

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 69347 / April 8, 2013**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 3578 / April 8, 2013**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15267**

**In the Matter of**

**TIMOTHY J. ROTH,**

**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 Timothy J. Roth (“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, Respondent consents to the Commission’s jurisdiction over him and the subject matter of these proceedings and 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. From April 2002 until he was terminated on February 28, 2011, Roth was an associated person of Comprehensive Capital Management, Inc. ("CCM"), an investment adviser registered with the Commission, or of a predecessor firm to CCM. From January 2005 until he was terminated on February 28, 2011, Roth was also a registered representative associated with Comprehensive Asset Management and Servicing, Inc. ("CAMAS"), a broker-dealer registered with the Commission. Roth, 57 years old, is a resident of Stonington, Illinois.

2. On March 21, 2013, a final judgment was entered by consent against Roth, permanently enjoining him from future violations of Section 10(b) of the Exchange Act [15 U.S.C. § 78j], Rule 10b-5 [17 CFR §240.10b-5] thereunder, and from future violations of Sections 206(1), 206(2), and 206(4) of the Advisers Act [15 U.S.C. §§ 80b-b(1), 80b-6(2), and 80b-6(4)] and Rule 206(4)-2 [17 CFR § 275.206(4)-2] thereunder in the civil action entitled Securities and Exchange Commission v. Timothy J. Roth, et al., Civil Action Number 11-cv-02079, in the United States District Court for the Central District of Illinois.

3. The Commission's complaint alleged that CCM and Roth served as investment advisers for the deferred compensation plans of several small businesses located nationwide ("Plans"). A nonqualified deferred compensation plan is an arrangement between an employer and an employee to pay the employee certain compensation in the future. The complaint further alleged that the Plans invested employee-participants' deferred compensation in mutual funds. When a participant sought a distribution from the Plan, mutual fund shares would be transferred from the Plan's brokerage account to a brokerage account held in the name of KeyOp Exercise, Inc. ("KeyOp"). Shares from different Plans were commingled in the KeyOp account. Although the legal ownership of KeyOp changed from time-to-time, throughout the relevant period Roth controlled the company. Roth would then redeem the mutual fund shares, and was then supposed to forward the cash proceeds from the redemption to the Plan or the participant. The complaint further alleges that from October 2010 through February 2011, Roth stole millions of dollars worth of mutual fund shares from the Plans by a) transferring the Plans' mutual fund shares to KeyOp's account even though no such transfer had been requested or authorized by the Plans or their participants, then b) redeeming the shares, and c) funneling the money to various companies and accounts under his control or for his benefit. Finally, the complaint alleged that Roth did not tell the Plans or their participants about the unauthorized transfers.

4. On October 25, 2011, Roth pled guilty to one count of mail fraud in violation of 18 U.S.C. §§ 1341 and 1349 and one count of money laundering in violation of 18 U.S.C. §§ 1957 and 2 before the United States District Court for the Central District of Illinois, in United States v. Timothy J. Roth, No. 11-cr-20048. In connection with that plea, Roth admitted the facts set out in his plea agreement.

5. On January 31, 2013, a judgment in the criminal case was entered against Roth. He was sentenced to a prison term of 151 months and ordered to make restitution in the amount of \$16,151,964.

#### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent'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 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

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.

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

Elizabeth M. Murphy  
Secretary