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February 3, 2015

**Via Commercial Courier**

Mr. Brent J. Fields  
Secretary  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549-1090

**Re: In the Matter of the Continued Association of Guy S. Amico (CRD # 1723157)  
with Newbridge Securities Corporation (BD # 104065)**

Dear Mr. Fields:

Effective February 3, 2015 and pursuant to the Securities Exchange Act of 1934 ("SEA" or "Exchange Act") Rule 19h-1(a)(3)(iv)(A)&(B) ("Rule 19h-1"), the Financial Industry Regulatory Authority ("FINRA") hereby gives notification to the United States Securities and Exchange Commission ("SEC" or "the Commission") of the continued association of Guy S. Amico ("Amico") as a Limited Representative - Investment Banking (Series 79) with Newbridge Securities Corporation ("Newbridge," "NSC" or "the Firm").

On December 11, 2014, the Firm requested to amend its Membership Continuance Application ("MC-400" or "Application"), filed on September 28, 2012, in order to include Amico's association as a Limited Representative - Investment Banking.<sup>1</sup>

**Amico's Disqualifying Event**

Amico is subject to a statutory disqualification as a result of an SEC Administrative Proceeding and Initial Decision ("ID"), *In the Matter of Newbridge Securities Corp., Guy S. Amico, Scott H. Goldstein, Eric M. Vallejo, and Daniel M. Kantrowitz*, dated June 9, 2009.

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<sup>1</sup> See email correspondence from Greg Deaver, of Blueprint Regulatory Consulting, to Lorraine Lee (dated December 11, 2014) and the MC-400 Application filed by the Firm on September 28, 2012 (both attached as Exhibit 1). Mr. Deaver is a consultant whose services were retained by Newbridge. An application was originally filed, by Newbridge on September 19, 2012, with the SEC. However, the SEC informed the Firm that the application should be filed directly with a self-regulatory organization ("SRO").

which found that Amico, along with others, failed reasonably to supervise Daniel M. Kantrowitz, a former trader at Newbridge, within the meaning of Sections 15(b)(4)(E) and 15(b)(6) of the Exchange Act of 1934, with a view to detecting and preventing Kantrowitz' violations of the registration and antifraud provisions of the federal securities laws.<sup>2</sup> As a result of his misconduct, the SEC barred Amico from associating with any broker or dealer in a supervisory capacity, with the right to be reinstated after two years from the effective date of the supervisory bar. He was also ordered to pay a civil monetary penalty of \$79,000.<sup>3</sup> The SEC's ID became final on July 23, 2010. Amico's bar became effective on July 23, 2010 and he entered into his reinstatement period on July 23, 2012.<sup>4</sup>

### **Background Information**

#### **Amico's Proposed Association & Responsibilities**

Amico is seeking to continue his association with the Firm in the capacity of a Limited Representative - Investment Banking (Series 79). The Firm represents that Amico's "proposed investment banking activities will not involve the direct supervision or acting in a supervisory principal capacity. [His] overall investment banking activities are anticipated to be in the form of transaction origination, M&A advisory, structuring, as well as capital raising activities on behalf of Newbridge under the direct supervision of the Firm's Chief Executive Officer and Chief Compliance Officer."<sup>5</sup> The Firm further asserts that Amico will not maintain any supervisory or principal authority to approve any investment banking transaction on behalf of the Firm. Such authority and approval capabilities will be maintained by the Firm's Investment Banking Committee.<sup>6</sup>

Amico does not have the authority to make personnel decisions as it relates to the members of the IBC.<sup>7</sup>

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<sup>2</sup>See the SEC's Initial Decision, Administrative Proceeding File No. 3-13099, *In the Matter of Newbridge Securities Corp., Guy S. Amico, Scott H. Goldstein, Eric M. Vallejo, and Daniel M. Kantrowitz*, dated June 9, 2009 (attached as Exhibit 2).

<sup>3</sup>Staff from the SEC's Office of General Counsel have confirmed that Amico has paid the monetary fine assessed by the Commission.

<sup>4</sup>See the SEC's Order Granting Request to Withdraw Petition for Review and Notice of Finality, *In the Matter of Guy S. Amico and Scott H. Goldstein*, dated July 23, 2010 (attached as Exhibit 3).

<sup>5</sup>See email correspondence from Arnold Levine of Newbridge to Lorraine Lee of FINRA, dated October 14, 2014 (attached as Exhibit 4).

<sup>6</sup>See email correspondence from Greg Deaver of Blueprint Consulting to Lorraine Lee of FINRA, dated January 22, 2015 (attached as Exhibit 5).

<sup>7</sup>*Id.*

Amico will be compensated primarily by salary.<sup>8</sup> Amico also receives “consulting fees from the [Firm’s] holding company, Newbridge Financial, Inc., (“NFI”) for services rendered [to] that company that do not directly relate to the securities or investment advisory business of NSC or NSFG, respectively. The services that Amico provides to NFI include: broad – based financial reviews of NFI, including monitoring its capital position and needs; identifying and evaluating potential merger/acquisition candidates and suitors for NFI; and providing and reviewing due diligence information in connection with those efforts.”<sup>9</sup> Amico also provides similar consulting services to NFI through his wholly owned S-Corporation, AZA Consulting, Inc.<sup>10</sup> He also serves as the Chairman of Intelligent Holdings, Inc. (“IHI”) and he is one of the Managing Members of the Resurgent Fund, LLC.<sup>11</sup>

### Employment and Registration History<sup>12</sup>

#### *Employment History<sup>13</sup>*

Amico has been employed with Newbridge from August 2000 to the present. He is also employed with Newbridge Financial Services Group, Inc. (“NSFG”), as an investment adviser, starting with that firm in May 2005.

Prior to Newbridge, Amico was registered with the following broker-dealers or investment advisors:

- |                                 |                    |
|---------------------------------|--------------------|
| • GKN Securities Corp.          | 03/1999 – 08/2000  |
| • First American Equities, Inc. | 09/1998 – 01/1999  |
| • Joseph Charles & Assoc., Inc. | 12/1991 – 09/1998  |
| • Paragon Capital Corp.         | 07/1991 – 12/1991  |
| • J.W. Gant & Associates, Inc.  | 07/1987 – 07/1991. |

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<sup>8</sup>See email correspondence from Greg Deaver of Blueprint Consulting to Lorraine Lee of FINRA, dated January 7, 2015 (attached as Exhibit 6).

<sup>9</sup>See email correspondence from Arnold Levine, General Counsel of Newbridge, to Lorraine Lee of FINRA, dated August 2, 2013 (attached as Exhibit 7).

<sup>10</sup>See email correspondences from Greg Deaver of Blueprint Consulting to Lorraine Lee of FINRA, dated January 26<sup>th</sup> and February 2, 2015 (attached as Exhibit 8).

<sup>11</sup>Id.

<sup>12</sup>See Central Registration Depository (“CRD”) Report for Amico (attached as Exhibit 9).

<sup>13</sup> Id.

*Registration History*<sup>14</sup>

Amico was first registered in the securities industry in November 1987 as a General Securities Representative (Series 7). He then qualified as a Uniform Securities Agent – State Law Exam (Series 63) in January 1988 and as a General Securities Principal (Series 24) in October 1992. Amico successfully opted in for the Limited Representative - Investment Banking (Series 79) registration on April 9, 2010.

*Amico's Indirect Ownership of the Firm*

With an ownership interest of 20.80% in the Firm's parent company, NFI, Amico is an indirect owner of Newbridge.<sup>15</sup>

*Prior SEC Rule 19h-1 and 19d-1 Notices*

Amico was previously approved, by notification pursuant to SEA Rule 19h-1(a)(3)(iv)(A)&(B), to associate with Newbridge as a General Securities Representative. The notification was submitted to the Commission by FINRA on September 9, 2013. The Commission acknowledged FINRA's notification on November 27, 2013.<sup>16</sup>

*Amico's Regulatory History*

In addition to the SEC's Order, Amico has also been subject to the following complaints and regulatory actions.

*Customer Complaints*

A complaint was filed against Amico in August 1993.<sup>17</sup> The customer alleged unsuitable recommendations and misrepresentation. The alleged compensatory damage amount was \$17,041.50. The complaint was settled for \$10,000, with Amico contributing \$5,000 to the settlement. A second complaint was filed against Amico in 2000.<sup>18</sup> The customer alleged

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<sup>14</sup> Id.

<sup>15</sup> See Indirect Owners from the records of CRD and response to Item # 2 from an email sent from Greg Deaver of Blueprint Regulatory Consulting to Lorraine Lee of FINRA, dated December 15, 2014 (both attached as Exhibit 10).

<sup>16</sup> See Notification Pursuant to Rule 19h-1, filed In the Matter of the Association of Guy S. Amico as a Registered Representative with Newbridge, dated September 9, 2013, and the SEC's Acknowledgement letter dated November 27, 2013 (both attached as Exhibit 11).

<sup>17</sup> See CRD Disclosure Occurrence Composite # 209591 (attached as Exhibit 12).

<sup>18</sup> See CRD Disclosure Occurrence Composite # 1303108 and email from David Carey, of FINRA's Case Administration Department, dated August 6, 2013, which indicates that the complaint was settled on October 24, 2006, no additional details were available (attached as Exhibit 13).

misrepresentation in the sale of securities in 2000. The alleged compensatory damage amount was \$39,587.00. The case resulted in arbitration and was settled on October 24, 2006. The Firm has represented that the complaint settled for \$7,250 and Amico did not contribute to the settlement.<sup>19</sup>

### FINRA Regulatory Actions

In August 2010, Amico entered into a letter of Acceptance, Waiver and Consent (“AWC”), filed with FINRA.<sup>20</sup> The AWC found that as Newbridge’s President, Amico failed to adequately supervise the Firm’s chief compliance officers and anti-money laundering (“AML”) compliance officers and knew, or should have known of substantive violations of FINRA rules and the potential inadequacy of the Firm’s compliance personnel. Amico was fined \$100,000 and suspended from association with any FINRA member in any principal capacity for four months and he was required to complete eight hours of AML training.<sup>21</sup> The suspension was in effect from September 20, 2010 through January 19, 2011. Amico has satisfied all of the sanctions which were levied in the AWC.<sup>22</sup>

### Background Information of Newbridge Securities Corporation

Newbridge is headquartered in Fort Lauderdale, FL. The Firm has been a NASD/FINRA member since July 2000. Newbridge represents that it has 10 Offices of Supervisory Jurisdiction (“OSJ”) and 76 branch offices. The Firm employs 190 active registered representatives, 57 General Securities Principals and 253 total employees (which include non-registered and registered non-producing individuals).<sup>23</sup>

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<sup>19</sup> See email correspondence from Greg Deaver of Blueprint Regulatory Consulting to Lorraine Lee of FINRA, both dated December 15, 2014 (both attached as Exhibit 14).

<sup>20</sup> See FINRA AWC No. 20070071517, executed by Amico on June 4, 2010 (attached as Exhibit 15).

<sup>21</sup> FINRA’s Finance Department has confirmed that as of August 22, 2013, Amico has paid his fine in full.

<sup>22</sup> FINRA’s Finance Department has confirmed that as of August 22, 2013, Amico has paid his fine in full and Member Regulation has separately confirmed that Amico completed the requisite hours of AML training needed.

<sup>23</sup> See email correspondence from Bob Spittler of Newbridge, to Lorraine Lee of FINRA, dated November 26, 2014 (attached as Exhibit 16).

### **Proposed Supervisors**

#### **Amico's Primary Supervisor – John McAuliffe (CRD # 72606)**

Amico will continue to be employed at the Firm's home office located at 1451 Cypress Creek Road, Ft. Lauderdale, Florida 33309. John McAuliffe ("McAuliffe"), the Firm's Director of Investment Banking, will serve as Amico's primary supervisor for his investment banking activities.<sup>24</sup> McAuliffe has been registered as a General Securities Principal since October 1986 and he attained his Series 79 license in May 2012. McAuliffe also works from the Firm's home office located in Ft. Lauderdale, Florida.

McAuliffe was first registered in the securities industry in March 1981 as a General Securities Representative (Series 7) and he later qualified for the Uniform Securities Agent – State Law Exam (Series 63) in November 1984 and he requalified for that license in January 1998.<sup>25</sup> He qualified as a Limited Representative - Investment Banking (Series 79) Representative in May 2012.<sup>26</sup>

McAuliffe has been employed with Newbridge since May 2012. Since the start of his securities industry career, in March 1981, McAuliffe has worked for 16 broker dealers.<sup>27</sup>

#### **McAuliffe's Regulatory History**

##### **Customer Complaint**

McAuliffe has been the subject of one customer complaint and three regulatory actions. In the customer complaint, filed in 1995, the claimant alleged unsuitability, churning, misrepresentation and failure to supervise by McAuliffe. The complaint resulted in arbitration and was settled for \$20,000, with McAuliffe paying the entire amount.<sup>28</sup>

##### **Regulatory Actions**

In April 1991, the Florida Division of Securities and Investor Protection entered into a Stipulation and Consent order with McAuliffe in which he agreed to terminate his

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<sup>24</sup> See email correspondences from Greg Deaver to Lorraine Lee, dated January 6, 2015, wherein McAuliffe is identified as the primary supervisor (attached as Exhibit 17).

<sup>25</sup> See CRD records for McAuliffe, CRD # 726206 (attached as Exhibit 18).

<sup>26</sup> See registrations with current employers for McAuliffe (attached as Exhibit 19).

<sup>27</sup> See Exhibit 18 and Legacy Employment History for McAuliffe (attached as Exhibit 20).

<sup>28</sup> See CRD Legacy Disclosure Occurrence Details – Occurrence # 138056 (attached as Exhibit 21).

registration and not apply for registration before December 1992.<sup>29</sup> The order arose from an administrative complaint issued against McAuliffe and others, while he was employed at Thomas James Associates, Inc. The complaint alleged a number of violations, including sales of unregistered securities, selling securities at a price not related to the market and charging excessive markups.

In July 1996, NASD and FINRA filed a complaint against McAuliffe and others alleging violations of NASD Rules 2110, 2440 and 3010 for charging retail customers unfair prices, which included excessive markups and gross commissions in connection with a sale of securities.<sup>30</sup> The matter resulted in a Decision and Order of Offer of Settlement, dated March 24, 1997, in which McAuliffe was censured, fined \$7,500<sup>31</sup> and suspended from association with any NASD member for five business days.

As a follow on action to NASD's 1997 Decision, in September 1997 McAuliffe entered into a Consent Order with the Illinois Securities Department.<sup>32</sup> As a result of the order, McAuliffe was censured and ordered to requalify for the Series 63. He requalified for the Series 63 on January 28, 1998.<sup>33</sup>

McAuliffe has not been the subject of any additional informal or formal proceedings, criminal events or additional customer complaints.

Amico's Alternate Supervisor – Robert P. Spitler (CRD # 4050312)

In McAuliffe's absence, Amico will be supervised by Robert P. Spitler ("Spitler"), the Firm's President and Chief Financial Officer.<sup>34</sup> Spitler has been employed with Newbridge since January 2004 and has not been the subject of any formal or informal disciplinary proceedings or customer complaints. He has been registered as a General Securities Principal since April 29, 2010. Spitler also works from the Firm's home office located in Ft. Lauderdale, Florida.

Spitler was first registered in the securities industry in January 2000 as a Financial and Operations Principal (Series 27). He then qualified as a General Securities Representative (Series 7) in December 2009 and he later qualified as General Securities Principal

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<sup>29</sup> See CRD Disclosure Occurrence Composite # 83187 and Legacy Disclosure Occurrence Details (attached as Exhibit 22). Due to the age of the matter, a copy of the Order was not available.

<sup>30</sup> See CRD Disclosure Occurrence Composite # 171922 (attached as Exhibit 23).

<sup>31</sup> The fine was paid in full on May 12, 1997.

<sup>32</sup> See CRD Disclosure Occurrence Composite # 255598 (attached as Exhibit 24). Due to the age of the matter, a copy of the Order was not available.

<sup>33</sup> See Exhibit 18.

<sup>34</sup> See CRD records for Robert P. Spitler, CRD # 4050312 (attached as Exhibit 25).

Representative (Series 24) in April 2010. Spitler successfully opted in for the Limited Representative - Investment Banking (Series 79) registration on April 9, 2010.

Spitler has been registered with the following broker-dealers:<sup>35</sup>

- Newbridge Securities Corp. 1/2004 – Present
- Westpark Capital, Inc. 10/2002 – 11/2004
- Sterling Financial Investment Group, Inc. 11/2000 – 10/2002
- Joseph Charles Financial Services, LLC 08/2000 – 11/2000
- Joseph Charles & Assoc.<sup>36</sup> 06/1998 – 11/2000

**Basis for FINRA's Filing of the 19h-1 Notification**

SEA Rule 19h-1(a)(3)(iv)(A)&(B) reads, in part:

A notice need not be filed with the Commission pursuant to this rule if . . .

- iv. The disqualification previously
  - A. was a basis for the institution of an administrative proceeding pursuant to a provision of the federal securities laws, and
  - B. was considered by the Commission in determining a sanction against such person in the proceeding; and the Commission concluded in such proceeding that it would not restrict or limit the future securities activities of such person in the capacity now proposed or, if it imposed any such restrictions or limitations for a specified time period, such time period has elapsed[.]

It is appropriate for FINRA to file this notification pursuant to SEA Rule 19h-1(a)(3)(iv)(A)&(B); because this Application meets all applicable conditions of this rule. As previously discussed, Amico's disqualification was previously the basis for the institution of an administrative proceeding, and this proceeding did not restrict or limit his future securities activities as a Limited Representative - Investment Banking (Series 79) rather it limited his ability to act in a supervisory capacity at any broker or dealer.<sup>37</sup>

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<sup>35</sup>Id.

<sup>36</sup>Spitler was associated with Joseph Charles & Assoc., Inc. in an unregistered capacity from June 1998 to January 2000.

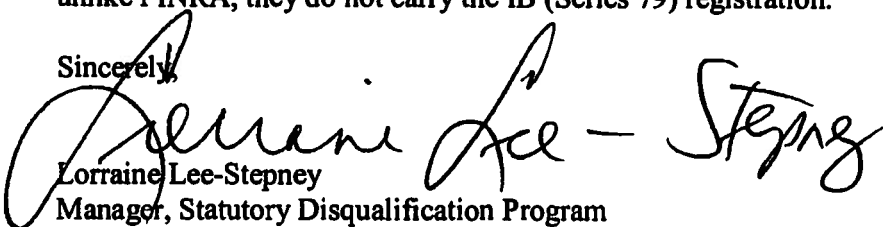
<sup>37</sup>See page 68, paragraph 2 of Exhibit 2.



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The Firm is also a member of two other self-regulatory organizations ("SRO's"); NYSE Arca and NASDAQ. Those SRO's were not required to concur with this notification because, unlike FINRA, they do not carry the IB (Series 79) registration.

Sincerely,



Lorraine Lee-Stepney  
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FINRA

Enclosures

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**U.S. Securities and Exchange Commission**  
**February 3, 2015**  
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