

**STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION**

IN THE MATTER OF:)
)
Newcomb and Company, Inc.)
& Frederick W. Newcomb) ORDER
)
Respondent s) INV2015-00036
)

NOTICE OF ORDER

This Order commences an adjudicative proceeding under the provisions of RSA 421-B:26-a.

LEGAL AUTHORITY AND JURISDICTION

Pursuant to RSA 421-B:23, the Secretary of State has the authority to issue and cause to be served an order requiring any person appearing to him to be engaged or about to be engaged in any act or practice constituting a violation of RSA 421-B or any rule or order thereunder, to cease and desist from violations of RSA 421-B.

Pursuant to RSA 421-B:10, l(a) and (b)(14), the Secretary of State has the authority to bar or deny a license by order if the order is in the public interest and for other good cause show.

Pursuant to RSA 421-B:26, the Secretary of State has the authority to impose administrative penalties of up to \$2,500 for each violation of New Hampshire securities law and rules.

NOTICE OF RIGHT TO REQUEST A HEARING

The above named respondents have the right to request a hearing on this Order, as well as the right to be represented by counsel. Any such request for a hearing shall be in writing, shall be signed by the respondents, or by the duly authorized agent of the above named respondents, and shall be delivered either by hand or certified mail, return receipt requested, to the Bureau of Securities Regulation, Department of State, 25 Capitol Street, Concord, New Hampshire 03301.

Under the provisions of RSA 421-B:23, I, if respondents fails to request a hearing on this order within 30 calendar days of receipt of this order, respondents shall be deemed in default, and this order shall, on the thirty-first day, become permanent.

Upon request for a hearing being received by the Bureau of Securities Regulation, in the manner and form indicated above, a hearing shall be held not later than ten days after such request is received by the Bureau, after which hearing, the Secretary of State, or such other person authorized by statute, shall issue a further order vacating or modifying this order, or making it permanent, as the circumstances require.

STATEMENT OF ALLEGATIONS

The allegations contained in the Staff Petition for Relief dated January 4, 2016 (a copy of which is attached hereto) are incorporated by reference hereto.

ORDER

WHEREAS, finding it necessary and appropriate and in the public interest, and for the protection of investors and consistent with the intent and purposes of the New Hampshire securities laws, and

WHEREAS, finding that the allegations contained in the Staff Petition, if proved true and correct, form the legal basis of the relief requested,

It is hereby ORDERED, that:

1. The Respondents are hereby ordered to show cause why it should not be barred from registration as a broker dealer firm and broker dealer agent in the State of New Hampshire license.
2. The Respondents shall, in accordance with RSA 421-B:10, VI and RSA 421-B:26, III pay an administrative fine in the amount of \$2,500 for violation of RSA 421-B:9, and pay the outstanding audit fee of \$283.60.
3. Failure to request a hearing within 30 days of the date of receipt of this Order shall result in a default judgment being rendered, including imposition of fines and penalties upon the defaulting Respondents.

SIGNED,
WILLIAM M. GARDNER
Secretary of State
By His Designee:

Dated: _____



Barry J. Glennon, Director
N.H. Bureau of Securities Regulation

STATE OF NEW HAMPSHIRE
BUREAU OF SECURITIES REGULATION
DEPARTMENT OF STATE
25 CAPITOL STREET
CONCORD, NH 03301

STAFF PETITION FOR RELIEF
IN THE MATTER OF:

Newcomb and Company, Inc.
and
Frederick W. Newcomb

INV2015-00036

STATEMENT OF ALLEGATIONS

I. The staff of the Bureau of Securities Regulation, Department of State, State of New Hampshire (hereinafter referred to as the "Bureau") alleges the following issues of fact:

1. Newcomb and Company, Inc., (hereinafter referred to as "Newcomb") is a broker-dealer firm with an address on record with the Bureau of 22 Kensington Road, Hampton Falls, New Hampshire 03844. Newcomb was registered with the Securities and Exchange Commission ("SEC"), was a member of the Financial Industry Regulatory Association ("FINRA"), and many of its broker-dealer records are kept on the FINRA's Central Registry Depository system ("CRD"). Newcomb's CRD number is 16851, and SEC number is 8-34499.
2. Frederick W. Newcomb (hereinafter "FWN") was the firm's sole owner and principal. FWN failed to renew his New Hampshire broker-dealer agent license on 12/31/2014.
3. Newcomb was a licensed broker-dealer in the State of New Hampshire until termination on 3/16/2015.
2. Newcomb has failed to pay the Bureau an audit fee of \$283.60 for a December 2012 audit.

II. The staff of the Bureau of Securities Regulation, Department of State, State of New Hampshire alleges the following issues of law:

1. RSA 421-B:9 requires every broker-dealer to be subject to examination and to pay the fee therefore. Newcomb and FWN have violated this section.
2. RSA 421-B:10,I(a) and (b)(2) allows the secretary of state to bar or deny a broker-dealer license if he finds that it is in the public interest and that the broker-dealer or any officer of the broker-dealer has willfully failed to comply with any provision of the Act or rules thereunder. Newcomb and FWN willfully failed to comply with provisions of the Act and rules by failing

to pay the audit fee of \$283.60. Therefore, Newcomb and FWN are subject to a bar or denial of the New Hampshire broker-dealer and broker-dealer agent license under this section.

3. Pursuant to RSA 421-B:10,I(a) and (b)(14), the secretary of state has the power to bar or deny a license by order if the order is in the public interest and for other good cause shown. Newcomb and FWN are subject to a bar under this section.
4. RSA 421-B:10,VI provides that the secretary of state, may upon hearing, assess and administrative fine of not more than \$2,500 per violation, in lieu of or in addition to, an order to revoke a license. Newcomb and FWN are subject to a fine under this section.
5. Pursuant to RSA 421-B:26,III, any person who, either knowingly or negligently, violates any provisions of this chapter may, upon hearing, and in addition to any other penalty provided for by law, be subject to such suspension, revocation or denial of any registration or license, or an administrative fine not to exceed \$2,500, or both. Each of the acts specified shall constitute a separate violation. Newcomb and FWN are subject to a fine under this section.
6. Pursuant to RSA 421-B:26,III-a, every person who directly or indirectly controls a person liable under 421-B:26,III, may upon hearing, and in addition to any other penalty provided for by law, upon hearing, be subject to a fine and such suspension, revocation, or denial of any registration or license. FWN is subject to this section.

RELIEF REQUESTED

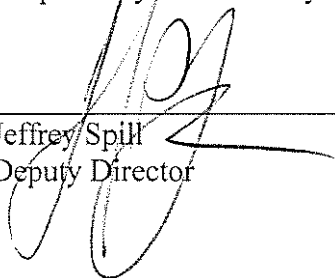
The staff of the Bureau of Securities Regulation requests the Director take the following action:

1. Find as fact the allegations contained in section I of the Statement of Allegations of this petition.
2. Make conclusions of law as stated in section II relative to the allegations contained in section I of this petition.
3. Pursuant to RSA 421-B:10,I(a) and (b)(2) and (14), bar or deny the broker-dealer and broker-dealer agent license of Newcomb and FWN.
4. Pursuant to RSA 421-B:10,VI and RSA 421-B:26,III, order Newcomb and FWN, to pay an administrative fine for violations of New Hampshire RSA 421-B:9 of \$2,500, and to pay the audit fee of \$283.60.
5. Take such other actions as necessary for the protection of New Hampshire investors and enforcement of the Act.

RIGHT TO AMEND

The Bureau's Staff reserves the right to amend this Petition for Relief and to request that the Director of Securities take additional administrative action. Nothing herein shall preclude the Staff from bringing additional enforcement action under this NH RSA 421-B or the regulations thereunder.

Respectfully submitted by:



Jeffrey Spill
Deputy Director

January 4, 2016
