

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

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 2494 / March 8, 2006**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12233**

**In the Matter of**

**Michael K.C. Tom,**

**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO 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 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Michael K.C. Tom (“Respondent” or “Tom”).

**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.3 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to 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. Tom, age 36, resides in Waltham, Massachusetts. During the relevant period, Tom managed a hedge fund called GTC Growth Fund, L.P. ("GTC Growth Fund") and was associated with Global Time Capital Management, LLC ("GTCM"), an investment adviser that was not registered with the Commission.

2. The Commission filed a complaint in United States District Court for the District of Massachusetts entitled *SEC v. Michael K.C. Tom, et al.*, Civil Action No. 05-11966NMG. The Commission's complaint alleges that, while in possession of material, non-public information and prior to the public announcement of Citizens Bank's planned acquisition of Charter One Financial, Inc. ("Charter One"), Tom purchased numerous Charter One call options for his personal account and for his hedge fund, GTC Growth Fund, L.P. ("GTC Growth Fund"). According to the complaint, Tom manages the GTC Growth Fund through his investment adviser entity, GTCM, and Tom purchased the Charter One call options for the GTC Growth Fund through this investment adviser entity. According to the complaint, Tom's trading in Charter One securities resulted in total imputed profits of approximately \$743,000.

3. On February 15, 2006, Tom pled guilty to five counts of securities fraud in violation of Title 15, United States Code, Sections 78j(b) and 78ff(a) before the United States District Court for the District of Massachusetts, in United States v. Michael K.C. Tom, Crim. No. 05-10361RCL.

4. The counts of the criminal information to which Tom pled guilty alleged, inter alia, that Tom engaged in a scheme to purchase Charter One securities while in possession of material, non-public information concerning an impending acquisition of Charter One by Citizens.

### IV.

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

Accordingly, it is hereby ORDERED:

Pursuant to Section 203(f) of the Advisers Act, that Respondent Tom be, and hereby is barred from association with any investment adviser;

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.

For the Commission, by its Secretary, pursuant to delegated authority.

Nancy M. Morris  
Secretary