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ORDER INSTITUTING DISCIPLINARY PROCEEDINGS, MAKING FINDINGS, AND IMPOSING SANCTIONS

In the Matter of Jewett, Schwartz, Wolfe & Associates, P.L.,

Respondent.

PCAOB Release No. 105-2012-004

September 7, 2012

By this Order, the Public Company Accounting Oversight Board (the "Board" or "PCAOB") is censuring Jewett, Schwartz, Wolfe & Associates, P.L. ("JSW," the "Firm," or "Respondent") and revoking JSW's registration.[1/] The Board is imposing these sanctions on the basis of its findings that JSW violated PCAOB rules, quality control standards, and auditing standards in connection with the audits of four issuer clients.

I.

The Board deems it necessary and appropriate, for the protection of investors and to further the public interest in the preparation of informative, accurate and independent audit reports, that disciplinary proceedings be, and hereby are, instituted pursuant to Section 105(c) of the Sarbanes-Oxley Act of 2002, as amended (the "Act"), and PCAOB Rule 5200(a)(1) against JSW.

II.

In anticipation of the institution of these proceedings, and pursuant to PCAOB Rule 5205, Respondent has submitted an Offer of Settlement (the "Offer") that the Board has determined to accept. Solely for purposes of these proceedings and any other proceedings brought by or on behalf of the Board, or to which the Board is a party, and without admitting or denying the findings herein, except as to the Board's jurisdiction over Respondent and the subject matter of these proceedings, which is admitted, Respondent consents to the entry of this Order Instituting Disciplinary

[1/] JSW may reapply for registration after five (5) years from the date of this Order.

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Proceedings, Making Findings, and Imposing Sanctions (the "Order") as set forth below.[2/]

III.

On the basis of Respondent's Offer, the Board finds[3/] that:

A. Respondent

1. JSW is, and at all relevant times was, a public accounting firm organized as a limited liability company under the laws of the State of Florida, and headquartered in Hollywood, Florida. JSW is licensed by the State of Florida to practice public accountancy (License No. AD0019507). JSW is, and at all relevant times was, registered with the Board pursuant to Section 102 of the Act and PCAOB rules. At all relevant times, JSW was the independent auditor for each of the issuers identified below.

B. Other Relevant Individual

2. Lawrence H. Wolfe ("Wolfe"), 49, of Weston, Florida, is a certified public accountant licensed under the laws of the State of Arizona (License No. 14587), the State of Florida (License No. AC0027223) and the State of New York (License No. 096865). At all relevant times, Wolfe was a partner at JSW, was an associated person of JSW, and authorized the issuance of JSW's audit reports for each of the audits identified in footnote 6, below.[4/] Wolfe had final responsibility for each of those audits

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[2/] The findings herein are made pursuant to the Respondent's Offer and are not binding on any other person or entity in this or any other proceeding.

[3/] The sanctions that the Board is imposing on Respondent in this Order may be imposed only if a respondent's conduct meets one of the conditions set out in Section 105(c)(5) of the Act, 15 U.S.C. § 7215(c)(5). The Board finds that Respondent's conduct described in this Order meets the condition set out in Section 105(c)(5), which provides that such sanctions may be imposed in the event of (A) intentional or knowing conduct, including reckless conduct, that results in violation of the applicable statutory, regulatory, or professional standard; or (B) repeated instances of negligent conduct, each resulting in a violation of the applicable statutory, regulatory, or professional standard.

[4/] *See Lawrence H. Wolfe, CPA*, PCAOB Release No. 105-2012-005 (September 7, 2012).

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within the meaning of AU § 311, *Planning and Supervision*, and was responsible for the supervision of the JSW engagement teams. He was one of only two JSW partners performing audits of public companies and was the leader of JSW's public company. audit practice.[5/]

C. Summary

3. This matter concerns JSW's violations of PCAOB rules, quality control standards, and auditing standards. At all times relevant to this Order, JSW failed to establish, implement, and communicate quality control policies and procedures sufficient to provide it with reasonable assurance that the work performed by engagement personnel met applicable professional standards. JSW's quality control violations resulted in or contributed to numerous and repeated violations of PCAOB auditing standards in connection with the audits of four issuers' financial statements over a multiple year period (collectively, the "Audits").[6/] As detailed below, during the Audits, JSW failed to: (1) adequately supervise engagement team personnel; (2) perform adequate, or sometimes any, audit procedures on material accounts; and (3) appropriately document the limited procedures it did perform. JSW also violated PCAOB rules by failing to pay its annual fee to the Board in 2011.

D. Respondent Violated PCAOB Rules and Quality Control Standards

4. PCAOB rules require that a registered public accounting firm comply with the Board's quality control standards.[7/] PCAOB quality control standards require that a registered public accounting firm "shall have a system of quality control for its accounting and auditing practice."[8/]

[5/] *See Uma D. Basso, CPA*, PCAOB Release No. 105-2012-006 (September 7, 2012).

[6/] Specifically, the Audits consist of JSW's audits of: (a) the 2006 through 2008 financial statements of MedCom USA, Incorporated; (b) the 2008 financial statements of Dynamic Response Group, Inc.; (c) the 2008 financial statements of American Defense Systems, Inc.; and (d) the 2008 financial statements of Dolphin Digital Media, Inc.

[7/] PCAOB Rule 3100, *Compliance with Auditing and Related Professional Practice Standards*; PCAOB Rule 3400T, *Interim Quality Control Standards*.

[8/] Quality Control ("QC") § 20.02, *System of Quality Control for a CPA Firm's Accounting and Auditing Practice*.

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5. PCAOB quality control standards state that policies and procedures "should be established to provide the firm with reasonable assurance that the work performed by engagement personnel meets applicable professional standards, regulatory requirements, and the firm's standards of quality."[9/] Policies and procedures, as well, should be established to provide the firm with reasonable assurance that work "is assigned to personnel having the degree of technical training and proficiency required in the circumstances."[10/] PCAOB quality control standards further provide that the more able and experienced the personnel assigned to an engagement are, the less direct supervision is needed.[11/] Additionally, PCAOB quality control standards provide that policies and procedures "should be established to provide the firm with reasonable assurance that the policies and procedures established by the firm for each of the other elements of quality control . . . are suitably designed and are being effectively applied," and that "its system of quality control is effective."[12/] Finally, quality control policies and procedures should be communicated to a firm's personnel in a manner that provides reasonable assurance that they are understood and complied with.[13/] As detailed below, JSW failed to comply with these PCAOB quality control standards in connection with the Audits.

6. When it filed its Application for Registration with the PCAOB in 2003, JSW submitted a list of its quality control policies covering, among other things, personnel management, engagement performance, and monitoring. Subsequently, JSW generated other quality control documents based on commercial publications. At all relevant times, however, JSW failed to implement or communicate to its personnel those quality control policies and procedures.[14/] Indeed, prior to 2009, even partner

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[9/] QC § 20.17.

[10/] QC § 20.13; *see also* QC §§ 40.03, 40.06, *The Personnel Management Element of a Firm's System of Quality Control - Competencies Required by a Practitioner-in-Charge of an Attest Engagement*; AU § 230.06, *Due Professional Care in the Performance of Work*.

[11/] QC § 20.11.

[12/] QC § 20.20; *see also* QC § 30.03, *Monitoring a CPA Firm's Accounting and Auditing Practice*.

[13/] *See* QC § 20.23.

[14/] *See* QC §§ 20.02, 20.23.

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level personnel at JSW did not have an understanding of the Firm's quality control policies concerning personnel management, engagement performance, and monitoring.

7. With respect to personnel management, in several of the Audits, one or more staff members with limited audit experience conducted virtually all of the Firm's audit procedures, and much of that work was never reviewed by Wolfe or anyone else.[15/] JSW's failure to implement and communicate appropriate quality control standards regarding personnel management, in turn, contributed to its failure to comply with quality control standards concerning engagement performance. Throughout the relevant time period, JSW failed to put policies and procedures in place to ensure that engagement personnel performed audit procedures necessary to comply with PCAOB standards.[16/] As a result, in multiple instances, JSW personnel failed to complete necessary audit work before the Firm released its audit opinions for the Audits, and, in other instances, failed to perform any significant work in critical audit areas.

8. Finally, with respect to monitoring, although JSW's written quality control documents stated that the Firm would "evaluate on an ongoing basis whether the other elements of quality control established by the firm are suitably designed and are being effectively applied," no such monitoring actually occurred during the period in question.[17/]

E. Respondent Violated PCAOB Rules and Auditing Standards in Connection with the Audits

9. In connection with the preparation or issuance of an audit report, PCAOB rules require that a registered public accounting firm and its associated persons comply with the Board's auditing and related professional practice standards.[18/] An auditor may express an unqualified opinion on an issuer's financial statements only when the auditor has formed such an opinion on the basis of an audit performed in accordance with PCAOB standards.[19/] Among other things, PCAOB standards require that an auditor

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[15/] *See* QC §§ 20.11, .13.

[16/] *See* QC § 20.17.

[17/] *See* QC § 20.20; QC § 30.03.

[18/] *See* PCAOB Rule 3100; PCAOB Rule 3200T, *Interim Auditing Standards*.

[19/] AU § 508.07, *Reports on Audited Financial Statements*. All references to PCAOB auditing standards are to the versions of those standards in effect for the Audits.

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exercise due professional care, exercise professional skepticism, and obtain sufficient competent evidence to afford a reasonable basis for an opinion regarding the financial statements.[20] PCAOB standards also prohibit an auditor from relying on management representations as a substitute for performing audit procedures necessary to afford a reasonable basis for an opinion on an issuer's financial statements and require an auditor to investigate when management representations are contradicted by other audit evidence.[21]

10. PCAOB auditing standards also require that audits be adequately planned and assistants be properly supervised.[22] Supervision includes "directing the efforts of assistants who are involved in accomplishing the objectives of the audit," reviewing their work, and "determining whether th[e] objectives [of the audit] were accomplished."[23] In reviewing the work of assistants, care should be taken to both "determine whether it was adequately performed and to evaluate whether the results are consistent with the conclusions to be presented in the auditor's report."[24] As detailed below, JSW failed to comply with these and other auditing standards in connection with the Audits.

Audits of MedCom's 2006-2008 Financial Statements

11. At all relevant times, MedCom USA, Incorporated ("MedCom") was a Delaware corporation with its headquarters in Scottsdale, Arizona. The company's public filings disclosed that it processed medical information, including insurance eligibility verification. MedCom's common stock was registered under Section 12(g) of the Securities Exchange Act of 1934 ("Exchange Act") and was quoted on the OTC Bulletin Board. At all relevant times, MedCom was an issuer as that term is defined by Section 2(a)(7) of the Act and PCAOB Rule 1001(i)(iii).

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[20] AU § 150.02, *Generally Accepted Auditing Standards*; AU § 230; AU § 326, *Evidential Matter*.

[21] *See* AU § 333, *Management Representations*.

[22] *See* AU § 311, *Planning and Supervision*.

[23] AU § 311.11.

[24] AU § 311.13.

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12. MedCom appointed JSW as its independent auditor on or about February 7, 2007. In audit reports dated September 14, 2007 and September 28, 200[8],[25/] JSW expressed unqualified opinions on MedCom's financial statements. Wolfe authorized the issuance of both audit reports. The September 14, 2007 audit report concerned MedCom's financial statements for the year ended June 30, 2007 and its restated financial statements for the year ended June 30, 2006, and was included in a Form 10-KSB that MedCom filed with the Securities and Exchange Commission (the "Commission") on September 28, 2007. The September 28, 2008 audit report concerned MedCom's financial statements for the years ended June 30, 2008 and June 30, 2007 and was included in a Form 10-K that MedCom filed with the Commission on September 29, 2008. Both reports, which included going concern explanatory paragraphs, stated that, in JSW's opinion, MedCom's financial statements presented fairly, in all material respects, the company's financial position in conformity with accounting principles generally accepted in the United States ("US GAAP"), and that JSW's audits were conducted in accordance with PCAOB standards.

MedCom's Restated 2006 Financial Statements

13. Another registered public accounting firm initially audited MedCom's financial statements for the year ended June 30, 2006. After JSW accepted the MedCom engagement, MedCom restated its 2006 financial statements and included those restated financial statements in the Form 10-KSB it filed with the Commission on September 28, 2007. JSW did not conduct an audit of MedCom's restated 2006 financial statements. Nonetheless, with Wolfe's authorization, JSW issued an audit report on those restated financial statements, in violation of PCAOB auditing standards.[26/]

[25/] The audit report issued in 2008 was erroneously dated September 28, 2007.

[26/] See AU § 508.07.

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Audits of MedCom's 2007 and 2008 Financial Statements

14. The JSW engagement team for the audits of MedCom's 2007 and 2008 financial statements consisted of Wolfe, as the auditor with final responsibility, and one staff member who was not licensed as a certified public accountant in the United States and had limited experience auditing public companies. The staff member performed almost all of the audit work during the 2007 and 2008 MedCom audits, and Wolfe failed to review much of that work. JSW's failure to ensure that the 2007 and 2008 MedCom audits were appropriately supervised violated PCAOB standards.[27/]

15. During those audits, JSW failed to exercise due professional care and failed to obtain sufficient competent evidential matter to support its opinions on MedCom's 2007 and 2008 financial statements.[28/] Specifically, JSW failed to perform any audit procedures during the 2007 audit with respect to MedCom's reported revenue of $4 million. JSW also failed to obtain any competent evidence during the 2007 audit as to the existence, completeness and valuation of MedCom's reported notes payable. JSW's failures with respect to MedCom's notes payable were particularly significant because those notes were MedCom's primary means of funding its business, were its largest liability, representing 69% of MedCom's total reported liabilities in 2007, and, according to MedCom's 2007 Form 10-KSB, had been substantially renegotiated during 2007.

16. Additionally, in both the 2007 and 2008 MedCom audits, JSW failed to obtain sufficient competent evidential matter with respect to MedCom's largest reported asset, contract receivables, which represented 63% and 47% of MedCom's total reported assets in 2007 and 2008, respectively. In 2007, the JSW engagement team prepared a memorandum with respect to contract receivables in which the team described work it had purportedly performed and documented in other work papers. No one on the engagement team, however, was able to identify those other work papers, and no one on the engagement team recalled performing any such procedures. In 2008, JSW obtained copies of certain contracts and a management schedule listing contract receivable balances as of year-end. JSW, however, failed to obtain any evidence to substantiate or test those year-end balances provided by management.

17. Finally, JSW failed to comply with PCAOB documentation standards in the 2007 MedCom audit.[29/] PCAOB documentation standards require that an auditor make

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27/ *See* AU §§ 311.11, .13; *see also* AU § 230.06.

28/ *See* AU § 230; AU §§ 326.01, .25.

29/ *See* Auditing Standard No. 3, *Audit Documentation* ("AS3").

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certain written disclosures if the auditor adds documentation to the audit work papers after the documentation completion date.[30] Specifically, information added to the work papers after the documentation completion date must indicate the date the information was added, the person preparing the additional information, and the reason for adding the information to the work papers after the documentation completion date.[31] JSW violated these requirements in the 2007 MedCom audit. Specifically, well after the documentation completion date for the 2007 audit, the JSW staff member assigned to the 2007 MedCom engagement prepared a "Supervision, Review, and Approval" form that he and Wolfe signed and dated as if it had been prepared prior to the documentation completion date. The staff member also prepared a "Disclosure Requirements" checklist well after the documentation completion date and similarly dated it to make it appear that it had been prepared prior to the documentation completion date. Those documents were then included in the work papers without any explanation as to why they had been added after the documentation completion date and without any indication that the work papers had actually been prepared after the sign-off dates.

Audit of DRG's 2008 Financial Statements

18. At all relevant times, Dynamic Response Group, Inc. ("DRG") was a Florida corporation with its headquarters in Miami, Florida. The company's public filings disclosed that it marketed, developed and distributed personal development, wellness and entertainment consumer goods and services. DRG's common stock was registered under Section 12(g) of the Exchange Act and was quoted on the OTC Bulletin Board. At all relevant times, DRG was an issuer as that term is defined by Section 2(a)(7) of the Act and PCAOB Rule 1001(i)(iii).

19. In an audit report dated March 10, 2009, JSW expressed an unqualified opinion on DRG's financial statements for the year ended December 31, 2008. The report was included in a Form 10-K that DRG filed with the Commission on April 15, 2009. The audit report, which included a going concern explanatory paragraph, stated that, in JSW's opinion, DRG's 2008 financial statements presented fairly, in all material respects, the company's financial position in conformity with US GAAP, and that JSW's audit was conducted in accordance with PCAOB standards. JSW failed to comply with applicable PCAOB standards in connection with the 2008 DRG Audit.

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[30] AS3 ¶ 16.

[31] *Id.*

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20. DRG reported in the notes to its 2008 financial statements that it had incurred advertising expenses during 2008 and that it had capitalized approximately $840,000 of those expenses as "direct response advertising" pursuant to AICPA Statement of Position ("SOP") 93-7, *Reporting on Advertising Costs* (December 29, 1993). DRG's capitalized direct response advertising balance for 2008 represented an increase of over 350% from the prior year and constituted 21% of DRG's total reported assets.

21. SOP 93-7 provides that a company may only capitalize advertising expenses as direct response advertising if (1) the primary purpose of the advertising "is to elicit sales to customers who could be shown to have responded specifically to the advertising;" and (2) the advertising "results in probable future benefits."[32/] In addition, SOP 93-7 states that direct response advertising costs reported as assets are to be "amortized on a cost-pool-by-cost-pool basis over the period during which the future benefits are expected to be received."[33/]

22. During the 2008 audit, JSW failed to exercise due professional care and failed to obtain sufficient audit evidence to conclude that DRG was appropriately capitalizing, as opposed to expensing, the costs it reported as direct response advertising.[34/] Specifically, JSW failed to obtain audit evidence indicating that sales were to customers responding specifically to the advertising. Nor did JSW obtain sufficient competent audit evidence indicating that the advertising would result in probable future benefits to DRG. In addition, JSW failed to perform any procedures to evaluate whether DRG was appropriately amortizing the amounts it capitalized as direct response advertising. Indeed, JSW's work papers include a schedule, provided by DRG, indicating that the company was not amortizing those amounts.

23. During the 2008 audit, JSW also failed to exercise due professional care and failed to obtain sufficient competent evidential matter concerning promissory note obligations that represented approximately 21% of DRG's total reported liabilities. In the notes to the financial statements, DRG reported that the maturity dates on its promissory notes had been extended until late 2010 and early 2011. Confirmations included in JSW's work papers, however, indicated that DRG's promissory notes matured in 2009. JSW failed to take any steps to reconcile the disclosures in the

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32/ SOP 93-7 at ¶ .33; *see also* SOP 93-7 at ¶ .26a.

33/ *Id.* at ¶ .46.

34/ *See* AU § 230; AU §§ 326.01, .25.

financial statements with the contradictory information contained in the work papers.[35] JSW also failed to perform audit procedures to evaluate whether the outstanding note balance was complete, and whether the notes were properly classified, described, and disclosed as current liabilities.

Audit of ADS's 2008 Financial Statements

24. American Defense Systems, Inc. ("ADS") is a Delaware corporation with its headquarters in Hicksville, New York. The company's public filings disclose that it develops defense and security products. ADS's common stock is registered under Section 12(b) of the Exchange Act and is quoted on the American Stock Exchange. At all relevant times, ADS was an issuer as that term is defined by Section 2(a)(7) of the Act and PCAOB Rule 1001(i)(iii).

25. In April 2009, JSW issued an audit report expressing an unqualified opinion on ADS's financial statements for the year ended December 31, 2008. The report was included in a Form 10-K that ADS filed with the Commission on April 15, 2009. The audit report stated that, in JSW's opinion, ADS's 2008 financial statements presented fairly, in all material respects, the company's financial position in conformity with US GAAP, and that JSW's audit was conducted in accordance with PCAOB standards.

26. JSW failed to comply with applicable PCAOB standards in connection with the audit of ADS's 2008 financial statements. Specifically, JSW failed to exercise due professional care and failed to obtain sufficient competent evidential matter as to the existence and valuation of ADS's accounts receivable.[36] As of year-end 2008, those receivables represented approximately 30% of ADS's current assets and 20% of its total assets, and ADS maintained no allowance for doubtful accounts.

27. During the audit, the JSW engagement team concluded that sending confirmations to ADS's customers would be ineffective and, accordingly, planned to review subsequent cash receipts to test ADS's accounts receivable balance.[37]

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[35] *See* AU § 333.04; *see also* AU § 326.25.

[36] *See* AU § 230; AU §§ 326.01, .25.

[37] Under PCAOB standards, "there is a presumption that the auditor will request the confirmation of accounts receivable during an audit," though certain exceptions apply, one of which is that confirmations would be ineffective. *See* AU § 330.34, *The Confirmation Process*.

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However, that subsequent cash receipts testing was inadequate. First, the testing was not completed until several months after the audit. Second, although JSW's work papers indicate that ADS had collected certain receivables after year-end 2008, in fact, the engagement team was aware that some of those receivables were still outstanding as of June 30, 2009.

Audit of DDM's 2008 Financial Statements

28. Dolphin Digital Media, Inc. ("DDM") is a Nevada corporation with its principal offices located in Miami, Florida. The company's public filings disclose that it creates and manages social networking websites for children. DDM's common stock is registered under Section 12(g) of the Exchange Act and trades on the OTC Bulletin Board. At all relevant times, DDM was an issuer as that term is defined by Section 2(a)(7) of the Act and PCAOB Rule 1001(i)(iii).

29. In an audit report dated April 13, 2009, JSW expressed an unqualified audit opinion on DDM's financial statements for the year ended December 31, 2008. The report was included in a Form 10-K that DDM filed with the Commission on April 14, 2009. The audit report, which included a going concern explanatory paragraph, stated that, in JSW's opinion, DDM's 2008 financial statements presented fairly, in all material respects, the company's financial position in conformity with US GAAP, and that JSW's audit was conducted in accordance with PCAOB standards.

30. JSW failed to comply with applicable PCAOB standards in connection with the audit of DDM's 2008 financial statements. The audit team consisted of Wolfe and two JSW staff members with limited experience auditing public companies. The staff members performed almost all of the audit work, and Wolfe failed to review much of that work. JSW's failure to ensure that the 2008 DDM audit was appropriately supervised violated PCAOB standards.[38/]

31. As of year-end 2008, more than 75% of DDM's total reported assets were classified as intangible assets and consisted mostly of website and platform development costs for an unlaunched product. During the 2008 audit, JSW failed to ensure that the engagement team appropriately tested DDM's intangible asset balance for impairment. The work papers reflect that management's basis for not recognizing an impairment on its intangible assets in 2008 was a cash flow projection. JSW, however, performed no procedures to assess the reasonableness of the cash flow projection, including the relevance, sufficiency, and reliability of the data supporting the projection

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38/ *See* AU §§ 311.11, .13; *see also* AU § 230.06.

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and the assumptions management made in formulating the projection.[39/] In addition, the untested cash flow projection was inconsistent with JSW's conclusion that there was substantial doubt as to DDM's ability to continue operating as a going concern.[40/]

32. JSW also failed to comply with AS3 in connection with the audit of DDM's 2008 financial statements. AS3 provides that the documentation for an audit "must contain sufficient information to enable an experienced auditor, having no previous connection with the engagement: [a.] [t]o understand the nature, timing, extent, and results of the procedures performed, evidence obtained, and conclusions reached, and [b.] [t]o determine who performed the work and the date such work was completed as well as the person who reviewed the work and the date of such review."[41/] Significant portions of the audit documentation did not contain sufficient information to demonstrate the nature, timing, extent, and results of the procedures performed, evidence obtained, conclusions reached, and the dates such work was completed and reviewed.

F. JSW Violated PCAOB Rule 2202

33. Pursuant to Section 102(f) of the Act, PCAOB Rule 2202, *Annual Fee*, provides that "[e]ach registered public accounting firm must pay an annual fee to the Board on or before July 31…." In violation of Rule 2202, JSW failed to pay its annual fee for 2011.

IV.

In view of the foregoing, and to protect the interests of investors and further the public interest in the preparation of informative, accurate, and independent audit reports, the Board determines it appropriate to impose the sanctions agreed to in Respondent's Offer. Accordingly, it is hereby ORDERED that:

A. Pursuant to Section 105(c)(4)(E) of the Act and PCAOB Rule 5300(a)(5), Jewett, Schwartz, Wolfe & Associates, P.L. is hereby censured;

B. Pursuant to Section 105(c)(4)(A) of the Act and PCAOB Rule 5300(a)(1), the registration of Jewett, Schwartz, Wolfe & Associates, P.L. is revoked; and

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39/ *See* AU § 326.01; *see also* AU §§ 230.07-.09.

40/ *See* AU § 333.04; *see also* AU § 326.25.

41/ AS3 ¶ 6.

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C. After five (5) years from the date of this Order, Jewett, Schwartz, Wolfe & Associates, P.L. may reapply for registration by filing an application pursuant to PCAOB Rule 2101.

ISSUED BY THE BOARD.

/s/ Phoebe W. Brown

Phoebe W. Brown
Secretary

September 7, 2012