

**UNITED STATES DISTRICT COURT
DISTRICT OF COLUMBIA**

**SECURITIES AND EXCHANGE
COMMISSION,**
100 F Street, NE
Washington, DC 20549

Applicant,

vs.

COVINGTON & BURLING LLP,
850 10th St, NW
Washington, DC 20268

Respondent.

Case No. _____

**[PROPOSED] ORDER TO SHOW CAUSE
WHY AN ORDER COMPELLING COMPLIANCE WITH
INVESTIGATIVE SUBPOENA SHOULD NOT BE ISSUED**

On the application of the Securities and Exchange Commission (“Commission”) for an order to show cause why Respondent Covington & Burling LLP (“Covington”) should not be ordered to produce documents as called for by Request No. 3(a) of the Commission’s March 21, 2022 subpoena, the Court has considered the application filed by the Commission and the memorandum and declaration, with its exhibits, filed in support of the application. Based upon these documents, the Court is satisfied that the Commission has made a sufficient and proper showing in support of the relief granted herein, and therefore:

I.

IT IS HEREBY ORDERED that Respondent shall appear before this Court at _____ on _____, 202_, in Room ____ of the United States Courthouse, 333 Constitution Avenue, N.W., Washington, D.C. 20001, to show cause why the Court should not issue an Order:

- (a) directing Respondent Covington to produce to the Commission documents as called for by Request No. 3(a) of the Commission's March 21, 2022 subpoena no later than _____, 202_;
- (b) directing that, in the event that Respondent does not produce the documents described in paragraph (a) by the date specified above,
- (i) the Commission will have established a prima facie case of civil contempt against Respondent Covington for its failure to comply with the Order directing it to produce documents; and
 - (ii) Respondent will be in civil contempt for failure to comply with that Order without further notice or hearing.

II.

IT IS FURTHER ORDERED that a copy of this Order and the papers supporting the Commission's application be served upon Respondent on or before _____, 202_ by personal delivery, facsimile, overnight courier, email, or first-class mail.

III.

IT IS FURTHER ORDERED that Respondent shall deliver any opposing papers in response to the application no later than _____, 202_ at 5:00 p.m. Service shall be made by delivering the papers using the most expeditious means available, by that date and time, to the Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C., 20549 Attn: Dean M. Conway, or such other place as counsel for the Commission may direct in writing. The Commission shall have until _____, 202_ at 5:00 p.m., to serve, by the most expeditious means available, any reply papers upon Respondent, or upon their counsel, if counsel shall have made an appearance in this action.

SO ORDERED

Dated: _____, 202_
Washington, D.C.

UNITED STATES DISTRICT JUDGE