

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

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 2754 / July 14, 2008**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13053**

**In the Matter of**

**AMIT MATHUR,**

**Respondent.**

**ORDER MAKING FINDINGS AND IMPOSING  
REMEDIAL SANCTIONS PURSUANT TO  
SECTION 203(f) OF THE INVESTMENT  
ADVISERS ACT OF 1940**

**I.**

On June 4, 2008, the Securities and Exchange Commission (“Commission”) instituted public administrative proceedings, pursuant to Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Amit Mathur (“Respondent” or “Mathur”).

**II.**

In response to the institution of these administrative 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 Making Findings and Imposing Remedial Sanctions Pursuant to Section 203(f) of the Investment Advisers Act of 1940 (“Order”), as set forth below.

### III.

On the basis of this Order and the Offer submitted by the Respondent, the Commission finds that:

1. During the relevant period, Mathur acted as an investment adviser not registered with the Commission and was a person associated with an unregistered investment adviser, Entrust Capital Management, LLC (“Entrust”). Mathur, age 37, is a resident of Massachusetts.

2. On May 16, 2008, Mathur was found guilty by a jury after a trial on 20 counts of mail and wire fraud in violation of Title 18 United States Code, Sections 1341, 1342 and 1343 before the United States District Court for the District of Massachusetts, in United States v. Amit Mathur, Case No. 4:06-CR-40034FDS.

3. The counts of the criminal indictment to which Mathur was found guilty alleged that, while acting as an investment adviser, Mathur engaged in a scheme to defraud that involved (a) misappropriation of millions of dollars of funds that Entrust’s clients had provided Entrust for the purpose of investment in specific securities and in the Entrust hedge fund; and (b) misrepresentation of how money was invested and of how the hedge fund was performing, which misrepresentation was designed to induce clients to transmit funds to Entrust and to conceal the misappropriation of funds and losses experienced in the hedge fund.

4. It is further alleged in the criminal indictment that: (a) from approximately September 2001 until approximately March 2005, approximately fifteen clients invested approximately \$16 million with Entrust to fund investments in publicly traded securities; (b) during the period from September 2001 to March 2005, Mathur represented to each of Entrust’s clients that Entrust was achieving positive rates of return and that the Entrust portfolio was consistently growing in value. In fact, during the life of the Entrust hedge fund, the fund lost value every month but one. Mathur was aware of these trading losses. Further (c) Mathur also never disclosed to Entrust’s clients that he was diverting substantial amounts of their funds for his personal use.

### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Mathur’s Offer.

Accordingly, it is hereby ORDERED:

Pursuant to Section 203(f) of the Advisers Act, that Respondent Mathur 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.

Florence E. Harmon  
Acting Secretary