

UNITED STATES OF AMERICA
Before the
COMMODITY FUTURES TRADING COMMISSION

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| In the Matter of | : | CFTC Docket No. 07-12 |
| | : | |
| Russell Investments Ireland Limited | : | AMENDED ORDER INSTITUTING PROCEEDINGS PURSUANT TO SECTIONS 6(c) AND 6(d) OF THE COMMODITY EXCHANGE ACT, AS AMENDED, MAKING FINDINGS AND IMPOSING REMEDIAL SANCTIONS |
| and | : | |
| Russell Investments Cayman Ltd. | : | |
| | : | |
| Respondents. | : | |
| | : | |

I.

The Commodity Futures Trading Commission ("Commission") has reason to believe that Russell Investments Ireland Limited ("RIIL") and Russell Investments Cayman Ltd. ("RICL") have violated Commission Regulation ("Regulation") 4.22(c), 17 C.F.R. § 4.22(c) (2007). Therefore, the Commission deems it appropriate and in the public interest that a public administrative proceeding be, and hereby is, instituted to determine whether RIIL and RICL have engaged in the violations as set forth herein and to determine whether any order should be issued imposing remedial sanctions.

II.

In anticipation of the institution of an administrative proceeding, RIIL and RICL have submitted an *Offer of Settlement* ("*Offer*"), which the Commission has determined to accept. Without admitting or denying any of the findings herein, RIIL and RICL acknowledge service of this *Order Instituting Proceedings Pursuant to Sections 6(c) and 6(d) of the Commodity Exchange Act, as amended, Making Findings and Imposing Remedial Sanctions* ("*Order*").¹

¹ RIIL and RICL consent to the use of these findings in this proceeding and in any other proceeding brought by the Commission or to which the Commission is a party; provided, however, that RIIL and RICL do not consent to the use of the *Offer*, or the findings consented to in the *Order*, as the sole basis for any other proceeding brought by the Commission, other than in a proceeding in bankruptcy or to enforce the terms of this *Order*. Nor do RIIL and RICL consent to the use of the *Offer* or this *Order*, or the findings consented to in the *Offer* or this *Order*, by any other party in any other proceeding.

III.

The Commission finds the following:

A. SUMMARY

Regulation 4.22(c) requires commodity pool operators (“CPOs”) to distribute to pool participants and file with the National Futures Association (“NFA”) their commodity pools’ annual reports within 90 days of the end of the pools’ fiscal year. Pursuant to Regulation 4.22(f)(2), 17 C.F.R. § 4.22(f)(2), a CPO for a fund-of-funds may claim an extension of an additional 60 days. For the fiscal years ending March 31, 2002 and March 31, 2004, RIIL and RICL, two registered CPOs, failed to file with the NFA all of their commodity pools’ annual reports in a timely manner, in violation of Regulation 4.22(c).

B. RESPONDENTS

Russell Investments Ireland Limited, formerly know as Frank Russell Investments (Ireland) Limited, is located in Tacoma, Washington. RIIL was registered with the Commission as a CPO from June 28, 1996 through August 6, 2005.

Russell Investments Cayman Ltd., formerly known as Frank Russell Investments (Cayman) Ltd., is located in Tacoma, Washington. RICL was registered with the Commission as a CPO from July 11, 1996 through August 6, 2005.

C. FACTS

RIIL and RICL are CPOs for commodity pools that operate as a fund and as funds-of-funds. The fiscal year for the commodity pools operated by RIIL and RICL ends on March 31. Accordingly, RIIL and RICL were required to file with the NFA their commodity pools’ annual reports on or around June 30 (for the one fund) or August 31 (for the fund of funds) of that year. For the fiscal year ending March 31, 2002 and March 31, 2004, RIIL and RICL failed to file with the NFA in a timely manner any of their commodity pools’ annual reports.²

D. LEGAL DISCUSSION

Regulation 4.22(c), in relevant part, requires that each CPO registered or required to be registered under the Commodity Exchange Act must distribute an annual report to each participant in each pool that it operates, and must electronically submit a copy of the annual report and key financial balances from the annual report to the NFA within 90 calendar days after the end of the pool's fiscal year.

Regulation 4.22(f)(2), in relevant part, provides that in the event a CPO finds that it cannot obtain the information necessary to prepare certified financial statements for a pool that it

² During 2002 and 2004, RIIL was known as Frank Russell Investments (Ireland) Ltd., while RICL was known as Frank Russell Investments (Cayman) Ltd.

operates within the time specified in Regulation 4.22(c) as a result of the pool investing in another collective investment vehicle (*i.e.* a fund-of-funds), it may claim an additional 60-day extension of time.

As described above, in 2002 and 2004, RIIL and RICL filed their annual reports significantly after the applicable deadline. RIIL and RICL, therefore, violated Regulation 4.22(c).

The furnishing of annual reports was designed to “provide [pool] participants with the information necessary to assess the overall trading performance and financial condition of the pool.” *Commodity Pool Operators and Commodity Trading Advisors; Final Rules*, 44 Fed. Reg. 1918 (CFTC Jan. 8, 1979) (announcing the adoption of Regulation 4.22). Without timely reporting, the Commission’s goal of providing pool participants with complete and necessary data is hampered.

IV.

FINDING OF VIOLATIONS

Based on the foregoing, the Commission finds that RIIL and RICL violated Regulation 4.22(c), 17 C.F.R. § 4.22(c) (2007).

V.

OFFER OF SETTLEMENT

RIIL and RICL have submitted the *Offer* in which they, without admitting or denying the findings herein:

- A. Acknowledge receipt of service of the *Order*;
- B. Admit the jurisdiction of the Commission with respect to all matters set forth in the *Order*;
- C. Waive: the filing and service of a complaint and notice of hearing; a hearing; all post-hearing procedures; judicial review by any court; any and all objections to the participation by any member of the Commission’s staff in consideration of the *Offer*; any and all claims that they may possess under the Equal Access to Justice Act (EAJA), 5 U.S.C. § 504 (2000) and 28 U.S.C. § 2412 (2000) and Part 148 of the Regulations, 17 C.F.R. §§ 148.1, *et seq.*, (2007), relating to, or arising from, this proceeding; and any claim of Double Jeopardy based upon the institution of this proceeding or the entry in this proceeding of any order imposing a civil monetary penalty or any other relief;
- D. Stipulate that the record upon which this *Order* is entered shall consist solely of the findings contained in this *Order* to which the Respondents have consented; and

- E. Consent, solely on the basis of the *Offer*, to entry of this *Order* that:
1. makes findings by the Commission that RIIL and RICL violated Regulation 4.22(c), 17 C.F.R. § 4.22(c) (2007);
 2. orders RIIL and RICL to cease and desist from violating Regulation 4.22(c);
 3. orders RIIL and RICL, jointly and severally, to pay a civil monetary penalty in the amount of one hundred and twenty thousand dollars (\$120,000) within ten (10) days of the date of the entry of this *Order*.
 4. orders RIIL and RICL to each comply with their undertaking consented to in their *Offer* and set forth below in Part VI of this *Order*.

Upon consideration, the Commission has determined to accept the Respondents' *Offer*.

VI.

ORDER

Accordingly, IT IS HEREBY ORDERED THAT:

A. RIIL and RICL shall cease and desist from violating Regulation 4.22(c), 17 C.F.R. § 4.22(c) (2007);

B. RIIL and RICL shall jointly and severally pay a civil monetary penalty in the amount of one hundred and twenty thousand dollars (\$120,000) within ten (10) days of the date of the entry of this *Order*. RIIL and RICL shall pay their civil monetary penalty by making electronic funds transfer, U.S. postal money order, certified check, bank cashier's check, or bank money order. If payment is to be made by other than electronic funds transfer, the payments shall be made payable to the Commodity Futures Trading Commission, and sent to the address below:

Commodity Futures Trading Commission
Division of Enforcement
ATTN: Marie Bateman – AMZ-300
DOT/FAA/MMAC
6500 S. MacArthur Blvd.
Oklahoma City, OK 73169
Telephone: 405-954-6569

If payment by electronic transfer is chosen, the Respondents shall contact Marie Bateman or her successor at the above address to receive payment instructions and shall fully comply with those instructions. RIIL and RICL shall accompany payment of the penalty with a cover letter that identifies RIIL and RICL, and the name and docket number of this proceeding. The Respondents shall simultaneously transmit copies of the cover letter and the form of payment to

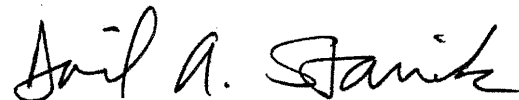
1) the Director, Division of Enforcement, Commodity Futures Trading Commission, at the following address: 1155 21st Street, N.W., Washington, D.C. 20581, and 2) the Chief, Office of Cooperative Enforcement, Division of Enforcement, Commodity Futures Trading Commission, at the same address. In accordance with Section 6(e)(2) of the Act, 7 U.S.C. § 9a(2)(2001), if this amount is not paid in full within fifteen (15) days of the due date, RIIL and RICL shall be prohibited automatically from the privileges of all registered entities, and, if registered with the Commission, such registration shall be suspended automatically until they have shown to the satisfaction of the Commission that payment of the full amount of the penalty with interest thereon to the date of the payment has been made; and

C. RIIL and RICL shall comply with the following undertaking set forth in their *Offer*:

Respondents agree that neither RIIL and RICL nor any of their employees, agents, or representatives shall take any action or make any public statement denying, directly or indirectly, any finding in the *Order*, or creating, or tending to create, the impression that the *Order* is without a factual basis; provided, however, that nothing in this provision affects RIIL's and RICL's: (i) testimonial obligations; or (ii) right to take appropriate legal positions in other proceedings to which the Commission is not a party. Respondents will undertake all steps necessary to assure that all of their agents and employees under their authority and/or control understand and comply with this agreement.

The provisions of this Order shall be effective as of this date.

By the Commission.



David A. Stawick
Secretary to the Commission
Commodity Futures Trading Commission

Dated: November 5, 2007