

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933

Release No. 9737 / March 11, 2015

SECURITIES EXCHANGE ACT OF 1934

Release No. 74480 / March 11, 2015

INVESTMENT ADVISERS ACT OF 1940

Release No. 4045 / March 11, 2015

ADMINISTRATIVE PROCEEDING

File No. 3-16429

In the Matter of

THOMAS C. PRIORE,

Respondent.

**ORDER INSTITUTING ADMINISTRATIVE
PROCEEDINGS PURSUANT TO SECTION
15(b) OF THE SECURITIES EXCHANGE ACT
OF 1934 AND SECTION 203(f) OF THE
INVESTMENT ADVISERS ACT OF 1940,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Thomas C. Priore (“Priore”).

II.

In anticipation of the institution of these proceedings, Priore has submitted an Offer of Settlement (“Offer”), which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.2 below, which are admitted, Priore consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Priore's Offer, the Commission finds that:

1. From 2006 to 2014, Priore served as majority owner, president, and chief investment officer of ICP Asset Management, LLC ("ICP"), an investment adviser registered with the Commission. Priore also was president and registered general securities principal and representative of ICP Securities, LLC, a formerly-registered broker-dealer affiliated with ICP. Priore is 46 years old and is a resident of Westchester, New York.

2. On September 5, 2012, a judgment was entered by consent against Priore in the civil action entitled *Securities and Exchange Commission v. ICP Asset Management, LLC, et al.*, No. 10 Civ. 4791 in the United States District Court for the Southern District of New York, permanently enjoining Priore from violating, or aiding and abetting violations of, Section 17(a) of the Securities Act of 1933, Sections 10(b) and 15(c)(1)(A) of the Exchange Act and Rules 10b-3 and 10b-5 thereunder, Sections 206(1), (2), (3), and (4) of the Advisers Act and Rule 206(4)-8 thereunder, and controlling any person who violates Sections 10(b) or 15(c)(1)(A) of the Exchange Act and Rules 10b-3 and 10b-5 thereunder.

3. The Commission's complaint against Priore alleged that, in connection with ICP's management of the assets of four collateralized debt obligations, Priore violated his fiduciary duties and obligations under the CDOs' governing documents by failing to conduct trades for the CDOs at fair market prices and on an arms' length basis and by failing to manage the CDOs in a commercially reasonable manner contrary to specific requirements set forth in the CDOs' governing documents. The complaint further alleged that Priore engaged in fraudulent conduct by, among other things, knowingly causing the CDOs to overpay for securities, conducting principal trades without obtaining requisite approvals, misrepresenting the nature of trades to CDO investors, and substituting the CDOs as counterparties on trades to seize trading profits.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Priore's Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act and Section 203(f) of the Advisers Act, that Priore be, and hereby is:

barred from association with any broker, dealer, investment adviser, municipal securities dealer, or transfer agent; and

barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock;

with the right to apply for reentry after five years to the appropriate self-regulatory organization, or if there is none, to the Commission.

Any reapplication for association by Priore will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against Priore, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Brent J. Fields
Secretary