

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

IN THE MATTER OF:

Old Slip Capital Management
Inc., CRD #7360

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**ORDER TO CEASE and DESIST
INV2023-000021**

NOTICE OF ORDER

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

LEGAL AUTHORITY AND JURISDICTION

Pursuant to RSA 421-B:4-412(c) the Secretary of State has the authority to
impose administrative penalties of up to \$2,500.00 for each violation of New Hampshire
securities law and rules.

Pursuant to RSA 421-B:4-411(b)(1) every broker-dealer within 60 days after the
close of the fiscal year is required to make and transmit to the secretary of state an
audited financial statement prepared by an independent certified public accountant.

Pursuant to RSA 421-B:4-441(b)(2), every broker dealer shall pay to the state \$25
for each day of delinquency for filing said audited financial statement.

STATEMENT OF ALLEGATIONS

The allegations contained in the Staff Petition for Relief dated September 19,
2023 (a copy of which is attached hereto) are incorporated by reference hereto.

NOTICE OF RIGHT TO REQUEST A HEARING

The above named respondent has 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 respondent, or by the duly authorized agent of the above named respondent, and shall be delivered either by hand or certified mail, return receipt requested, to the Bureau of Securities Regulation, Department of State, 25 Capital Street, Concord, New Hampshire 03301.

Upon request for a hearing being received by the Bureau of Securities Regulation, in the manner and form indicated above, a hearing shall be, 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.

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 for the relief requested,

THEREFORE, it is hereby **ORDERED**, that:

1. Respondent is hereby ordered to immediately cease and desist from the above indicated act and in any other way violating RSA 421-B.
2. The Respondent is ordered to pay an administrative fine of \$2,500.00 for violation of RSA 421-B:4-411(b)(1) failure to timely file its audited 2022 audited financial statement.

3. Respondent is ordered to pay a delinquency penalty of \$25 per day, for violation of RSA 421-B:4-411(b)(2), currently \$1,525.00 for late filing of its audited financials.
4. Respondent is ordered to pay the Bureau's cost of investigation in the amount of \$2,500.

SIGNED,

David M. Scanlan
Secretary of State
By his designee

Dated: 9.21-2023



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

**STATE OF NEW HAMPSHIRE
BUREAU OF SECURITIES REGULATION
DEPARTMENT OF STATE
CONCORD, NH 03301**

**STAFF PETITION FOR RELIEF
IN MATTER OF:**

OLD SLIP CAPITAL MANAGEMENT, INC.

RESPONDENT

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) **INV2023-000021**
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I. INTRODUCTION

The New Hampshire Department of State, Bureau of Securities Regulation (hereinafter the "Bureau"), hereby petitions the Director for relief and a summary order in the matter of Old Slip Capital Management, Inc. (hereinafter "Old Slip"), Respondent. The Bureau petitions the Director to issue an order directing Old Slip to immediately pay its delinquency penalty for failing to file its annual audited financial statement on time. The Bureau further petitions the Director to issue an order requiring Old Slip to pay the cost of the investigation and to suspend the registration of Old Slip until the penalty and cost of the investigation is paid.

II. STATEMENTS OF FACT

The Bureau hereby alleges the following statements of fact in support of its Staff Petition:

1. Old Slip Capital Management, Inc., an Illinois corporation, has been a registered broker-dealer with the State of New Hampshire since April 23, 2020. Old Slip has been a registered broker-dealer with the Financial Industry Regulatory Authority (hereinafter "FINRA") since January 2, 1968 (CRD#7360). Old Slip's last known business address is 40 Wall Street, 28th Floor, New York, NY 10005.
2. As a registered broker-dealer, Old Slip must file an audited financial statement with the Bureau 60 days after the close of its fiscal year. Old Slip's fiscal year end (hereinafter "FYE") is December 31st of each year. Therefore, Old Slip's annual audited financial statement must be filed with the Bureau on or before March 1st of each year.
3. The Bureau reminds every broker-dealer registered with New Hampshire to file its annual audited financial statement within 60 days of the firm's fiscal year end. A reminder letter was sent to Old Slip on January 31, 2022. The Bureau sends these letters as a courtesy, and they are not sent certified mail.

4. Old Slip did not file its 2021 FYE financial statement with the Bureau by March 1, 2022.
5. On March 17, 2022, the Bureau sent a letter to Old Slip stating that its financial statement was overdue and that its financial statement should be sent in immediately.
6. On April 18, 2022, the Bureau sent a letter to Old Slip stating that its financial statement was overdue and that its financial statement should be sent in immediately.
7. Old Slip filed its FYE 2021 financial statement on May 2, 2022. The filing was received 62 days after it was due.
8. On May 2, 2022, the Bureau sent a letter to Old Slip stating that its annual audited financial statement was filed late and that a late filing fee was due. The letter explained how to pay the filing fee and the consequences of leaving this fee unpaid.
9. On June 8, 2022, the Bureau sent a letter to Old Slip stating that its annual audited financial statement was filed late and that a late filing fee was due. The letter explained how to pay the filing fee and the consequences of leaving this fee unpaid.
10. On July 12, 2022, the Bureau sent a letter to Old Slip stating that its FYE 2021 annual audited financial statement was filed late and that a late filing fee was due. The letter explained how to pay the filing fee and the consequences of leaving this fee unpaid.
11. On July 15, 2022, James Lukezic sent an email, presumably responding to the letter dated July 12, 2022. He stated that "we emailed the financials on time and never received an email from you to the contrary. Also, the letter you sent us was not certified or express and we did not receive it until 3 days prior to our response." Mr. Lukezic was presumably referencing the letter dated April 18, 2022.
12. On July 15, 2022, the Bureau responded that it had received the firm's financials via email, but not until May 2, 2022. It should be noted that the Bureau does not need to send certified or express mail to remind broker-dealers to file their annual audited financial statements.

13. On June 28, 2023, the Bureau sent a letter to Old Slip stating that it would begin enforcement proceedings against Old Slip if it did not respond to the letter and pay the late filing fee. This letter was sent certified mail and based on tracking information, was presumably delivered on July 5, 2023.
14. On August 4, 2023, the Bureau called James Lukezic to follow up with the enforcement letter. The Bureau left a message on his phone, but the call was never returned.
15. During the investigation into Old Slip's late filing for FYE 2021, the Bureau found that Old Slip had also been late in filing its financial statement for FYE 2020. The Bureau had granted Old Slip an extension to file its statement until May 1, 2021, but Old Slip did not file until May 6, 2021. A delinquency penalty was assessed and paid by Old Slip.
16. During the investigation into Old Slip's late filing, the Bureau found that Old Slip has not yet filed its annual audited financial statement for FYE 2022 which was due on March 1, 2023. As of the writing of this Staff Petition, the delinquency penalty for failing to file for FYE 2022 is currently accumulating at \$25.00 per day.

III. STATEMENTS OF LAW

The staff of the Bureau reincorporates the above statements of fact and makes the following statements of law pursuant to the New Hampshire Uniform Securities Act, RSA 421-B, (hereinafter the "Act"):

1. Old Slip is a "broker-dealer" within the meaning of New Hampshire RSA 421-B:1-102(6).
2. Pursuant to NH RSA 421-B:4-411(b)(1), "[e]very broker-dealer or agent doing business in this state unless otherwise directed shall, within 60 days after the close of its fiscal year, make and transmit to the secretary of state a filing under oath of its chief managing officer showing or providing the financial statement" Respondent Old Slip has failed to fulfill this post-registration requirement under the statute.
3. Pursuant to NH RSA 421-B:4-411(b)(2), "[a] broker dealer failing to file its annual statement as required by subsection (b)(1) shall forfeit to the state \$25 for each day of delinquency" Respondent Old Slip missed the deadline to file its annual statement by 61 days and violated subsection (b)(2), resulting in a fine of \$1,525.00.

4. Pursuant to NH RSA 421-B:4-411(b)(2), “[t]he secretary of state may refuse to continue, or may suspend or revoke, the license of any broker dealer failing to file its annual statement when due.” Respondent Old Slip is subject to this section for failing to file its annual audited financial statement when due.
5. Pursuant to NH RSA 421-B:6-604(a), “[i]f the secretary of state determines that a person has engaged ... in an act, practice, or course of business constituting a violation of this chapter, ... the secretary of state may: (1) issue an order directing the person to cease and desist from engaging in the act” Respondent Old Slip is subject to this section for failing to file its annual audited financial statement when due.
6. Pursuant to NH RSA 421-B:6-604(g), “[i]n a final order, the secretary of state may charge the actual cost of an investigation or proceeding for a violation of this chapter or an order issued under this chapter.” Respondent Old Slip is subject to this section for failing to file its annual audited financial statement when due.

RELIEF REQUESTED

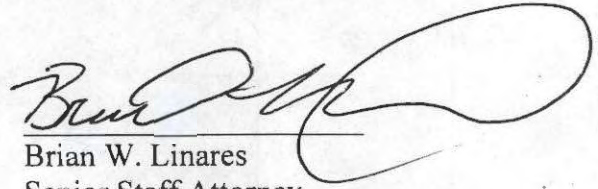
1. Find as fact the allegations contained in Section II of the Statement of Fact.
2. Make conclusions of law relative to the allegations contained in Section III of the Statement of Law.
3. Pursuant to NH RSA 421-B:6-604(a), issue an Order that directs the Respondent Old Slip to pay its delinquency penalty for filing late annual audited financials in the amount of \$1,525.00, as calculated under NH RSA 421-B:4-411(b)(2).
4. Pursuant to NH RSA 421-B:6-604(g), issue an Order that awards the Bureau’s cost of investigation for violating NH RSA 421-B:4-411(b)(2) in the amount of \$2,500.00.
5. Pursuant to NH RSA 421-B:4-411(b)(2), issue an Order that suspends the registration and licensure of the Respondent Old Slip until the penalty is paid in full.
6. Take such other action under NH RSA 421-B as required for enforcement of the New Hampshire laws, protections of New Hampshire investors and other equitable relief.

RIGHT TO AMEND

The Bureau's staff reserves the right to amend this Petition for Relief and request that the Director of Securities Regulation take further enforcement action.

Respectfully submitted by:

9/19/2023
Date


Brian W. Linares
Senior Staff Attorney