “Preliminary Claimants”). Commission staff economists will perform the calculations described below using account-level holdings and transactions data obtained by the Commission in the course of its investigation.

The Fund Administrator will calculate each Preliminary Claimant’s loss from Management Fees (“Recognized Loss from Management Fees”) and from Transactions (“Recognized Loss from Transactions”) separately, as follows:

- A. Recognized Loss from Management Fees will be calculated for each account that held GTKP, in each quarter of the Relevant Period, as follows:
  1. The value of GTKP held in the account at the beginning of each quarter will be multiplied by the management fee percentage charged by Securus for that quarter during the Relevant Period.
  2. These amounts for each account will be summed across all quarters of the Relevant Period.
  3. The sum of these amounts for each account will be the investor’s Recognized Loss from Management Fees.
  4. To avoid payment of a windfall, the Recognized Loss from Management Fees will be reduced by the amount of any compensation for the loss that resulted from the conduct described in the Order that was received from another source (e.g., class action settlement), to the extent known by the Fund Administrator. If such compensation exceeds the Recognized Loss from Management Fees, the Recognized Loss from Management Fees will be \$0.00.
- B. Using transaction-level records, realized and unrealized Recognized Loss from Transactions on GKTP during the Relevant Period for each account will be calculated, as follows:

1. Calculate the number of GTKP shares purchased multiplied by the corresponding purchase price per share (“Purchase Value”).
2. Calculate the number of GTKP shares sold multiplied by corresponding sale price per share (“Sale Value”).
3. Calculate number of shares held as number of shares purchased minus the number of shares sold.
4. Calculate the number of shares held multiplied by \$0.80, the closing price of GTKP at the end of the Relevant Period (“Holding Value”).
5. Calculate the loss for each account as, the Purchase Value minus Sale Value minus Holding Value.
6. The difference of these amounts for each account will be the investor’s Recognized Loss from Transactions.
7. To avoid payment of a windfall, the Recognized Loss from Transactions will be reduced by the amount of any compensation for the loss that resulted from the conduct described in the Order that was received from another source (e.g., class action settlement), to the extent known by the Fund Administrator. If such compensation exceeds the Recognized Loss from Transactions, the Recognized Loss from Transactions will be \$0.00.

If the Recognized Loss from Transactions is a negative number, reflecting a gain, then the Recognized Loss from Transactions is \$0.00.

The sum of a Preliminary Claimant’s Recognized Loss from Management Fees and Recognized Loss from Transactions will be totaled to calculate his, her, or its Recognized Loss.

Any Preliminary Claimant who suffered a Recognized Loss pursuant to this Plan of Allocation, and who is not an Excluded Party or deemed an Unresponsive Preliminary Claimant, as defined in the Plan, will be deemed an Eligible Claimant.

### **Additional Provisions**

Allocation of Funds: The total Recognized Losses of all Eligible Claimants exceeds the Net Available Fair Fund, as defined in the Plan, but the Net Available Fair Fund exceeds the total Recognized Losses from Management Fees of all Eligible Claimants. Therefore, the allocation of funds will first be made to compensate each Eligible Claimant for his, her, or its Recognized Loss from Management Fees, then the remaining funds will be distributed in a *pro rata* fashion to compensate each Eligible Claimant for his, her, or its Recognized Loss from Transactions, for a total distribution amount equal to his, her, or its Recognized Loss from Management Fees, plus his, her, or its “*Pro Rata Share*” of the remaining Net Available Fair

Fund for his, her, or its Recognized Loss from Transactions. All distribution amounts will be subject to the “Minimum Distribution Amount.”

Pro Rata Share: A *Pro Rata* Share computation is intended to measure Eligible Claimants’ Recognized Losses from Transactions against one another. The Fund Administrator shall determine each Eligible Claimant’s *Pro Rata* Share as the ratio of his, her, or its Recognized Loss from Transactions to the sum of Recognized Losses from Transactions of all Eligible Claimants.

Minimum Distribution Amount: The Minimum Distribution Amount will be \$10.00. If an Eligible Claimant’s distribution amount is less than the Minimum Distribution Amount, he, she, or it will be deemed ineligible to receive a Distribution Payment and his, her, or its distribution amount will be reallocated on a *pro-rata* basis to Eligible Claimants whose distribution amounts that are greater than or equal to the Minimum Distribution Amount.

Payee: An Eligible Claimant whose distribution amount equals or exceeds the Minimum Distribution Amount will be deemed a Payee and receive a Distribution Payment for his, her, or its distribution amount. In no event will a Payee receive from the Fair Fund more than his, her, or its Recognized Loss.