

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 74413 / March 3, 2015

INVESTMENT ADVISERS ACT OF 1940
Release No. 4036 / March 3, 2015

ADMINISTRATIVE PROCEEDING
File No. 3-16414

In the Matter of

Thomas Kevin Keough,

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 Kevin Keough (“Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “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, Respondent 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 Respondent's Offer, the Commission finds that:

1. Keough, 53 years old, is a former registered representative and a resident of North Reading, Massachusetts.

2. On February 20, 2015, a final judgment was entered by consent against Keough, permanently enjoining him from future violations of Sections 5(a) and 5(c) of the Securities Act of 1933 ("Securities Act"), and Section 15(a) of the Exchange Act in the civil action entitled Securities and Exchange Commission v. Inofin, Inc., et al., Civil Action Number 11-CV-10633, in the United States District Court for the District of Massachusetts.

3. Between its founding in 1994 and its involuntary bankruptcy in February 2011, Inofin, Inc. raised approximately \$110 million from investors by selling securities to investors. Neither Inofin, nor its securities offerings were ever registered with the Commission.

4. Beginning in approximately 2002 and continuing through 2009, Keough, who was then a registered representative with a registered broker-dealer, and for part of that period with a dually-registered broker-dealer and investment adviser, supported Inofin's securities sales activities as a commission-based sales agent. During this period, Keough offered and sold Inofin securities to his brokerage customers and other members of the investing public. Keough would mention Inofin securities as an investment option for those who were looking for a fixed income investment or set return. Keough told some of his customers that he was invested in Inofin and that he was receiving a 13% return and that they might receive as much as an 11% return. If solicited investors were interested, Keough either provided them with Inofin's offering documents, which he kept in his office, or provided them with the contact information for Inofin's President, Michael Cuomo, and suggested that they tell Cuomo that they were referred by Keough when they called. Inofin then paid Keough a referral fee on each investor that originated with Keough.

5. During the entire period that Keough offered and sold Inofin's unregistered securities to prospective investors, he did so away from the supervision of his broker-dealer employer. Keough never sought or received approval from his broker-dealer employer to offer or sell Inofin's unregistered securities. To prevent his broker-dealer employer from discovering this activity, Keough arranged to have Inofin pay his commissions to his wife. Pursuant to this arrangement, from 2002 through 2009, Inofin paid Keough's wife over \$368,000 in investor-based commissions.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Keough'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 Respondent Keough be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization; and

Pursuant to Section 15(b)(6) of the Exchange Act, Respondent Keough be, and hereby is 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 3 years to the appropriate self-regulatory organization, or if there is none, to the Commission.

Any reapplication for association by the Respondent 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 the Respondent, 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