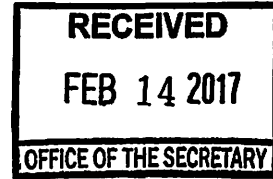


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Attorneys for Respondent, Roy Dekel

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940
Release No. 4594 / December 27, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17751

In the Matter of
ROY DEKEL,
Respondent.

RESPONDENT’S ANSWER TO ORDER
INSTITUTING ADMINISTRATIVE
PROCEEDINGS PURSUANT TO SECTION
203(f) OF THE INVESTMENT ADVISERS
ACT OF 1940 AND NOTICE OF HEARING

Respondent Roy Dekel (“Respondent” or “Dekel”) hereby answers the allegations set forth by the Securities and Exchange Commission (“Commission”) in Section II of its December 27, 2016 Order Instituting Proceedings Pursuant to Section 203(f) of the Investment Advisers Act of 1940 (“Order of Proceeding”) as follows:

1. Respondent admit the allegation(s) in paragraph 1, except that: (1) Dekel did not serve as Diverse Financial’s chairman; and (2) Dekel did not manage DF Capital Partners, LLC.
2. Respondent admits the allegation(s) in paragraph 2, but notes that the judgment was stipulated to by Respondent without admitting any liability or conceding any claims or issues that could be used against him in this proceeding.

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SEVENTH DEFENSE

10. The remedial action sought by the Order of Proceeding is inappropriate because Respondent only offered and issued the promissory loan notes to lenders who were financially able and sophisticated.

EIGHTH DEFENSE

11. The remedial action sought by the Order of Proceeding is inappropriate because the potential lenders were fully knowledgeable and provided full and free access to Respondent's books and records in order to evaluate the merits and risks associated with the promissory loan notes.

NINTH DEFENSE

12. The remedial action sought by the Order of Proceeding is inappropriate because Respondent did not personally benefit, or receive profit from the alleged conduct.

TENTH DEFENSE

13. The remedial action sought by the Order of Proceeding is inappropriate because Respondent had no duty of disclosure with respect to the alleged misrepresentations and omissions.

ELEVENTH DEFENSE

14. The remedial action sought by the Order of Proceeding is inappropriate because the alleged misrepresentations and omissions are not material.

TWELFTH DEFENSE

15. The remedial action sought by the Order of Proceeding is inappropriate because any acts or omissions were the fault of others, including but not limited to, David R. Kandell.

THIRTEENTH DEFENSE

16. The remedial action sought by the Order of Proceeding is inappropriate because the offering materials included all required disclosures to the potential lenders.

FOURTEENTH DEFENSE

17. The remedial action sought by the Order of Proceeding is inappropriate because Respondent did not act contrary to the pecuniary interests of the lenders.

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FIFTEENTH DEFENSE

18. The remedial action sought by the Order of Proceeding is inappropriate because any acts or omissions of Respondent were protected by the Business Judgment Rule.

SIXTEENTH DEFENSE

19. The remedial action sought by the Order of Proceeding is inappropriate because Respondent acted at all times on the advice of counsel.

SEVENTEENTH DEFENSE


20. The remedial action sought by the Order of Proceeding is inappropriate because Respondent at all times rightfully relied upon the conduct and representations of other control persons and principals of the transacting entities, over which he had no control

EIGHTEENTH DEFENSE

21. Respondent expressly reserves the rights to amend this Answer, to add, delete and/or modify affirmative defenses based upon legal theories, facts and circumstances which may or will be developed through discovery and/or further legal analysis of Respondent's position in this administrative proceeding.

Dated: February 13, 2017

WILSON KEADJIAN BROWNDORF, LLP




Marc Y. Lazo
Charles K. Stec
Attorneys for Respondent Roy Dekel

Certificate of Service

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2 On February 13, 2017, I served the RESPONDENT'S ANSWER TO ORDER
3 INSTITUTING ADMINISTRATIVE PROCEEDINGS PURSUANT TO SECTION 203(f) OF
4 THE INVESTMENT ADVISERS ACT OF 1940 AND NOTICE OF HEARING on the following
5 parties, by placing a true copy in a sealed envelope postage paid, addressed as indicated below, in
6 addition to electronic service at the below email address.

7 Honorable Brenda P. Murray
8 Chief Administrative Law Judge
9 Securities and Exchange Commission
10 100 F. Street, N.E.
11 Washington, DC 20549-2557
12 alj@sec.gov

13 Amy J. Longo, Esq. (LongoA@sec.gov)
14 Lynn M. Dean, Esq. (DeanL@sec.gov)
15 Matthew Montgomery, Esq. (MontgomeryM@sec.gov)
16 Los Angeles, Regional Office
17 Securities and Exchange Commission
18 444 South Flower Street, Suite 900
19 Los Angeles, CA 90017

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Carrie Ruiz