

**BEFORE THE
NATIONAL FUTURES ASSOCIATION**

In the Matter of:)	
)	
INTERNATIONAL COMMODITY)	
ADVISORS (NFA ID #420150),)	
)	
GREGORY W. SEITZ)	NFA Case No. 10-MRA-007
(NFA ID #412816))	
)	
and)	
)	
GUSTAVE O. WOEHR)	
(NFA ID #411585))	

**NOTICE OF MEMBER RESPONSIBILITY ACTION AND ASSOCIATE
RESPONSIBILITY ACTION UNDER NFA COMPLIANCE RULE 3-15**

National Futures Association (“NFA”) hereby gives notice to International Commodity Advisors (“ICA”), a commodity trading advisor (“CTA”) Member of NFA and Gregory W. Seitz (“Seitz”) and Gustave O. Woehr (“Woehr”), who are both principals and associated persons (“APs”) of ICA, that, pursuant to NFA Compliance Rule 3-15, the President of NFA, with the concurrence of NFA’s Executive Committee, has taken a Member Responsibility Action (“MRA”) against ICA and an Associate Responsibility Action (“ARA”) against Seitz and Woehr, whereby:

1. ICA, Seitz and Woehr are prohibited from soliciting or accepting any funds from customers or investors, soliciting investments for any pools or other investment vehicles, or placing any trades on behalf of customers, pools, or investors except liquidating or risk reducing trades;
2. ICA, Seitz and Woehr are prohibited from disbursing or transferring any funds of customers, investors or pools over which they exercise control, or participants in any such pools, without prior approval from NFA;
3. ICA is required to either register with the Commodity Futures Trading Commission (“CFTC” or “Commission”) as a commodity pool operator (“CPO”) and provide an NFA approved Disclosure Document to the participants in any and all pools operated by ICA, or demonstrate to NFA’s satisfaction that CPO registration is not required; and
4. ICA, Seitz and Woehr are required to provide copies of this MRA and ARA via overnight courier to all customers and pool participants in any pool which any of them operates or exercises control over.

These actions are effective immediately and are deemed necessary to protect customers because NFA has reason to believe that ICA is operating or soliciting funds as a CPO without being registered as a CPO and because ICA, Seitz and Woehr have failed to produce books and records and other information that NFA has required of them that are necessary for NFA to determine the nature of ICA's business and to verify the identities of its customers and pool participants and the value of their investments, and the amount and location of assets.

In support of these actions, NFA attaches the affidavit of Diane Spreadbury ("Spreadbury"), who is a Manager in NFA's Compliance Department, and based thereon alleges as follows:

1. ICA has been registered with the CFTC as a CTA and that it has been an NFA Member since April 27, 2010. Seitz and Woehr have been APs and principals of ICA since the date of its inception and are the only two individuals who have ever been affiliated with ICA in any registered capacity. Seitz is located at ICA's main office in Marietta, Georgia and Woehr is located at ICA's branch office in Dallas, Texas.
2. Spreadbury and an NFA audit team working under her direction commenced an unannounced examination of ICA on Monday, November 8, 2010.
3. During the course of preparing for and conducting its audit, NFA learned that shortly after becoming registered as a CTA, ICA began trading seven managed futures accounts as a CTA. Seitz represented to NFA that all of the accounts were traded pursuant to the same strategy and that all of the customers had given a limited power of attorney to ICA to trade the accounts. Although ICA personnel have represented to NFA that the firm is no longer trading the CTA managed futures accounts, two of these seven accounts remain open at an NFA Member futures commission merchant.
4. On June 24, 2010, ICA began trading managed retail forex client accounts at Forex Capital Markets Ltd. ("FXCM UK"), which is neither a CFTC registrant nor an NFA Member. ICA traded the forex accounts pursuant to a Percent Allocation Management Module ("PAMM") structure by which individually managed accounts are grouped under a master account in the name of the CTA and each individually managed account is allocated a percentage of each trade based upon the equity in the individual CTA forex account. Seitz represented to NFA that there were 213 forex client accounts, most (if not all) of which were retail, trading at FXCM UK under the PAMM structure.
5. ICA's relationship with FXCM UK was terminated on August 6, 2010. On August 17, 2010 ICA executed an agreement to manage forex customer accounts with an entity named Paragon FX Enterprises LLC ("PGFX"). PGFX is not an NFA Member and has never been registered in any capacity with the CFTC. A substantial number of ICA's customers who had accounts at FXCM UK closed those accounts when ICA's relationship with FXCM UK terminated and opened

managed forex accounts at PGFX. In August 2010, approximately 80 ICA managed forex accounts, most (if not all) of which were retail, were opened at PGFX.

6. ICA filed for an exemption from certain CFTC Regulation Part 4 requirements pursuant to CFTC Regulation 4.7(c) on April 28, 2010. *Bona fide* qualification for such relief would, among other things, exempt a CTA from certain Part 4 disclosure requirements including the delivery of an approved Disclosure Document that conformed to CFTC Regulation 4.31 to qualified eligible persons ("QEPs") who have given due consent to their account being exempt.
7. NFA's discussions with Seitz and its review of ICA records revealed that a significant number of its managed forex customers at both FXCM UK and PGFX did not meet the definition of a QEP and, therefore, ICA did not qualify for the CFTC Regulation 4.7(c) exemption as to those accounts. However, ICA has not submitted a CTA Disclosure Document to NFA, nor did ICA ever provide a Disclosure Document to the non-QEP managed forex clients.
8. On or about October 14, 2010, ICA formed a forex pool named ICA Forex CP I LP ("the pool"). The pool was organized as a Delaware Limited Partnership. Almost all of the individual retail forex managed accounts at PGFX were transferred into the pool effective October 18, 2010.
9. Seitz has represented throughout NFA's investigation that ICA was operating the pool under a CFTC Regulation 4.13(a)(1) exemption from registration as a CPO, which is the exemption for a closely-held pool (e.g., investment clubs or families). Persons that qualify for such an exemption are relieved of certain obligations required of CPOs, including the delivery of an NFA approved Disclosure Document which includes information regarding the CPO's past performance, if any, to prospective participants. Acting pursuant to its purported exemption from registration as a CPO, ICA did not submit a Disclosure Document for the pool to NFA for review and did not deliver an NFA approved Disclosure Document to prospective participants.
10. During the investigation, Seitz provided NFA with a Confidential Private Placement Memorandum ("PPM") for the pool, dated October 14, 2010, which was distributed to the pool customers. The PPM includes the following language, "The General Partner became registered with the Commodity Futures Trading Commission (the "CFTC") as a commodity trading advisor on April 27, 2010, and became a member of the National Futures Association (the "NFA") on April 27, 2010. The General Partner also intends to register with the CFTC as a commodity pool operator ("CPO"). Until such time as the General Partner is registered as a CPO, the General Partner will rely on the exemption under CFTC Rule 4.13(a)(1)."

11. Throughout NFA's investigation, Seitz represented that he prepared the pool's PPM based on discussions he had with ICA's outside legal counsel. Seitz also said that, in his view, the registration of ICA as a CPO and its operation of the pool was a "gray area." NFA's review of the PPM revealed that it was not fully compliant with the CFTC's Part 4 Regulations (e.g., it included no past performance information). During the investigation, Seitz further represented to NFA that he knew that the PPM should have been reviewed and approved by NFA prior to providing it to pool customers and prior to operating the pool.
12. Persons claiming a CFTC Regulation 4.13(a)(1) exemption must meet specified criteria. These criteria include, among others, that the person is not otherwise subject to registration with the CFTC and that there be no systematic solicitation of prospective participants by telephone. Not only was ICA required to be (and was) registered with the CFTC as a CTA because it managed individual futures accounts, Seitz represented to NFA auditors on numerous occasions that he telephoned many of ICA's managed forex account customers to solicit them to invest in the pool. Therefore, it appeared to NFA's auditors that ICA did not meet the criteria for claiming the CFTC Regulation 4.13(a)(1) exemption from registration as a CPO. In any case, ICA never filed a notice of exemption with NFA as is required by CFTC Regulation 4.13(b).
13. Throughout the investigation, Seitz has also represented that ICA did not register as a forex CPO based on advice from outside counsel that registration was not required because the pool qualified as an Eligible Contract Participant ("ECP"). Under the Commodity Exchange Act, an ECP is defined as a commodity pool that has total assets exceeding \$5 million.
14. According to the PGFX electronic platform that ICA uses to trade the pool's assets, as of November 12, 2010, the pool had a net liquidating value of around \$4 million. Neither ICA nor its principals have provided NFA with evidence that the pool's assets are currently materially different than that amount. Therefore, in order to verify ICA's claim that the pool was an ECP, NFA requested that ICA provide evidence of the amount of pool assets under management.
15. As it appeared to NFA's audit team that ICA did not qualify for the CFTC Regulation 4.13(a)(1) registration exemption claimed by Seitz, nor that the pool qualified as an ECP, NFA requested ICA, Seitz and Woehr to produce various records and information related to the pool. The requested material included, among other matters:
 - a subsidiary ledger for each pool participant which includes personal information about the participant and the financial details of their investment in the pool;
 - the total value of each participant's interest or share in the pool as of October 18, 2010, November 5, 2010 and as of close of business on November 12, 2010;
 - account opening documents for all managed ICA accounts at PGFX;

- copies of all correspondence with ICA managed account customers or pool participants; and
- verifiable identification of the amount and location of all pool assets.

16. ICA, Seitz and Woehr (or anyone acting on their behalf) have not provided NFA with the records and information specified in the previous paragraph. Overall, the firm has not provided sufficient information to support that ICA qualified for the exemption from registration pursuant to CFTC Regulation 4.13(a)(1) or that the pool operated by ICA met the definition of an ECP. In fact, the evidence provided to date suggests that ICA and the pool did not meet any of the exemptions from registration with the CFTC. Therefore, NFA is unable to verify, among other things, the nature of ICA's business, the identities of its customers and pool participants and the value of their investments. Further, NFA is unable to verify the amount and location of assets under management by ICA.

The MRA and ARA will remain in effect until such time as ICA, Seitz and Woehr demonstrate to the satisfaction of NFA that they are in complete compliance with all NFA Requirements, including, but not limited to, providing NFA with the documents and information required of ICA pursuant to NFA's audit. Additionally, ICA must also either register as a CPO and provide an approved Disclosure Document to pool participants in any and all pools operated by ICA or demonstrate to NFA's satisfaction that CPO registration is not required.

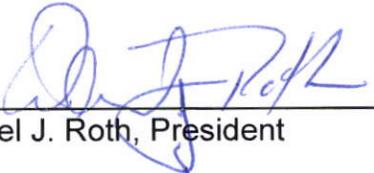
NFA Members receiving notice of this MRA and ARA by service or otherwise who carry accounts in the name of, or controlled by, ICA, Seitz and Woehr, or any of them, or by any person or entity acting on their behalf, are prohibited from disbursing or transferring funds to ICA, Seitz and Woehr or any entity controlled by them for any reason without prior approval of NFA.

ICA, Seitz and Woehr are entitled to a prompt hearing on this matter before NFA's Hearing Committee if they so request. The request for hearing shall be made in writing to: National Futures Association, 300 S. Riverside Plaza, Suite 1800, Chicago, Illinois 60606, Attention: Legal Docketing Department.

Aggrieved parties may petition the Commission for a stay of this MRA and ARA pending a hearing pursuant to and in conformity with the terms set forth in Commission Regulation 171.41.

NATIONAL FUTURES ASSOCIATION

Date: November 16, 2010

By: 
Daniel J. Roth, President

AFFIDAVIT

THE AFFIANT, DIANE SPREADBURY, BEING DULY SWORN AND UNDER OATH STATES THAT:

1. I am a Manager in NFA's Compliance Department. On Monday, November 8, 2010, I and an NFA audit team working under my direction commenced an unannounced examination of International Commodity Advisors ("ICA").
2. ICA has been registered with the Commodity Futures Trading Commission ("CFTC") as a commodity trading advisor ("CTA") and that it has been an NFA Member since April 27, 2010. Gregory W. Seitz ("Seitz") and Gustave O. Woehr ("Woehr") have been associated persons ("APs") and principals of ICA since the date of its inception and are the only two individuals who have ever been affiliated with ICA in any registered capacity. Seitz is located at ICA's main office in Marietta, Georgia and Woehr is located at ICA's branch office in Dallas, Texas.
3. During the course of preparing for and conducting its audit. NFA learned that shortly after becoming registered as a CTA, ICA began trading seven managed futures accounts as a CTA. Seitz represented to NFA that all of the accounts were traded pursuant to the same strategy and that all of the customers had given a limited power of attorney to ICA to trade the accounts. Although ICA personnel have represented to NFA that the firm is no longer trading the CTA managed futures accounts, two of these seven accounts remain open at an NFA Member futures commission merchant.
4. On June 24, 2010, ICA began trading managed retail forex client accounts at Forex Capital Markets Ltd. ("FXCM UK"), which is neither a CFTC registrant nor an NFA Member. ICA traded the forex accounts pursuant to a Percent Allocation Management Module ("PAMM") structure by which individually managed accounts are grouped under a master account in the name of the CTA and each individually managed account is allocated a percentage of each trade based upon the equity in the individual CTA forex account. Seitz represented to NFA that there were 213 forex client accounts, most (if not all) of which were retail, trading at FXCM UK under the PAMM structure.
5. ICA's relationship with FXCM UK was terminated on August 6, 2010. On August 17, 2010 ICA executed an agreement to manage forex customer accounts with an entity named Paragon FX Enterprises LLC ("PGFX"). PGFX is not an NFA Member and has never been registered in any capacity with the CFTC. A substantial number of ICA's customers who had accounts at FXCM UK closed those accounts when ICA's relationship with FXCM UK terminated and opened managed forex accounts at PGFX. In August 2010, approximately 80 ICA managed forex accounts, most (if not all) of which were retail, were opened at PGFX.
6. ICA filed for an exemption from certain CFTC Regulation Part 4 requirements pursuant to CFTC Regulation 4.7(c) on April 28, 2010. *Bona fide* qualification for such relief would, among other things, exempt a CTA from certain Part 4

disclosure requirements including the delivery of an approved Disclosure Document that conformed to CFTC Regulation 4.31 to qualified eligible persons ("QEPs") who have given due consent to their account being exempt.

7. NFA's discussions with Seitz and its review of ICA records revealed that a significant number of its managed forex customers at both FXCM UK and PGFX did not meet the definition of a QEP and, therefore, ICA did not qualify for the CFTC Regulation 4.7(c) exemption as to those accounts. However, ICA has not submitted a CTA Disclosure Document to NFA, nor did ICA ever provide a Disclosure Document to the non-QEP managed forex clients.
8. On or about October 14, 2010, ICA formed a forex pool named ICA Forex CP 1 LP ("the pool"). The pool was organized as a Delaware Limited Partnership. Almost all of the individual retail forex managed accounts at PGFX were transferred into the pool effective October 18, 2010.
9. Seitz has represented throughout NFA's investigation that ICA was operating the pool under a CFTC Regulation 4.13(a)(1) exemption from registration as a commodity pool operator ("CPO"), which is the exemption for a closely-held pool (e.g., investment clubs or families). Persons that qualify for such an exemption are relieved of certain obligations required of CPOs, including the delivery of an NFA approved Disclosure Document which includes information regarding the CPO's past performance, if any, to prospective participants. Acting pursuant to its purported exemption from registration as a CPO, ICA did not submit a Disclosure Document for the pool to NFA for review and did not deliver an NFA approved Disclosure Document to prospective participants.
10. During the investigation, Seitz provided NFA with a Confidential Private Placement Memorandum ("PPM") for the pool dated October 14, 2010, which was distributed to the pool customers. The PPM includes the following language, "The General Partner became registered with the Commodity Futures Trading Commission (the "CFTC") as a commodity trading advisor on April 27, 2010, and became a member of the National Futures Association (the "NFA") on April 27, 2010. The General Partner also intends to register with the CFTC as a commodity pool operator ("CPO"). Until such time as the General Partner is registered as a CPO, the General Partner will rely on the exemption under CFTC Rule 4.13(a)(1)."
11. Throughout NFA's investigation, Seitz represented that he prepared the pool's PPM based on discussions he had with ICA's outside legal counsel. Seitz also said that, in his view, the registration of ICA as a CPO and its operation of the pool was a "gray area." NFA's review of the PPM revealed that it was not fully compliant with the CFTC's Part 4 Regulations (e.g., it included no past performance information). During the investigation, Seitz further represented to NFA that he knew that the PPM should have been reviewed and approved by NFA prior to providing it to pool customers and prior to operating the pool.
12. Persons claiming a CFTC Regulation 4.13(a)(1) exemption must meet specified criteria. These criteria include, among others, that the person is not otherwise

subject to registration with the CFTC and that there be no systematic solicitation of prospective participants by telephone. Not only was ICA required to be (and was) registered with the CFTC as a CTA because it managed individual futures accounts, Seitz represented to NFA auditors on numerous occasions that he telephoned many of ICA's managed forex account customers to solicit them to invest in the pool. Therefore, it appeared to NFA's auditors that ICA did not meet the criteria for claiming the CFTC Regulation 4.13(a)(1) exemption from registration as a CPO. In any case, ICA never filed a notice of exemption with NFA as is required by CFTC Regulation 4.13(b).

13. Throughout the investigation, Seitz has also represented that ICA did not register as a forex CPO based on advice from outside counsel that registration was not required because the pool qualified as an Eligible Contract Participant ("ECP"). Under the Commodity Exchange Act, an ECP is defined as a commodity pool that has total assets exceeding \$5 million.

14. According to the PGFX electronic platform that ICA uses to trade the pool's assets, as of November 12, 2010, the pool had a net liquidating value of around \$4 million. Neither ICA nor its principals have provided NFA with evidence that the pool's assets are currently materially different than that amount. Therefore, in order to verify ICA's claim that the pool was an ECP, NFA requested that ICA provide evidence of the amount of pool assets under management.

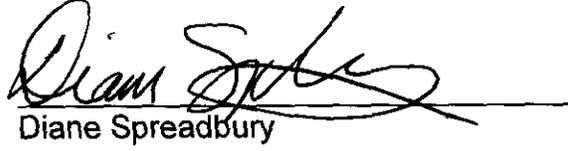
15. As it appeared to NFA's audit team that ICA did not qualify for the CFTC Regulation 4.13(a)(1) registration exemption claimed by Seitz, nor that the pool qualified as an ECP, NFA requested ICA, Seitz and Woehr to produce various records and information related to the pool. The requested material included, among other matters:

- a subsidiary ledger for each pool participant which includes personal information about the participant and the financial details of their investment in the pool;
- the total value of each participant's interest or share in the pool as of October 18, 2010, November 5, 2010 and as of close of business on November 12, 2010;
- account opening documents for all managed ICA accounts at PGFX;
- copies of all correspondence with ICA managed account customers or pool participants; and
- verifiable identification of the amount and location of all pool assets.

16. ICA, Seitz and Woehr (or anyone acting on their behalf) have not provided NFA with the records and information specified in the previous paragraph. Overall, the firm has not provided sufficient information to support that ICA qualified for the exemption from registration pursuant to CFTC Regulation 4.13(a)(1) or that the pool operated by ICA met the definition of an ECP. In fact, the evidence provided to date suggests that ICA and the pool did not meet any of the exemptions from registration with the CFTC. Therefore, NFA is unable to verify, among other things, the nature of ICA's business, the identities of its customers

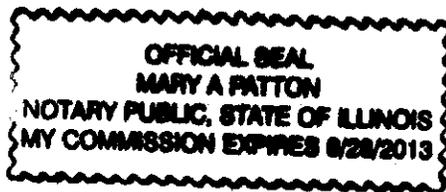
and pool participants and the value of their investments. Further, NFA is unable to verify the amount and location of assets under management by ICA.

Further Affiant sayeth naught.


Diane Spreadbury

Subscribed and sworn to before me
on this 16th day of November 2010.


Notary Public



AFFIDAVIT OF SERVICE

I, Nancy Miskovich-Paschen, on oath state that on November 16, 2010, I served copies of the attached Notice of Member Responsibility Action and Associate Responsibility Action Under NFA Compliance Rule 3-15, by sending such copies by facsimile and overnight delivery, in envelopes addressed as follows:

David Stawick
Office of the Secretariat
Commodity Futures Trading
Commission
Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20581
(Facsimile: 202-418-5521)

Terry Montgomery
Division of Enforcement
Commodity Futures Trading
Commission
Three Lafayette Centre
1155 21st Street, NW
Washington, DC 20581
(Facsimile: 202-418-5523)

and by sending such copies by e-mail and overnight delivery, in envelopes addressed as follows:

International Commodity Advisors
2850 Landing Way
Marietta, GA 30066
Attn: Gregory W. Seitz
E-mail: gseitz.dcm@gmail.com
greg@internationalcommodity.net

Tradestation Securities, Inc.
8050 SW 10th Street
Suite 2000
Plantation, FL 33324
Attn: Steven Greenbaum
General Counsel
E-mail: sgreenbaum@tradestation.com

Gustave Otto Woehr
3380 Blackburn Street
Dallas, TX 75204
E-mail: gwoehr@swbell.net

Paragon FX Enterprises LLC
80 Broad Street
Suite 707
New York, NY 10004
Attn: Basil Fayadh, Esq.
E-mail: basil@paragonfx.com

Brent S. Gillett, Esq.
Investment Law Group, LLP
1230 Peachtree Street NE
Suite 2445
Atlanta, GA 30309
E-mail: bgillett@investmentlawgroup.com

Basil Fayadh, Esq.
140 Broadway
Suite 4609
New York, NY 10005
E-mail: bruce@brucehartlaw.com

Open E Cry LLC
9482 Wedgewood Boulevard
Suite 150
Powell, OH 43065
Attn: Rick Tomsic, President
E-mail: rtomsic@opencry.com

Nancy Miskovich-Paschen
Nancy Miskovich-Paschen

Subscribed and sworn to before me
on this 16th day of November 2010.

Mary A. Patton
Notary Public

