

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 83436 / June 14, 2018

ADMINISTRATIVE PROCEEDING
File No. 3-17315

In the Matter of

**ROSS, SINCLAIRE & ASSOCIATES,
LLC AND MURRAY SINCLAIRE,
JR.,**

Respondents.

:
:
:
:
:
:
:
:
:
:

**ORDER APPROVING PLAN OF
DISTRIBUTION**

On June 23, 2016, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934, Sections 203(e) and 203(f) of the Investment Advisers Act of 1940, and Section 9(b) of the Investment Company Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”)¹ against Ross, Sinclair & Associates, LLC and Murray Sinclair, Jr. (collectively, the “Respondents”). The Respondents have paid a total of \$952,574.70 into a Fair Fund for distribution to harmed investors.

On May 3, 2018, the Notice of Proposed Plan of Distribution and Opportunity for Comment (the “Notice”)² was published, pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103. The Notice advised interested persons that they could obtain a copy of the Proposed Plan of Distribution (the “Plan”) from the Commission’s public website or by submitting a written request to Susan S. Pecaro, Senior Counsel, United States Securities and Exchange Commission, Office of Distributions, 100 F Street, NE, Washington, DC 20549-5876. All persons who desired to comment on the Plan could

¹ Exchange Act Rel. No. 78147 (June 23, 2016).

² Exchange Act Rel. No. 83162 (May 3, 2018).

submit their comments, in writing, no later than June 4, 2018. No comments were submitted within the thirty (30) day comment period.

The Fair Fund is comprised of the \$952,574.70 in disgorgement, prejudgment interest, and civil money penalties paid by the Respondents. The Plan provides for distribution of the Net Fair Fund³ to eligible investors, who suffered a Recognized Loss. The Plan proposes to distribute the Net Fair Fund in accordance with the methodology described in the Plan.

The Division of Enforcement now requests that the Commission approve the Plan.

Accordingly, IT IS HEREBY ORDERED that, pursuant to Rule 1104 of the Commission's Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1104, the Plan for this matter is approved, and posted simultaneously with this Order on the Commission's website at www.sec.gov.

For the Commission, by its Secretary, pursuant to delegated authority.

Brent J. Fields
Secretary

³ All capitalized terms used herein but not defined shall have the same meanings ascribed to them in the Plan.