Mark K. Kessler
Direct Dial: (215) 977-2576
Direct Fax: (215) 405-2576
E-mail: mkessler@wolfblock.com

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Carla L. Rosati, CFRE
Executive Director
Securities and Exchange Commission
Historical Society
1001 Pennsylvania Avenue, NW
Suite 810 South
Washington, DC 20004-2505

Dear Carla:

You asked me to put down my recollections concerning what transpired at the S.E.C. on the afternoon of November 22, 1963, the day President John F. Kennedy was assassinated. I will do so to the best of my ability, with your understanding that, while this was a moment etched in my heart and mind, its borders are somewhat fuzzy forty years later. Accordingly, I won't even attempt to be precise as to the exact hour (since it is a matter of record), nor will I attempt to put words in the mouth of any of the individuals who, to my recollection, were present at the time.

Towards the latter part of 1963, Jack Whitney, the youngest Commissioner, accepted an invitation from the University of Michigan to write an article on the SEC's anti-manipulative Rule 10b-6, since there was no definitive writing on that arcane and unplumbed rule. He and his then legal assistant, Dick Brill, invited me to come on board as Commissioner Whitney's number two legal assistant with the initial assignment of researching and writing the first draft of the law review article. In the meantime, until Brill phased out of his position, I remained in my office down the hall in the Division of Corporate Finance. In the early afternoon of November 22, 1963, Brill came to my office to tell me that there were reports that President Kennedy had been shot. We immediately took off for Commissioner Whitney's office. When we arrived, a few of the Commissioners and a few top staff members were already in Whitney's office and others rushed in within moments. At that time, there were only four Commissioners: Chairman William Cary and Manny Cohen, both Democrats, and Republicans Barney Woodside and Jack Whitney.

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Aside from the four Commissioners, my best recollection is that, by the time the full complement had arrived, the following persons were in attendance in Commissioner Whitney's office: Allan Conwell, the Director of the Division of Corporation Regulation; Ralph Saul, Director of Trading and Markets; Phil Loomis, General Counsel; Irv Pollock, who was probably the Associate Director of Trading and Markets; Ed Worthy, Director of Corporate Finance; Art Fleischer, assistant to the Chairman; Dick Phillips, assistant to Manny Cohen, and Brill and myself. Why everyone gravitated towards Whitney's office was and is a mystery to me.

It occurred to me at the time that, from the beginning, some of those present, such as Whitney and Woodside, were responding with clarity of thought and purpose whereas others, such as Carey and Cohen (a man who wore intense emotions and loyalty on his sleeve), were so grief stricken and shocked that they had to struggle to participate meaningfully in the discussions and decisions that had to be made. People were sorting out their feelings and trying their best to gain current information (was he shot; is his condition serious; is he dead; is it a hoax; it is the act of a single assassin or an organized group) and advice on the obligations of the Commission in this period of anxiety and uncertainty. It was extremely impressionable for this young attorney to observe such an august group of men, all engaged in the same cause, reflecting the full range of human emotions in the context of an unfolding national tragedy involving our very popular President whom virtually all of them had known or to whom they were beholden for their jobs. Sobs and cries of disbelief were intermingled with discussions as to what do we do now.

Someone reported (there was no internet; only phones and radio -- we didn't even have a television at hand) that the stock market was in disarray. One of the legal assistants was asked to call the New York Stock Exchange and the American Stock Exchange to insist they stop trading immediately, but the market wound up being in free-fall for approximately 26 minutes, I believe, while those in the know were selling to those who weren't. One of the Commissioners inquired as to what had been done with regard to the over-the-counter market, which in those days did not have the automated centrality of Nasdaq. It was suggested, probably by Ralph Saul or Irv Pollock, that the largest over-the-counter house in the country, Dean Witter, be contacted promptly and requested to get the word out through phone lines to over-the-counter broker-dealers throughout the nation to stop trading immediately. Someone was dispatched to do this. As a result, the markets were shut down and much money was saved for those who unwittingly may have been in the market at that time.

Many other persons had much more important decisions to make that terrible day than the people who ran the S.E.C., but, for me, the conditions under which these seemingly obvious and easy decisions were made had been transformed by the chilling events of the day into a microcosm of how persons, from whom much was expected, performed their assigned functions while burdened with unforeseeable and unfathomable heartache and disbelief concerning their fallen leader.

Sincerely,

Mark K. Kessler

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