



UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

Re: In the Matter of Ross, Sinclaire & Associates, LLC
and Murray Sinclaire, Jr., Admin. Proc. File No. 3-17315

Ross Sinclaire Fair Fund Notice

ROSS SINCLAIRE PLAN APPROVAL NOTIFICATION

**The United States Securities and Exchange Commission authorized this Plan Approval
Notification ("Notice").**

This is not a solicitation from a lawyer.

Dear Investor:

This Notice is to inform you of the Ross-Sinclaire Fair Fund ("Fair Fund"), established by the Commission with the proceeds of an enforcement action against Ross-Sinclaire & Associates, LLC ("Ross-Sinclaire") and Murray Sinclaire ("Sinclaire"), collectively, "Respondents". This fund is intended to compensate investors for harm incurred when allowed Nicholas L. Fry II ("Fry"), president of registered investment adviser Fry Hensley and Company ("FHC"), to take advantage of his close relationship with RSA to carry out a fraudulent scheme whereby Fry charged his advisory clients inflated commissions ("Inflated Transaction Commissions") through RSA.

The Order found that during the Relevant Period, RSA permitted Fry to be involved in effecting equity securities trades through various transaction charges for FHC clients at RSA, despite knowing that Fry did not have the required license to do this work. The Respondents permitted Fry and FHC to directly benefit from the higher charges by paying Jane Fry, Fry's spouse, half of the transaction charges that RSA collected on Fry's equity trades; Respondents also benefited by keeping the other half of the transaction charges.

You have been identified as a potential Eligible Investor¹ because of your transactions with Ross Sinclaire between January 2007 and December 2012 (the "Relevant Period"); therefore, you may be eligible to receive compensation in accordance with the provisions of the Plan of Distribution approved by the Commission ("Distribution Plan"). To be eligible to recover from the Ross Sinclaire Fair Fund, you must submit a completed Certification Form which must be postmarked by **June 8, 2019**.² More detailed instructions for completing the Certification Form are set forth below.

Fair Fund

The Fair Fund is comprised of the disgorgement, prejudgment interest, and civil penalties paid by the Respondents. The Court has appointed Analytics Technologies, Inc. ("Analytics") as the Fund Administrator in charge of administering the distribution of the Fair Fund ("Fund Administrator"). The balance of the Fair Fund is approximately \$952,574.70.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed in the Distribution Plan.

² You may be excluded from applying for a distribution if you fall within one of the categories outlined in Paragraph 18 of Distribution Plan. Participation in the distribution of the Fair Fund will not result in the release of any rights or potential claims an investor may have against any party (other than with respect to the Distribution Agent), including, but not limited to, any party's past and present directors, officers, promoters, advisers, agents, affiliates, nominees, assigns, creditors, or controlled entities.

Distribution Plan

On June 14, 2018, the Court approved a plan of distribution ("Distribution Plan"). A copy of the Distribution Plan is available to view and download at www.RossSinclaireFairFund.com. In addition, you can request a copy of the Distribution Plan from the Fund Administrator by phone, e-mail, or mail:

Ross-Sinclaire Fair Fund
c/o Analytics Consulting LLC
P.O. Box 2002
Chanhassen, MN 55317-2002
Toll-Free: 1-855-382-3753
Claims@RossSinclaireFairFund.com

Determination of Your Recognized Loss

The amount of compensation shall be determined by reference to the plan of allocation, set forth in Paragraph 44 to of the Commission-approved Distribution Plan and. If the sum of all approved claims exceeds the monies available for distribution, payments will be made on a pro rata basis, determined by the ratio of each approved claim to the aggregate amount of all approved claims. The Fund Administrator has calculated your Recognized Loss³ pursuant to a Plan of Allocation contained in the Commission-approved Distribution Plan. Your estimated Recognized Loss is \$_____. No Distribution Payment will be made to an otherwise Eligible Investor unless the amount to be paid equals or exceeds \$10.00.

If you agree with the calculated Recognized Loss, then please certify that it is correct on the Certification Form attached hereto (the "Certification Form") and return it to the address provided. If this amount does not appear to be accurate, then you may dispute the Recognized Loss ("Dispute") in Part I of the Certification Form. Please return the signed Certification Form and detail why the calculation is not accurate and attach documentation to support your dispute.

You must also confirm any changes to the Eligible Investor's name, and whether any heirs or successors have taken the place of the original Eligible Investor.

Finally, you must include the Eligible Investor's (or heir's or successor's) Social Security Number or Tax Identification Number. The Certification must be returned within 30 days from the postmark date of this Notice. Any dispute must be returned no later than **30 days** from the postmark date of this Notice. The Fund Administrator will notify you of the resolution of your dispute within **30 days** of its receipt. The Fund Administrator's decision regarding the dispute will be final.

Background of the Case

The Commission brought this case in 2016 alleging that the Respondents had violated Section 15(b)(7) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 15b7-1 thereunder and Sinclaire willfully aided and abetted and caused RSA's violations of Section 15(b)(7) of the Exchange Act and Rule 15b7-1 thereunder. RSA was ordered to pay \$703,335.16 in disgorgement, \$99,239.54 in prejudgment interest and a \$100,000.00 civil money penalty and Sinclaire was ordered to pay a \$50,000.00 civil money penalty to the Commission. The Order provided that the payments were to be made over a one year period within the entry of the Order. The order also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, as amended, so the civil money penalties, along with the disgorgement and prejudgment interest, could be distributed to those harmed by the Respondents' conduct described in the Order (the "Fair Fund"). The Respondents have paid a total of \$952,574.70, the full ordered amount, into the Fair Fund for distribution to harmed investors.

On July 13, 2017 a Tax Administrator, Miller Kaplan Arase LLP, a certified public accounting firm, was appointed to handle the tax obligations of the Fund. On September 21, 2017, the Court entered an Order appointing Analytics as the Fund Administrator to administer the distribution. The Court approved the Plan of Distribution in its entirety on June 14, 2018.

³ The Recognized Loss is NOT the same amount of your final Distribution Payment. The final distribution amount will be calculated after determining any interest amounts on the Fair Fund, as well as court fees, tax obligations, and fees and expenses of the Distribution Agent and Tax Administrator. In addition, as stated above, if the total amount of approved claims exceeds the monies available for distribution, payments will be made on a *pro rata* basis.

Tax Consequences of Your Distribution Payment

The Fair Fund is a “Qualified Settlement Fund” (“QSF”) as defined in Section 468B(g) of the Internal Revenue Code, 26 U.S.C. Section 468B(g), as amended. Your distribution from this fund has tax consequences. Generally, your distribution is not income to you to the extent of your basis in your investment. However, you must reduce your basis by the amount of your distribution. If your distribution exceeds your tax basis in your investment, then the excess is includable in your income as capital gain. Any such capital gain is long-term capital gain, unless you disposed of your investment before holding it for longer than one year. If you do not have reasonable access to records indicating the tax basis of your investment, then you may assume that your tax basis is zero and that the entire distribution is includable in your income as capital gain. ***The QSF is not required to – and will not – issue a Form 1099 to you with respect to the losses component of your distribution.***

Prejudgment Interest Component. The pre-judgment interest component constitutes taxable interest income to you; however, you will only receive a Form 1099-INT if your distribution contains \$600 or more of such interest.

IRA, QRP, or Other tax deferred vehicle. If you held your investment in an individual retirement account (“IRA”), qualified retirement plan (“QRP”), or other tax deferred vehicle, your check will be made payable to the trustee or custodian of your IRA or QRP. You should forward the check to the trustee or custodian of your IRA or QRP for deposit into your IRA or QRP account. ***Caution: If the check is cashed or deposited in any account other than an account eligible to receive the check, it may be subject to income tax and a 10% penalty.***

Please note that the Fund Administrator and the Tax Administrator cannot provide tax advice to Eligible Investors. The information contained herein is being provided for informational purposes only to assist you in determining the United States (“U.S.”) federal income tax consequences of the distribution payment if you are a citizen or resident of the U.S. The tax consequences of the distribution may vary depending on your individual circumstances. The information provided herein may not be applicable if you are a nonresident alien of the U.S. and it does not address the alternative minimum tax provisions of federal tax law, state, local and non-U.S. tax rules, or the effect of possible changes in laws. ***THE INFORMATION CONTAINED HEREIN IS NOT AND SHOULD NOT BE RELIED UPON AS TAX ADVICE. CONSULT YOUR TAX ADVISOR WITH RESPECT TO THE SPECIFIC TAX CONSEQUENCES OF THE DISTRIBUTION TO YOU.***

Eligible Investors’s Participation Options for this Fair Fund

In order to receive a payment from the Fair Fund, and if you have no dispute as to your Recognized Loss, you must:	Submit the Certification Form within 30 days of the postmark date of this Notice.
To dispute your Recognized Loss:	Complete the Certification Form and write to the Fund Administrator detailing the reasons for your dispute of the provided amount along with required documentation and return it within 30 days of the postmark date of this Notice.

Questions?

If you have any questions about the Fair Fund or the calculation of your Recognized Loss, you may obtain more information by visiting the website at www.RossSinclaireFairFund.com, or contact the Fund Administrator toll free at 1-855-382-3753 or by email at Claims@RossSinclaireFairFund.com. In addition, you may obtain information at the SEC’s Information for Harmed Investors webpage at <https://www.sec.gov/divisions/enforce/claims.htm>.