



SUBJECT: Filing of Documents with the Division of Corporation Finance by means of Transmittal Letters Signed by Paralegals or Legal Assistants Employed by Law Firms

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Many law firms employ legal assistants or paralegals to assist the firms' lawyers in serving their clients. Often, these law firms entrust their legal assistants or paralegals with the responsibility of transmitting documents to the Securities Commission for filing with the Division of Corporation Finance (Division) pursuant to specific provisions of the Pennsylvania Securities Act of 1972 (1972 Act) and regulations promulgated thereunder. This usually is accomplished by the legal assistant or paralegal signing a cover letter describing the documents being transmitted on behalf of a specific client.

Use of legal assistants or paralegals by law firms to perform ministerial functions such as transmitting documents for filing does not mean that the legal assistant or paralegal is responsible for the contents of the documents or has detailed knowledge about the client transaction which is the subject of the filing. Therefore, legal assistants or paralegals usually identify in their transmittal letter the lawyer at the firm who the Division can contact with respect to questions or comments about the filing.

Occasionally, the Division has experienced situations where the lawyer identified by the legal assistant or paralegal in his or her transmittal letter either was the lawyer responsible only for the SEC filing or otherwise was not versed in the legal requirements of the 1972 Act. Hence, it is exceedingly important for the client that client's counsel take responsibility for informing the Division of the lawyer in the firm who is knowledgeable about the filing being made.

Commission Policy

Therefore, it is the policy of the Commission that, should a law firm choose to have a legal assistant or paralegal transmit by means of a cover letter documents to the Division for filing, such cover letter should include the name, address, phone number, fax number and business e-mail address of the lawyer at the firm who is

knowledgeable about, and responsible for, the filing being made with the Division and the provisions of the 1972 Act under which the filing is being made.