

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

IN THE MATTER OF:)

Bridge Capital Associates, Inc.)

Respondent)

INV2017-0007

CONSENT ORDER

- I. For purpose of settling the above-referenced matter and in lieu of further administrative proceedings, Bridge Capital Associates, Inc., (hereinafter referred to as "BCA"), has submitted an offer of settlement, which the Bureau of Securities Regulation, Department of State, State of New Hampshire (hereinafter referred to as "the Bureau") has determined to accept. Accordingly, the Respondent does hereby consent to the following findings, conclusions, undertakings and sanctions:

The Facts

1. BCA is a broker-dealer firm located at 127 Main Street, Lilburn, Georgia 30047. BCA's CRD number is 143475 and SEC number is 8-67570. BCA applied for a New Hampshire broker-dealer license on or about 12/20/2016 and was granted licensure on 2/14/2017.
2. On 12/28/2016, an agent for BCA sold an interest under Regulation D in a private offering known as Bear Creek Investors, LLC to one NH investor on a date when BCA was not licensed to sell securities in NH. NH was notified of the sale via the EFD system on 1/19/2017.
3. The sale appears to be due to administrative oversight where BCA had applied for licensure on 12/20/2016, but one was not yet granted at the time of the sale.

Law

1. BCA is a broker-dealer within the meaning of RSA 421-B:1-102(6).

2. BCA was operating as broker-dealer in NH as defined by RSA 421-B:1-102(6) as of 12/28/2017. 145
3. Pursuant to RSA 421-B:4-401(a), it is unlawful for any broker-dealer to transact business in this state as a broker-dealer unless such person is licensed under RSA 421-B or exempt from licensing.
4. Pursuant to RSA 421-B:6-604(a)(1), [i]f the secretary of state determines that a person has engaged, is engaging, or is about to engage, in an act, practice, or course of business constituting a violation of RSA 421-B, the secretary of state may take action necessary or appropriate to comply with this chapter. BCA violated this provision by acting as a broker-dealer at a time when, due to administrative oversight, BCA had applied for licensure, but one was not yet granted at the time of the sale.
5. Pursuant to RSA 421-B:6-604(d) [i]n a final order, the secretary of state may impose a civil penalty up to a maximum of \$2,500 for a single violation.

II. In view of the foregoing, the Respondent agrees to the following undertakings and sanctions:

1. Respondent agrees that it has voluntarily consented to the entry of this Order and represents and avers that no employee or representative of the Bureau has made any promise, representation or threat to induce its execution.
2. Respondent agrees to waive its right to an administrative hearing and any appeal therein under this chapter.
3. Respondent agrees to pay an administrative fine totaling in the amount of Two Thousand Five Hundred Dollars (\$2,500) to the State of New Hampshire. Upon execution of this Order payment shall be made by 1) United States postal money order, certified check, bank cashier's check, or bank money order; 2) made payable to the State of New Hampshire; and 3) hand-delivered or mailed to the Bureau of Securities Regulation, Department of State, State House, Room 204, Concord, New Hampshire, 03301.
4. Respondent agrees that this Consent is entered into for purpose of resolving only the matter and issues as described herein and no other issues pending before the State of New Hampshire. This Consent shall have no collateral estoppel, res judicata, evidentiary, or other legal effect in any other lawsuit, proceeding, or action, not described herein. Likewise, this Consent shall not be construed to restrict the Bureau's right

to initiate an administrative investigation or proceeding relative to conduct that the Bureau was unaware of at the time this Consent was executed. If the Respondent fails to comply with any provision herein, this Consent may be vacated by the Bureau and enforcement proceedings instituted.

5. The Respondent 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 allegation in this Consent or create the impression that the Consent is without factual basis. Nothing in this provision affects the Respondents' testimonial obligations or right to take legal positions in litigation in which the State of New Hampshire is not a party.

III. Based on the foregoing, the Bureau deems it appropriate and in the public interest to accept and enter into this Order. **THEREFORE, IT IS HEREBY ORDERED THAT:**

1. Respondent pays an administrative fine in the amount of Two Thousand Five Hundred Dollars (\$2,500) as stated above.
2. Respondent shall make all payments as outlined above.
3. Respondent complies with the above-referenced undertakings.

Executed this 14th day of August, 2017.

Caroline Wisniewski

on behalf of Bridge Capital Associates

Please print name below:

Caroline Wisniewski

Entered this 16th day of August, 2017

Barry J. Glennon

Barry Glennon, Director