

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 71463 / January 31, 2014**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 3770 / January 31, 2014**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15713**

**In the Matter of**

**CHARLES W. ADAMS,**

**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 Charles W. Adams (“Adams” or “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. Adams, age 59, is a resident of Conroe, Texas. During the relevant time period, Adams was a registered representative holding Series 4, 7, 24, 63, and 66 licenses. From September 1996 through December 2011, Adams was a registered representative associated with Raymond James Financial Services, Inc. (“Raymond James”), a broker-dealer registered with the Commission. From December 2001 through December 2011, Adams was Vice President for Investments with a financial and investment advisory firm that offered brokerage services through Raymond James. From December 2011 through September 2013, Adams was a registered representative associated with a broker-dealer registered with the Commission.

2. On January 13, 2014, a final judgment was entered by consent against Adams, permanently enjoining him from future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. Mack D. Murrell, et al., Civil Action Number 1:13-CV-12856, in the United States District Court for the Eastern District of Michigan.

3. The Commission’s complaint alleged that Adams engaged in unlawful insider trading by purchasing stock and options of Rohm & Haas Co. (“Rohm”) based on material, non-public information in advance of the July 10, 2008 public announcement that The Dow Chemical Company was going to acquire Rohm. The complaint alleged that on July 9, 2008, Adams purchased two series of Rohm call options in a joint account he had with his wife. The complaint further alleged that on July 9, 2008, Adams also purchased a total of 1,500 shares of Rohm common stock in two customer accounts in which he had discretionary authority. The complaint alleged that, as a result of his illegal conduct, Adams profited by \$64,450 and his two customers profited by a combined amount of \$42,596.

### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Adams’ 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 Adams be, and hereby is:

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