

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

_____))
IN THE MATTER OF: TIMOTHY R. TOULOUKIAN))
_____))

FILE NO.0600467

CONSENT ORDER OF WITHDRAWAL

TO THE RESPONDENT: Timothy R. Touloukian
(CRD#: 2803832)
305 East 63rd Street Apartment 6N
New York, New York 10021

C/o Spencer Clarke LLC
505 Park Avenue 4th Floor
New York, New York 10022

WHEREAS, Respondent on the 29th day of January, 2007 executed a certain Stipulation to Enter Consent Order of Withdrawal (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Corrected Notice of Hearing of the Secretary of State, Securities Department, dated October 31, 2006 in this proceeding (the "Corrected Notice") and Respondent has consented to the entry of this Consent Order of Withdrawal "Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Corrected Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That on July 31, 2006 Spencer Clarke LLC, a registered dealer, filed a Form U-4 application for registration of the Respondent as a salesperson in the State of Illinois.

2. That on August 31, 2006, a Summary Order of Denial (the "Order") was issued by the Secretary of State denying this application. Pursuant to the terms of the Order, on October 10, 2006 the Respondent requested a hearing.
3. That on July 11, 2006, NASD entered a Letter Of Acceptance, Waiver And Consent (AWC) submitted by the Respondent regarding File No. EAF0400370003 which sanctioned the Respondent as follows:
 - a. fined \$15,000; and
 - b. suspension from association with any member firm in any capacity for 45 days.
4. That the AWC found:

Summary

Between January 2003 and September 2003, the Respondent opened approximately eleven accounts for four hedge fund clients at Paulson (his then employing dealer) for the purpose of market-timing mutual funds. During this time, the Respondent received increasing numbers of account blocks and trade rejects from mutual funds that were monitoring his clients' market-timing activities for excessive market timing. In an effort to hide from mutual funds that monitored for brokers that engaged in excessive market timing, the Respondent requested two new broker codes for his market-timing account. Paulson granted the Respondent's requests for new broker codes on July 31, 2003. Thereafter the Respondent executed approximately twenty-four single trades with the new broker codes in mutual funds that had already blocked a trade he had attempted to execute with his preexisting broker codes. As a result, the Respondent was able to trade for clients in funds that may have been monitoring for, and may have rejected trades associated with, his pre-existing broker codes. These trades generated approximately \$30,000 in profits for the Respondent's clients. By requesting and then using additional broker codes for the purpose of hiding his identity from mutual funds, the Respondent violated NASD Rule 2110, which requires registered persons to adhere to high standards of commercial honor and just and equitable principles of trade.

Back Ground

Unlike securities listed on an exchange, the NAV of most mutual funds currently is calculated only once per day, based upon closing prices at 4:00 p.m. Eastern Time. This regimen for determining NAV provides market timers the opportunity to engage in arbitrage based on market information not reflected in that day's net asset value. To do this, market timers typically buy and sell shares in mutual funds on a short-term basis, realizing quick gains and then retreating to the previous market position. Market timing is not illegal per se. It can harm mutual fund shareholders, however, because it can dilute the value of their shares, by, among other things, removing profits that would otherwise be shared by all the shareholders, requiring the fund to keep a larger percentage of highly liquid assets to cover redemptions, or by increasing the transaction costs for the fund. Long-term fund investors may ultimately bear the burden of paying these costs. In addition, trading profits obtained by market timers can result in losses to long-term mutual fund shareholders. Many mutual fund companies monitor trading activity for market timing and attempt to enforce restrictions and limitations on market timing through written and oral communications, or notices, blocking or rejecting trades. The notices vary from reminders as to the fund company's market timing policies and procedures, to warnings that an account is permitted one more transaction, to absolute restrictions from effecting additional transactions in the securities of that fund company ("block notices").

At times, market timers employ a number of strategies to attempt to avoid detection and continue market timing after a mutual fund has attempted to prevent future trading activity. These strategies include using different names and broker code numbers. Market timers undertake these efforts in an attempt to gain more market timing capacity, or increased access to market timing opportunities in any given fund company.

The Respondent Engaged In Deceptive Market Timing:

In January 2003, the Respondent opened the first market-timing account for a hedge fund client at Paulson. The Respondent's market-timing business grew until he had a total of eleven market-timing accounts, managed by four hedge funds. These accounts were opened for the express purpose of market timing and they managed a total of approximately \$21 million in assets in the Respondent's customers' accounts. In total, between January 2003 and September 2003, the Respondent processed over 1,300 trades in over forty fund families for these clients.

Between January and May 2003, mutual fund companies rejected an increasing number of trades from the Respondent's accounts for excessive

market timing. In many of these trade rejects, the mutual fund companies warned the Respondent that market timing was detrimental both to the management of the fund and long-term shareholders and was not a proper investment purpose. In addition, some of the trade rejects sent by the mutual funds identified the Respondent's broker code and the broker name that was assigned to the account. By May 1, 2003, the Respondent received approximately thirteen communications from mutual funds rejecting trades, restricting accounts, or otherwise curtailing the market-timing activity of his clients.

In May 2003, the Respondent approached his hedge-fund clients about ways to increase his market-timing business with them. He took notes based upon his conversations with the clients. During these conversations, the Respondent's clients told him that they were "not pleased with the amount of cancelled trades" and that "capacity" to market time was "shrinking with the rep numbers we have." The Respondent wrote that "changing and or getting multiple rep numbers is key to our survival" and that "if we are less identifiable, we will be able to trade more successfully!"

Shortly after his conversations with his clients about ways to increase their business with him, the Respondent requested new broker codes from the President of Paulson. The Respondent requested the new broker codes to hide from mutual funds that monitored for brokers that engaged in excessive market timing. In the meantime, the Respondent's market-timing business increased, as did the communications from mutual funds restricting the market timing of his clients.

On July 31, 2003, Paulson's President granted the Respondent's request for new broker codes. The Respondent was then provided a new broker code that he shared with a junior broker, who performed administrative duties and received a small portion of commissions generated with trades executed under the new broker code. In addition, the Respondent was also assigned a new broker name for these codes - MITEOJ - that consisted of the Respondent's first name, combined with the first name of a junior broker, and then spelled backwards.

The Respondent made approximately twenty-four trades with these new joint broker codes and broker names in mutual funds that had already blocked a trade processed by the Respondent with his pre-existing broker codes and broker names. As a result, the Respondent was able to trade in funds that may have been monitoring for, and may have rejected trades associated with, his old broker code. By requesting and using additional broker codes for the purpose of hiding his identity from mutual funds, the Respondent violated NASD Rule 2110, which requires registered persons to adhere to high standards of commercial honor and just and equitable principles of trade.

5. That Section 8.E(1)(j) of the Act provides, inter alia, that the registration of a salesperson may be denied if the Secretary of State finds that such salesperson has been suspended by any self-regulatory organization registered under the Federal 1934 Act or the Federal 1974 Act arising from any fraudulent or deceptive act or a practice in violation of any rule, regulation or standard duly promulgated by the self-regulatory organization.
6. That the NASD is a self-regulatory organization as specified in Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

The Respondent's application for registration as a salesperson in the State of Illinois is subject to denial pursuant to Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he shall cause to have his application for registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and will not re-apply for registration for a period of two (2) years from the entry of this Consent Order.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he shall be levied costs incurred during the investigation of this matter in the amount of One Thousand dollars (\$1,000.00). Said amount is to be paid by certified or cashier's check, made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that he has submitted with the Stipulation a certified or cashier's check in the amount of One Thousand dollars (\$1,000.00) to cover costs incurred during the investigation of this matter. Said check has been made payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.


Consent Order of Withdrawal

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NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Respondent Timothy R. Touloukian, shall cause to have his application for registration as a salesperson in the State of Illinois withdrawn within three (3) days from the entry of this Consent Order and shall not re-apply for registration for a period of two (2) years from the entry of this Consent Order.
2. The Respondent is levied costs of investigation in this matter in the amount of One Thousand dollars (\$1,000.00), payable to the Office of the Secretary of State, Securities Audit and Enforcement Fund, and on January 29, 2006 has submitted One Thousand dollars (\$1,000.00) in payment thereof.
3. The Summary Order of Denial issued on August 31, 2006 is vacated.
4. The Corrected Notice of Hearing entered on October 31, 2006 is dismissed.

ENTERED This 5th day of February 2007.



JESSE WHITE
Secretary of State
State of Illinois