

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

OXFAM AMERICA, INC.,

Plaintiff,

v.

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,

Defendant.

Civil Action No. 12-cv-10878-DJC

**PLAINTIFF OXFAM AMERICA'S RESPONSE TO DEFENDANT'S NOTICE OF
PROPOSED EXPEDITED RULEMAKING**

Plaintiff Oxfam America, Inc. ("Oxfam") respectfully submits this Response to Defendant Security and Exchange Commission's ("SEC") Notice of Proposed Expedited Rulemaking (Dkt. 40), which was filed on October 2, 2015 pursuant to the Court's Order of September 2, 2015.

1. Oxfam welcomes SEC's proposed schedule for rulemaking and does not object to the timeline for adopting the Final Rule.
2. Oxfam takes note of SEC's caveat, in which it indicates that it cannot guarantee that either the Proposed Rule or the Final Rule will be adopted at the open meetings that the SEC has committed to hold by the end of the year and the end of June, respectively. Dkt. 40 at 2. Oxfam accepts SEC's representation that it will work in good faith to complete the rulemaking within 270 days. However, Oxfam notes that SEC's obligation is to *adopt* a rule, and not simply to *vote* on a rule, and therefore continues to believe that if the Commission does not succeed in adopting a rule within that time, it will be in further

violation of its obligations under Section 706(1) of the Administrative Procedure Act.

Oxfam reserves the right to take appropriate legal action at that time if necessary.

3. Oxfam therefore respectfully requests that the Court issue an Order to:

- Adopt SEC's proposed schedule for the rulemaking;
- Retain jurisdiction to oversee the implementation of the rulemaking;
- Require SEC to provide prompt notice in case it believes the timeline has become "impracticable" (Dkt. 40 at 3) and it either does not intend to or does not believe it can meet the proposed schedule; and
- Clarify that if SEC does not *adopt* a rule within the 270-day timeframe, it will be in further violation of its obligations under Section 706(1) of the Administrative Procedure Act.

Dated: October 9, 2015

Respectfully submitted,

/s/ Derek B. Domian

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CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system on October 9, 2015, and will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and email and paper copies will be sent to those indicated as non-registered participants on the above date.

/s/ Derek B. Domian