

Exhibit A

GIBSON DUNN

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September 22, 2020

VIA ELECTRONIC MAIL

Office of FOIA Services
U.S. Securities and Exchange Commission
100 F Street, NE
Mail Stop 2465
Washington, D.C. 20549

Re: Freedom of Information Act Request

Dear Sir or Madam:

This is a request pursuant to the Freedom of Information Act. Pursuant to this authority, I request that copies of the following records be provided to me:

1. Any and all records, documents, recordings, communications, analyses, reports and other information from 2017 to the present relating in whole or in part to the impact on convertible debt lenders,¹ microcap² issuers, or the microcap industry of requiring convertible debt lenders to register as dealers under Section 15(a) of the Securities Exchange Act of 1934 (15 U.S.C. § 78o(a)) and/or the impact on convertible debt lenders, microcap issuers, or the microcap industry of treating or defining convertible debt lenders as dealers under Section 3(a)(5) of the Securities Exchange Act of 1934 (15 U.S.C. §78c(a)(5)).

We agree to pay the reasonable costs and fees associated with this request. Please deliver the requested records to me at:

Helgi C. Walker, Esq.
Gibson, Dunn & Crutcher LLP

¹ Convertible debt lenders are individuals or entities that provide a loan to a borrower where, pursuant to a convertible promissory note, the borrower may repay the principal by a certain date or, if the borrower does not repay the principal by that date, the lender may elect to have the outstanding loan amount converted into shares of stock in the borrower that are transferred to the lender in lieu of repayment of the principal.

² The terms “small-cap” and “penny stock” should be treated as equivalent to “microcap” for purposes of responding to this FOIA request.

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Under the FOIA Improvement Act of 2016, agencies must adopt a presumption of disclosure, withholding information “only if . . . disclosure would harm an interest protected by an exemption” or “disclosure is prohibited by law.”³ In accordance with the Office of FOIA Services’ legal obligations under the Freedom of Information Act, if you choose to deny this request in whole or in part, please respond in writing and state the statutory exception authorizing the withholding of all or part of the public record and the name and title or position of the person responsible for the denial. Additionally, if it is your position that any portion of the requested records is exempt from disclosure, we request that you provide an index of those documents as required under *Vaughn v. Rosen*, 484 F.2d 820 (D.C. Cir. 1973). As you are aware, a Vaughn index must describe each document claimed as exempt with sufficient specificity “to permit a reasoned judgment as to whether the material is actually exempt under FOIA.”⁴ Moreover, the Vaughn index “must describe each document or portion thereof withheld, and for each withholding it must discuss the consequences of disclosing the sought-after information.”⁵ Further, “the withholding agency must supply ‘a relatively detailed justification, specifically identifying the reasons why a particular exemption is relevant and correlating those claims with the particular part of a withheld document to which they apply.’”⁶

In the event only some portions of the requested records are properly exempt from disclosure, please disclose any reasonably segregable non-exempt portions of the requested records. If it is your position that a document contains non-exempt segments, but that those non-exempt segments are so dispersed throughout the document as to make segregation impossible, please state what portion of the document is non-exempt, and how the material is dispersed throughout the document.⁷ Claims of non-segregability must be made with the same degree of detail as required for claims of exemptions in a Vaughn index. If disclosure of certain requested records is denied in whole, please state specifically that it is not reasonable to segregate portions of such records for release.

³ FOIA Improvement Act of 2016 § 2 (Pub. L. No. 114–185).

⁴ *Founding Church of Scientology v. Bell*, 603 F.2d 945, 949 (D.C. Cir. 1979).

⁵ *King v. U.S. Dep’t of Justice*, 830 F.2d 210, 223-24 (D.C. Cir. 1987).

⁶ *Id.* at 224 (citing *Mead Data Central, Inc. v. U.S. Dep’t of the Air Force*, 566 F.2d 242, 251 (D.C. Cir. 1977)).

⁷ *Mead Data Central*, 566 F.2d at 261.

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Thank you for your prompt response to this request. We look forward to your determination of this request within twenty business days.⁸ If you have any questions, please contact me at HWalker@gibsondunn.com or by phone at 202.887.3599.

Respectfully,

/s/ Helgi C. Walker

Helgi C. Walker

⁸ 5 U.S.C. § 552(a)(6)(A).