

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2013037009301**

TO: Department of Enforcement
Financial Industry Regulatory Authority ("FINRA")

RE: Steven P. Goldberg (CRD No. 3075067),
Respondent

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, I, Steven P. Goldberg ("Goldberg" or "Respondent"), submit this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, FINRA will not bring any future actions against me alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. I hereby accept and consent, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of FINRA, or to which FINRA is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by FINRA:

BACKGROUND

In May 2001, Goldberg first became registered with FINRA as a General Securities Representative ("GSR"). From February 2, 2009 to April 17, 2013, he was registered through Bedrok Securities LLC (BD No. 13134) ("Bedrok Securities" or the "Firm") as a GSR, Investment Company Products and Variable Contracts Representative ("IR"), Operations Professional ("OP"), Limited Representative - Investment Banking ("IB"), and General Securities Principal ("GSP"). On May 17, 2013, Bedrok Securities filed a Uniform Termination Notice for Securities Industry Registration ("Form U5") stating that Goldberg's termination was voluntary.

From June 11, 2013 to September 11, 2013, Goldberg was registered with FINRA through another member firm as a GSR, IR, OP, IB and GSP. On September 13, 2013, that firm filed a Form U5 stating that Goldberg's termination was voluntary. His last date of employment was September 11, 2013.

Goldberg is not currently registered or associated with a FINRA member firm.

However, Goldberg remains subject to FINRA's jurisdiction pursuant to Article V, Section 4 of FINRA's By-Laws.

RELEVANT DISCIPLINARY HISTORY

Goldberg does not have any relevant formal disciplinary history with the Securities and Exchange Commission, any self-regulatory organization or any state securities regulator.

FACTS AND VIOLATIVE CONDUCT

From May 2010 through April 2013 (the "Relevant Period"), Goldberg was the Chief Operating Officer ("COO") of Bedrok Securities and his duties consisted of, among other things, approving business expenses incurred by employees of the Firm. Also during the Relevant Period, Goldberg was given a Firm-issued corporate credit card for travel and other expenses incurred in connection with his authorized business activities for the Firm.

During the Relevant Period, Goldberg charged personal expenses to the Firm's credit card, including airline tickets, hotel rooms, restaurant bills, and concert tickets. In total, Goldberg charged approximately \$50,000 in personal expenses to the Firm's credit card. Thereafter, as COO of the Firm, Goldberg approved these personal expenditures as "business expenses" and paid for the purchases with funds from the Firm's bank accounts. As a result, Goldberg converted these funds from the Firm.

Based on the foregoing, Goldberg violated FINRA Rule 2010.

B. I also consent to the imposition of the following sanctions:

- A bar from association with any FINRA member in any capacity.

I understand that if I am barred or suspended from associating with any FINRA member, I become subject to a statutory disqualification as that term is defined in Article III, Section 4 of FINRA's By-Laws, incorporating Section 3(a)(39) of the Securities Exchange Act of 1934. Accordingly, I may not be associated with any FINRA member in any capacity, including clerical or ministerial functions, during the period of the bar or suspension (see FINRA Rules 8310 and 8311).

The sanction imposed herein shall be effective on a date set by FINRA staff. A bar or expulsion shall become effective upon approval or acceptance of this AWC.

II.

WAIVER OF PROCEDURAL RIGHTS

I specifically and voluntarily waive the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against me;
- B. To be notified of the Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel, to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the National Adjudicatory Council ("NAC") and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, I specifically and voluntarily waive any right to claim bias or prejudice of the Chief Legal Officer, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

I further specifically and voluntarily waive any right to claim that a person violated the ex parte prohibitions of FINRA Rule 9143 or the separation of functions prohibitions of FINRA Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

III.

OTHER MATTERS

I understand that:

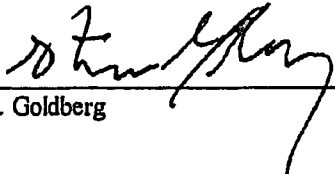
- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against me; and

C. If accepted:

1. this AWC will become part of my permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against me;
2. this AWC will be made available through FINRA's public disclosure program in accordance with FINRA Rule 8313;
3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
4. I may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. I may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects my: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

I certify that I have read and understand all of the provisions of this AWC and have been given a full opportunity to ask questions about it; that I have agreed to its provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce me to submit it.

7/30/2015
Date (mm/dd/yyyy)


Steven P. Goldberg


Reviewed by:

Irwin Weltz (CP)
Irwin Weltz, Esq.
Counsel for Respondent
Sichenzia Ross Friedman Ference LLP
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New York, NY 10006
(646) 885-6532

Accepted by FINRA:

8/6/2015
Date

Signed on behalf of the
Director of ODA, by delegated authority


Noel C. Downey
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FINRA Department of Enforcement
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