



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
STATION PLACE
100 F STREET, NE
WASHINGTON, DC 20549-2736

Office of FOIA Services

August 12, 2014

Ms. Pamela Martens
Wall Street On Parade

[REDACTED]

Re: Freedom of Information Act (FOIA), 5 U.S.C. § 552
Request No. 14-08318-FOIA

Dear Ms. Martens:

This is in response to your request dated and received in this office on August 1, 2014, for information provided by Citadel that explains how its ATS (dark pool) Apogee functions.

After consulting with other SEC staff, we have determined to withhold records responsive to your request under 5 U.S.C. § 552(b)(8), 17 CFR § 200.80(b)(8). This exemption protects from disclosure records contained in or related to examination, operating, or condition reports prepared by, on behalf of, or for the use of an agency responsible for the regulation or supervision of financial institutions.

I am the deciding official with regard to this adverse determination. You have the right to appeal my decision to our General Counsel under 5 U.S.C. § 552(a)(6), 17 CFR § 200.80(d)(5) and (6). Your appeal must be in writing, clearly marked "Freedom of Information Act Appeal," and should identify the requested records. The appeal may include facts and authorities you consider appropriate.

Send your appeal to the Office of FOIA Services of the Securities and Exchange Commission located at Station Place, 100 F Street NE, Mail Stop 2736, Washington, D.C. 20549, or deliver it to Room 1120 at that address. Also, send a copy to the SEC Office of the General Counsel, Mail Stop 9612, or deliver it to Room 1120 at the Station Place address.

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There are no assessable fees in this instance. If you have any questions, please contact Diane White of my staff at whitedi@sec.gov or (202) 551-8313. You may also contact me at foiapa@sec.gov or (202) 551-7900.

Sincerely,



Dave Henshall
FOIA Branch Chief