



NEW YORK  
REGIONAL OFFICE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
BROOKFIELD PLACE, 200 VESEY STREET, SUITE 400  
NEW YORK, NY 10281-1022

July 31, 2020

**By ECF**

Hon. Elizabeth A. Wolford  
United States District Judge  
United States District Court for the  
Western District of New York  
Kenneth B. Keating Federal Building  
100 State Street  
Rochester, NY 14614

Re: *SEC v. Robert C. Morgan, et al.*, 19 Civ. 661 (EAW)

Dear Judge Wolford:

Plaintiff Securities and Exchange Commission (the "Commission") respectfully submits this letter, jointly with defendants Robert C. Morgan, Morgan Mezzanine Fund Manager LLC, and Morgan Acquisitions LLC (collectively, "Defendants"), to advise the Court that the Commission and Defendants have reached a settlement in principle of the Commission's claims in this action. This settlement remains subject to the Commission staff obtaining review and authorization to accept the anticipated offer of settlement from the Commission. In order to allow time for the Commission to review and consider the anticipated offer, the Commission and Defendants request that the Court (1) grant Defendants' forthcoming application for an order extending the date for Defendants to answer or move against the Commission's complaint from August 3, 2020, to **September 18, 2020**; and (2) allow the parties to submit to the Court, on or before **September 18, 2020**, a proposed consent judgment (if the staff obtains Commission authorization to accept the proposed settlement) for the Court's consideration.

Respectfully submitted,

/s/ Lee A. Greenwood

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cc: All counsel of record by ECF