



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
STATION PLACE
100 F STREET, NE
WASHINGTON, DC 20549-2465

Office of FOIA Services

March 24, 2015

Mr. David Pegno
Dewey Pegno & Kramarsky LLP
777 Third Ave
New York, NY 10017

Re: Freedom of Information Act (FOIA), 5 U.S.C. § 552
Request No. 15-00972-FOIA

Dear Mr. Pegno:

This letter responds to your request, dated December 05, 2014, and received in this office on December 30, 2014, seeking all documents that the SEC produced to Richard Edelman in connection with the FOIA request relating to the Empire State Building, including but not limited to those at issue in *Richard Edelman V. Securities and Exchange Commission*, NO 1:14-CV-01140RMC (D.D.C 2014).

Access is granted to the enclosed 2,287 pages of records, previously released under the FOIA. We are withholding portions of these records pursuant to 5 U.S.C. § 552(b)(5) and (6), 17 CFR § 200.80(b)(5) and (6), for the following reasons:

- Under Exemption 5, we are withholding internal records which are protected by both the deliberative process and the attorney work-product privileges embodied in Exemption 5. Under the deliberative process privilege, withholding these records will encourage open and frank discussions on matters of policy between subordinates and superiors; protect against premature disclosure of proposed policies before they are finally adopted; and/or protect against public confusion that might result from disclosure of reasons and rationales that were not in fact ultimately the grounds for the Commission's action. Moreover, under the attorney work-product privilege, the internal records are protected because they were prepared by an attorney in contemplation of litigation.

- Under Exemption 6, which protects information, the release of which would be an unwarranted invasion of personal privacy, we are withholding third-party and SEC staff names, and other similar types of information contained within the records. Moreover, the release of SEC staff names could conceivably subject the employees to harassment from the public in the performance of their official duties and in their private lives.

I am the deciding official with regard to this adverse determination. You have the right to appeal my decision to our General Counsel under 5 U.S.C. § 552(a)(6), 17 CFR § 200.80(d)(5) and (6). Your appeal must be in writing, clearly marked "Freedom of Information Act Appeal," and should identify the records at issue. The appeal may include facts and authorities you consider appropriate.

Send your appeal to the Office of FOIA Services of the Securities and Exchange Commission located at Station Place, 100 F Street NE, Mail Stop 2465, Washington, D.C. 20549, or deliver it to Room 1120 at that address. Also, send a copy to the SEC Office of the General Counsel, Mail Stop 9612, or deliver it to Room 1120 at the Station Place address.

Under the FOIA, you are considered a "Commercial Use" requester. As such, you are required to pay search and review fees beyond the first one-half hour, in accordance with our fee schedule. The assessable review fees for the processing of this request based on your requester fee category are \$476.00 (17 hours of review at \$28.00 per hour). Please note, although you are receiving the material provided to Mr. Edelman, we are withholding information pertaining to Mr. Edelman. This is the basis for the extensive review required to identify such material.

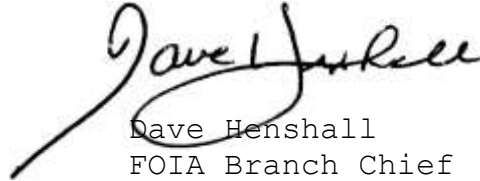
As shown on the enclosed invoice, the processing fee is \$476.00 in accordance with our fee schedule. You may use our [Online Payment](#) option to pay by debit or credit card. If paying by mail, checks or money orders should be made payable to the SEC and a copy of the invoice should be mailed to our new payment address: Enterprise Services Center, HQ Bldg, Room 181, AMZ-341, 6500 South MacArthur Boulevard, Oklahoma City, OK, 73169. Please refer to the following link for detailed instructions on how to remit payments:
<http://www.sec.gov/about/offices/ofm.htm>

Mr. David Pegno
March 24, 2015
Page Three

15-00972-FOIA

If you have any questions, please contact Tina Churchman of my staff at churchmant@sec.gov or (202) 551-8330. You may also contact me at foiapa@sec.gov or (202) 551-7900.

Sincerely,

A handwritten signature in black ink that reads "Dave Henshall". The signature is written in a cursive style with a large, sweeping initial "D".

Dave Henshall
FOIA Branch Chief

Enclosures (compact disc)