

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

IN THE MATTER OF:

James W. Ignatowich,
CRD #2490731

Respondent

)
)
) ORDER TO CEASE AND DESIST
)
) I-2014-000009
)

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:24, I, any person who willfully violates a cease and desist order issued pursuant to RSA 421-B:23 shall be guilty of a class B felony.

Pursuant to RSA 421-B:26, 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.

NOTICE OF RIGHT TO REQUEST A HEARING

The above named respondent has the right to request a hearing on this order to cease and desist and order to show cause, 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 a 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 respondent fails to request a hearing on this order within 30 calendar days of receipt of this order, respondent 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 March 24, 2015 (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 Respondent shall immediately cease and desist from the above indicated acts and from in any other way violating RSA 421-B.
2. The Respondent shall pay an administrative fine in the amount of \$100,000 for violations of RSA 421-B.
3. The Respondent is barred from any securities licensure in the State of New Hampshire, in accordance with RSA 421-B:10,I.
4. The Respondent shall pay the Bureau's cost for investigation in the amount of \$25,000.
5. Failure to request a hearing within 30 days from 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
DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION
25 CAPITOL STREET
CONCORD, NH 03301

STAFF PETITION FOR RELIEF
IN THE MATTER OF:

James W. Ignatowich, CRD # 2490731

I-2014000009

- I. The staff of the State of New Hampshire, Department of State, Bureau of Securities Regulation (the "Bureau") hereby petitions the Director, and makes the following statement of facts:

STATEMENT OF FACTS

Introduction

1. The relevant time period for the Bureau's investigation in this matter is January 1, 2012 to the present.
2. According to the Financial Industry Regulatory Authority's ("FINRA's") Central Registration Depository ("CRD"), during the relevant time period, James W. Ignatowich ("JWI") worked for Investors Capital Corp. ("ICC", CRD # 30613) as a registered representative. JWI was employed by ICC from December 5, 2008 to March 27, 2014. Prior to working for ICC, JWI worked for First Republic Group, LLC ("First Republic", CRD # 39781) as a registered representative from October 2, 2000 to December 5, 2008.
3. During JWI's tenure at First Republic, the Bureau initiated an investigation of the firm based on a complaint the Bureau received from a New Hampshire attorney claiming he had received a violative telemarketing call from an agent of First Republic. During its investigation the Bureau determined that agents of First Republic engaged in telemarketing practices in violation of firm policies and NASD Rule 2212 (the predecessor of FINRA Rule 3230). One of the agents engaging in these activities was JWI, who was made aware of the Bureau's investigation and told to refrain from

further violations of FINRA Rule 2212 and First Republic procedures as alleged by the Bureau. (*See generally* Ex. 1.)

4. On March 29, 2008, the Bureau filed a petition in the First Republic matter but resolved the matter through a Consent Order on January 20, 2009 prior to a hearing on the merits. (*See generally* Ex. 2; Ex. 3.) Subsequently, the Bureau determined that First Republic did not comply with the terms of the Consent Order and moved to revoke First Republic's license to operate as a broker-dealer in New Hampshire on April 13, 2010. (*See generally* Ex. 4.) The motion was ultimately granted and First Republic ceased operating soon thereafter. (*See generally* Ex. 5.) JWI and several other agents of First Republic subsequently moved to ICC.
5. The complainant in this matter is a Manchester, New Hampshire attorney who received an unwanted telephone solicitation from an ICC agent. During the call, the complainant told the agent that he did not want to receive any further calls from ICC. According to the complainant, he received several subsequent calls from ICC, at least one of which came from an ICC agent by the name of "Jim." Each time the complainant received one of these unwanted telephone solicitations he explicitly told the agent calling that he wished not to receive further calls and that he planned to report the call to the Bureau.
6. The complainant in the First Republic matter and the complainant in this matter are the same individual.

Violative Telemarketing Practices

7. During the course of the Bureau's investigation in this matter, the Bureau was provided with call records from ICC's Greenwich, Connecticut branch office where JWI was most recently employed. In reviewing the call records provided by ICC, the Bureau was able to determine that not only did ICC's Greenwich, Connecticut branch office initiate numerous telemarketing calls to New Hampshire residents on the Federal Trade Commission's ("FTC's") National Do Not Call Registry (the "National Do Not Call Registry") during the relevant time period, but personnel at ICC's Greenwich, Connecticut office specifically initiated numerous calls to the complainant's office despite the complainant's multiple requests not to be contacted in the future.
8. Most recently, according to CRD, JWI was the subject of an internal review by ICC. According to the Form U5 filed by ICC concerning this internal review, and

specifically JWI's telemarketing practices, JWI "was not using lists that were cross-referenced against the national and firm do not call lists, was not adhering to firm policies and procedures, was intentionally subverting the firm's efforts to identify any improper sales activities, and was consciously not checking the firm's do not call list and the national do not call list when making telephone solicitation calls." According to the same Form U5, the internal review concluded with JWI being permitted to resign.

9. In reviewing the call records provided by ICC, the Bureau was able to determine that not only did ICC's Greenwich, Connecticut office initiate hundreds of telemarketing calls to New Hampshire residents on the National Do Not Call Registry during the relevant time period, but JWI specifically initiated at least 150 of these calls. Additionally, based on telephone records produced by ICC in response to various Bureau document requests, fourteen (14) calls were initiated by personnel at ICC's Greenwich, Connecticut office to the office of the complainant between May of 2012 and November of 2012.
10. More troublesome, however, is the nature of the strategy employed by JWI when making these violative calls. The strategy employed was the same strategy employed by JWI when he was employed by First Republic and which was ultimately the subject of Bureau enforcement actions. JWI would obtain the contact information for New Hampshire residents, including many New Hampshire attorneys, using the Martindale-Hubbell legal directory or Sales Genie, an online sales lead service. JWI would then initiate cold calls to these "leads" regardless of whether the numbers being called appeared on the National Do Not Call Registry.
11. As mentioned above, as part of the Bureau's action against First Republic, JWI was explicitly told that these telemarketing practices were in violation of First Republic procedures, FINRA Rules, and New Hampshire securities law. The fact that JWI has continued to employ telemarketing practices that JWI knew violated applicable telemarketing rules as well as New Hampshire securities law shows a willful disregard for the law.

Dishonest and Unethical Conduct

12. During the course of the Bureau's investigation in this matter, ICC supervisory personnel performed unannounced visits to ICC's Greenwich, Connecticut office where JWI was located and conducted business. Initially, according to ICC supervisory personnel, JWI stated that the office was no longer engaging in telemarketing. However, after several on-site visits, JWI informed ICC supervisory

personnel that a large component of his business was telemarketing and proceeded to engage in a significant level of cold-calling with ICC supervisory personnel present.

13. At the same time ICC supervisory personnel was performing the above-described unannounced on-site visits of ICC's Greenwich, Connecticut office, the Bureau sent a request for production to the office. In part, this request sought information regarding the purpose of certain telemarketing calls made by JWI during the relevant time period. Ultimately a response was produced to the Bureau's request stating the purpose of certain telemarketing calls. According to ICC supervisory personnel present during the preparation of this response as well as other personnel at the office, this response was prepared in large part by JWI.
14. During the course of the Bureau's investigation, subsequent to the Bureau's receipt of the response to the request for production described above, the Bureau discovered that JWI's response included material omissions or misrepresentations of fact. The Bureau determined that, in at least fifty (50) instances, JWI omitted or misrepresented material information regarding the purpose of calls made in an attempt to avoid disclosing material information to the Bureau. Further, when questioned by the Bureau as part of its investigation, JWI claimed not to have participated in the preparation of the information discussed above except with respect to whether the individual called was a current or former client. This claim directly contradicts investigatory testimony of ICC supervisory personnel as well as other personnel in JWI's office.

STATEMENTS OF LAW

- II. The staff of the Bureau hereby petitions the Director and makes the following statements of law under the New Hampshire Revised Statutes Annotated, N.H. RSA 421-B, and regulations thereunder:
 1. ICC is a "person" within the meaning of N.H. RSA 421-B:2, XVI, a "broker-dealer" within the meaning of N.H. RSA 421-B:2, III, and is a member of FINRA.
 2. JWI is a "person" within the meaning of N.H. RSA 421-B:2, XVI and was, during the relevant time period, an "agent" of ICC within the meaning of N.H. RSA 421-B:2, II.
 3. FINRA Rule 3230(a)(2) and (3) state that "no member or person associated with a member shall initiate any outbound telephone call to . . . [a]ny person that previously has stated that he or she does not wish to receive an outbound telephone call made by or on behalf of the member; or . . . [a]ny person who has registered his or her telephone number on the Federal Trade Commission's national do-not-call registry."

FINRA Rule 3230(m)(17) defines the term “person” as “any individual, group, unincorporated association, limited or general partnership, corporation, or other business entity.” JWI was employed by ICC during the relevant time period and made numerous outbound telephone calls to individuals who had stated that they did not wish to receive further calls from JWI.

4. Pursuant to N.H. RSA 421-B:8, X, persons licensed under this chapter to conduct securities business shall abide by the rules of the SEC, National Association of Securities Dealers (NASD, now FINRA), national and regional stock exchanges, and other self-regulating organizations which have jurisdiction over the licensee, which set forth standards of conduct in the securities industry. JWI is subject to this provision and, according to documents produced by ICC and the Bureau’s analysis of the information provided, JWI placed numerous outbound telephone calls to New Hampshire residents on the National Do Not Call Registry in violation of FINRA Rule 3230. Each call placed by JWI in violation of FINRA Rule 3230 is a violation of N.H. RSA 421-B:8, X and, thus, is subject to an administrative fine of \$2,500 per violation pursuant to N.H. RSA 421-B:26, III.

5. Pursuant to N.H. RSA 421-B:10, I(b)(2), the secretary of state may by order deny, suspend, or revoke any license or application, or bar any person from licensure in the State of New Hampshire if he finds that the applicant or licensee has willfully violated or failed to comply with any provision of N.H. RSA 421-B or a predecessor law. N.H. RSA 421-B:10, I(b)(7) further states that the secretary of state may by order deny, suspend, or revoke any license or application, or bar any person from licensure in New Hampshire if he finds that the applicant or licensee has engaged in dishonest or unethical practices in the conduct of business in New Hampshire or elsewhere. N.H. RSA 421-B:10, VI states that “[i]n lieu of, or in addition to, any such order to suspend or revoke any license or application, the secretary of state may, upon hearing, assess an administrative fine of not more than \$2,500 per violation.” JWI is subject to these provisions and violated N.H. RSA 421-B:10, I(b)(2) when he willfully violated N.H. RSA 421-B by engaging in telemarketing practices he knew to be violative. JWI was aware of the Bureau’s prior action against First Republic in which JWI’s violative telemarketing practices were at issue but knowingly employed these same violative practices while employed by ICC. Further, JWI violated N.H. RSA 421-B:10, I(b)(7) by engaging in dishonest and unethical practices when he made material omissions or misrepresentations in response to a request for information from the Bureau and in testimony before the Bureau. Based on the foregoing, JWI should be permanently barred from any securities licensure in New Hampshire and be subject to a separate fine of \$2500 for each violation of New Hampshire securities law outlined above.

6. Pursuant to N.H. RSA 421-B:19, it is unlawful for any person to make or cause to be made in any document filed under N.H. RSA 421-B or in any proceeding under N.H. RSA 421-B any statement which is false or misleading in any material respect or, in connection with such statement, to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading. JWI is subject to this provision yet, during the course of the Bureau's investigation in this matter, JWI made or caused to be made statements, through documents and testimony, which were false and misleading. Further, JWI omitted material facts in documents submitted to and testimony in front of the Bureau that made the statements therein misleading.
7. Pursuant to N.H. RSA 421-B:22, IV, in any investigation to determine whether any person has violated or is about to violate this title or any rule or order under this title, upon the secretary of state's prevailing at hearing, or the person charged with the violation being found in default, or pursuant to a consent order issued by the secretary of state, the secretary of state shall be entitled to recover the costs of the investigation, and any related proceedings, including reasonable attorney's fees, in addition to any other penalty provided for under this chapter. JWI is subject to this provision.
8. Pursuant to N.H. RSA 421-B:23, whenever it appears to the secretary of state that any person has engaged or is about to engage in any act or practice constituting a violation of this chapter or any rule or order under this chapter, the secretary of state shall have the power to issue and cause to be served upon such person an order requiring the person to cease and desist from violations of this chapter. JWI is subject to this provision.
9. Pursuant to N.H. RSA 421-B:26, III, any person who, either knowingly or negligently, violates any provisions of New Hampshire securities law may, upon hearing, and in addition to any other penalty provided for by law, be subject to an administrative fine not to exceed \$2,500 with each act constituting a separate violation. JWI is subject to this provision.

RELIEF REQUESTED

- III. The staff of the Bureau makes the following requests for relief in the above referenced matter as permitted under N.H. RSA 421-B:
 1. Find as fact the allegations contained in Section I of this petition.

2. Make conclusions of law as stated in Section II of this petition relative to the allegations contained in Section I of this petition.
3. Order JWI to cease and desist from further violations of N.H. RSA 421-B pursuant to N.H. RSA 421-B:23.
4. Order JWI be permanently barred from any securities licensure in the State of New Hampshire, pursuant to N.H. RSA 421-B:10, I.
5. Order JWI to pay an administrative fine of One Hundred Thousand Dollars (\$100,000) for violations of N.H. RSA 421-B alleged herein, in accordance with N.H. RSA 421-B:10, VI, and N.H. RSA 421-B:26, III.
6. Order JWI to pay the Bureau's costs of investigation and enforcement in the amount of Twenty-Five Thousand Dollars (\$25,000) pursuant to N.H. RSA 421-B:22, IV.
7. Take such other actions as necessary for the protection of New Hampshire investors and enforcement of N.H. RSA 421-B.

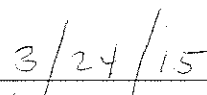
RIGHT TO AMEND

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

Respectfully submitted by:



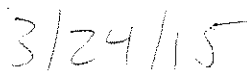
Adrian S. LaRoche, Staff Attorney



Date



Eric A. Forcier, Staff Attorney



Date

Exhibit 1

Jeff Spill

From: Jeff Spill
Sent: Thursday, October 30, 2008 1:18 PM
To: 'David Ward'
Subject: RE: Eastbrook Capital Group f/k/a First Republic Group

[REDACTED]

[REDACTED]

-----Original Message-----
From: David Ward [mailto:dlw@michaelsward.com]
Sent: Wednesday, October 22, 2008 4:27 PM
To: Jeff Spill
Subject: Eastbrook Capital Group f/k/a First Republic Group

Jeff,

As we discussed, the four (4) brokers who were involved in the calling were:

- Jim Ignatowich
- Andrew Parisi
- Robert Estevez
- Michael John Murphy

Each of them has been put on notice that they have committed a first offense pursuant to the do-not-call guidelines of Eastbrook Capital.
Thanks.

Regards, David

David L. Ward
Michaels, Ward & Rabinovitz, LLP
12 Post Office Square
Boston, MA 02109
Telephone: 617.350.4040 (x227)
Facsimile: 617.350.4050

Exhibit 2

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

)
)
STAFF PETITION FOR RELIEF
IN THE MATTER OF:)

)
First Republic Group, LLC)
aka Eastbrook Capital Group, LLC)

) No.COM08-005 and 08-008
)
)

) Respondent)
_____)

STATEMENT OF FACTS

I. The Bureau of Securities Regulation, Department of State, State of New Hampshire (hereinafter referred to as "the Bureau"), hereby petitions the Director, and makes the following statements of fact:

1. First Republic Group, LLC (hereinafter "First"), is a business entity with a principal office listed at 1430 Broadway 5th Floor, New York, New York 10018. CRD records indicate that First was licensed as a broker-dealer with the Securities and Exchange Commission ("SEC") in 1996, and in the State of New Hampshire on or about 10/12/1999. First's CRD number is 39781 and SEC number is 8-48808. First is currently undergoing a name change to Eastbrook Capital Group.
2. On or about February and March 2008, the Bureau received two complaints from two New Hampshire attorneys regarding unwanted and repeated telephone solicitations from several First agents over the previous three to four years. One of First's agents, Robert Estevez, was named as one of the callers. According to the complaints, the pattern for the repeated phone calls was the same. The caller was touting a security and saying that the complainant was on a list requesting solicitation. According to the complainants they never at any time requested that this company contact them. At one point, one of the complainants asked that he be taken off the list, but he continued to receive calls nevertheless.

3. As a follow-up to the complaints, the Bureau investigated and sent a certified letter return receipt requested for production of information to First on 3/19/2008 and again on 4/28/2008. Exhibits A and B. The letters were received. The Chief Compliance Officer contacted the Bureau and confirmed the request for information. No information was sent in response to the letters.

STATEMENTS OF LAW

II. The Bureau hereby petitions the Director and makes the following statements of law under the New Hampshire Revised Statutes Annotated, RSA 421-B, and regulations thereunder (hereinafter referred to as the Act):

1. First is a "Person" within the meaning of RSA 421-B:2.
2. First is a "broker-dealer" within the meaning of RSA 421-B:2.
3. Pursuant to RSA 421-B:8,III, the Secretary of State may require at any reasonable time and in any reasonable manner from any person or company subject to the chapter, statements, reports, including reports audited by independent public accountants, answers to questionnaires and other information, and evidence thereof, in whatever form he designates, and at such reasonable intervals as he may choose. First is in violation of this section for not producing the requested information.
4. Pursuant to RSA 421-B:8,X, persons licensed under RSA 421-B to conduct securities business shall abide by the rules of the Securities and Exchange Commission, National Association of Securities Dealers ("NASD"), national and regional stock exchanges, and other self-regulating organizations which have jurisdiction over the licensee, which set forth standards of conduct in the securities industry. First is subject to this section for failing to abide by NASD Rule 2310-2 regarding Fair Dealing with Customers and 3110-(g)(1) regarding Telemarketing Requirements.
5. RSA 421-B:10,I(a) and (b)(2) allows the secretary of state to deny, suspend, or revoke any license or application if he finds that it is in the public interest and that the applicant or licensee has willfully violated or failed to comply with any provision of RSA 421-B, or the Securities Act of 1933, the Securities Exchange Act of 1934, or any rule under any of such statutes. First is subject to this provision for failing to abide by NASD Rules 2310-2 and 3110-(g)(1).

6. Pursuant to RSA 421-B:10,I(a) and (b)(14), the secretary of state may by order deny, suspend, or revoke any license or application if he finds that the order is in the public interest, and for other good cause shown. First is subject to this section.
7. Pursuant to RSA 421-B:10,VI, in lieu of, or in addition to, any such order to suspend or revoke any license or application, the secretary of state may, upon hearing, assess an administrative fine of not more than \$2,500 per violation.
8. RSA 421-B:10,III provides that the Secretary of State may issue an order requiring the person to whom any license has been granted to show cause why the license should not be revoked. Further, the Secretary of State may by order summarily suspend or postpone any license pending final determination of any order to show cause provided he finds that the public interest would be irreparably harmed by delay in issuing such order. First is subject to this section.
9. Pursuant to RSA 421-B:22,I(f), the Secretary of State may require an issuer to report to him all transactions as they pertain to any security. Such reports shall be made within 10 days after the demand. First is in violation of this section for not producing the requested information.
10. Pursuant to RSA 421-B:22,II, for the purpose of any investigation, hearing or proceeding under RSA 421-B, the secretary of state or any officer designated by him may subpoena witnesses, compel their attendance, take evidence and require the production of any books, papers, correspondence, memoranda, agreements, or other documents or records which the secretary of state deems relevant or material to the inquiry. First is in violation of this section for not producing the requested information.
11. Pursuant to RSA 421-B:23, whenever it appears to the secretary of state that any person has engaged or is about to engage in any act or practice constituting a violation of this chapter or any rule under this chapter, he shall have the power to issue and cause to be served upon such person an order requiring the person to cease and desist from violations of this chapter. First is subject to this section for violations of RSA 421-B:8, 421-B:10 and 421-B:22.
12. 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. First is subject to a suspension, revocation, or denial, and a fine for violations of RSA 421-B:8, 421-B:10 and 421-B:22.

RELIEF REQUESTED

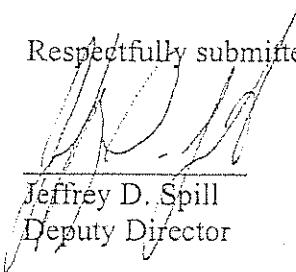
III. The Bureau makes the following requests for relief in the above-referenced matter as permitted under the Act.

1. Find as fact the statements contained in section I of the Statements of Fact.
2. Make conclusions of law relative to the statements contained in section II of the Statements of Law.
3. Pursuant to RSA 421-B:23, issue an order to cease and desist against First, for violations under the Act pursuant to RSA 421-B:23.
4. Pursuant to RSA 421-B:10, issue an order to show cause.
5. Assess administrative fines and penalties of \$2,500 per violation against First totaling \$15,000, for the above-referenced violations under the Act.
6. Order the Respondents to produce the following information: the do not call list for New Hampshire back to January 1st, 2004, and any script used by any agent of First for phone solicitations back to January 1st, 2004, and any record of any calls to these two attorneys whether it be written, recorded, or preserved in any way by hand writing, e-mail, type, tape, disc, or any recording devise whatsoever.
7. Issue an order denying, suspending, and revoking, any license and registration privileges of the Respondent pursuant to RSA 421-B:26,III.
8. Take any other just and equitable relief as permitted under the Act.

RIGHT TO AMEND

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

Respectfully submitted by:



Jeffrey D. Spill
Deputy Director

5/29/08
Date



Mark Connolly
Director

State of New Hampshire

Department of State
Bureau of Securities Regulation

107 North Main Street, State House Rm. 204
Concord, NH 03301-4989
Telephone: (603) 271-1463
Fax: (603) 271-7933

April 28, 2008

Michael Tanguay, CCO
First Republic Group, LLC
1430 Broadway, 5th Floor
New York NY 10018

Re: First Republic Group, LLC

Dear Mr. Tanguay:

Reference is made to our letter dated March 19, 2008 (copy enclosed) to which we have yet to receive a response on the above mentioned issuer.

If we do not have a response within thirty (30) days, enforcement action will be taken.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeffrey D. Spill".

Jeffrey D. Spill
Deputy Director

JDS/le

Certified Mail

State of New Hampshire

Department of State Bureau of Securities Regulation

107 North Main Street, State House Rm. 204
Concord, NH 03301-4989
Telephone: (603) 271-1463
Fax: (603) 271-7933



Mark Connolly
Director

3/19/2008

Michael Tanguay, CCO
First Republic Group, LLC
1430 Broadway, 5th Flr
NY, NY 10018

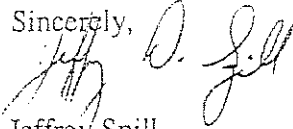
Re: Bureau Complaints COM08-005 and 008
against First Republic Group, LLC ("First") and Robert Estevez

Dear Mr. Tanguay;

The Bureau has received complaints from two New Hampshire attorneys with respect to repeated unwanted telephone solicitations and has opened an active investigation. If you haven't already done so, pursuant to FINRA rules, place Attorneys Fredrick Coolbroth and Bruce Felmlly on your do not call list and do not under any circumstances solicit them. Also, pursuant to NH RSA 421-B:22, provide the following information to the Bureau within 20 days from the date of this letter: Your do not call list for New Hampshire back to January 1st, 2004, any script used by the any agent of First for phone solicitations back to January 1st, 2004, and any record of any calls to these two attorneys whether it be written, recorded, or preserved in any way by hand writing, e-mail, type, tape, disc, or any recording devise whatsoever.

If you have any questions, please call.

Sincerely,


Jeffrey Spill
Deputy Director

cc:file

Exhibit 3

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

IN THE MATTER OF:)

First Republic group, LLC)
nka Eastbrook Capital Group, LLC)
Respondent)

COM08-006
08-008

CONSENT ORDER

- I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, Eastbrook Capital Group LLC, (hereinafter referred to as "ECG"), 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, without admitting or denying the allegations, the Respondent does hereby consent to, the following findings, conclusions, undertakings and sanctions:

The Facts

1. ECG, is a business entity with a principal office listed at 100 Park Avenue, Suite 1656, New York, New York 10017. CRD records indicate that ECG was licensed as a broker-dealer with the Securities and Exchange Commission ("SEC") in 1996, and in the State of New Hampshire on or about 10/12/1999. ECG's CRD number is 39781 and SEC number is 8-48808. ECG changed its name to Eastbrook Capital Group on 5/1/2008.
2. On or about February and March 2008, the Bureau received two complaints from two New Hampshire attorneys regarding unwanted and repeated telephone solicitations from several ECG agents over the previous three to four years. One of ECG's agents, RE, was named as one of the callers. According to the complaints, the pattern for the repeated phone calls was the same. The caller was touting a security and saying that the complainant was on a list requesting solicitation. According to the complainants they never at any time requested that this company contact them. At one point, one of the complainants asked that he be taken off the list, but he continued to receive calls nevertheless.

3. ECG was ordered by the Bureau to produce its telemarketing records for the time period recited above, and the records were incomplete and inadequate and not in keeping with FINRA do-not-call record keeping requirements. Also, during the identified time period, ECG had insufficient training and written policies with respect to telemarketing.

The Law

1. ECG is a broker-dealer within the meaning of RSA 421-B:2,III.
2. Pursuant to RSA 421-B:8,X, persons licensed under RSA 421-B to conduct securities business shall abide by the rules of the Securities and Exchange Commission, National Association of Securities Dealers ("NASD"), national and regional stock exchanges, and other self-regulating organizations which have jurisdiction over the licensee, which set forth standards of conduct in the securities industry. ECG is subject to this section for failing to abide by NASD Rules 2212 regarding Telemarketing.
3. Pursuant to RSA 421-B:10,VI, in lieu of, or in addition to, any such order to suspend or revoke any license or application, the secretary of state may, upon hearing, assess an administrative fine of not more than \$2,500 per violation.
4. 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. ECG is subject to a fine under RSA 421-B:10 and 421-B:8.
5. Pursuant to RSA 421-B:26,III-a, every person who directly or indirectly controls a person liable under paragraph III, every principal executive officer, or director of such person, every person occupying a similar status or performing a similar function, every employee of such person who materially aids in the act or transaction constituting the violation, and every broker-dealer or agent who materially aids in the acts or transactions constituting the violation either knowingly or negligently, may, upon hearing, and in addition to any other penalty provided by law, be subject to such suspension, revocation, or denial of any registration or license, or administrative fine not to exceed \$2,500, or both. Each of the acts specified shall constitute a separate violation, and such administrative action or fine may be imposed in addition to any criminal penalties imposed pursuant to RSA 421-B:24 or civil liabilities imposed pursuant to RSA 421-B:25. ECG is subject to this section.

- II. In view of the foregoing, the Respondent agrees to the following undertaking and sanctions:
1. Respondent agrees that that they have voluntarily consented to the entry of this Order and represent and aver that no employee or representative of the Bureau has made any promise, representation or threat to induce their execution.
 2. Respondent agrees to waive their right to an administrative hearing and any appeal therein under this chapter.
 3. Upon execution of this order by Respondent, Respondent, agrees to pay an administrative fine in the amount of Twenty Thousand Dollars (\$20,000) to the State of New Hampshire.
 4. 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. Total payment is \$20,000.00.
 5. On the first year anniversary of the date of the signing of this Consent Order, the Respondent shall submit a written report to the Bureau with respect to the conduct of a comprehensive review of ECG current compliance policies, changes and revisions made in response to this and all other ECG telemarketing regulatory actions to date. ECG undertakes to make such changes necessary to fully implement and make effective the FINRA Rules regarding Telemarketing.
 6. Respondent agrees that this Agreement is entered into solely for purpose of resolving only the matter as described herein. This Agreement shall


have no collateral estoppel, res judicata, evidentiary, or other legal effect in any other lawsuit, proceeding, or action, not described herein. Likewise, this Agreement shall not be construed to restrict the Bureau's right to initiate an administrative investigation or proceeding relative to conduct by Respondent of which the Bureau has no knowledge at the time of the date of final entry of this Agreement.

7. 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 agreement or create the impression that the consent agreement is without factual basis. Nothing in this provision affects the Respondent's 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 pay an administrative fine in the amount of Twenty Thousand Dollars (\$20,000).
2. Respondent complies with the above-referenced undertakings.

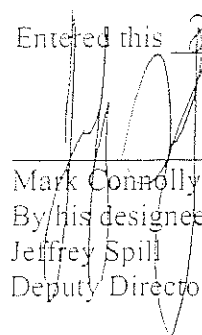
Executed this 14 day of JAN, 2008.⁹

 on behalf of ENTRACK CAPITAL GROUP LLC
on behalf of ECG

Please print name below:

D. Grant Morgan

Entered this 20th day of January, 2008.9



Mark Connolly, Director

By his designee:

Jeffrey Spill

Deputy Director

Exhibit 4

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

_____)
)
STAFF PETITION FOR RELIEF)
IN THE MATTER OF:)
)
First Republic Group, LLC)
aka Eastbrook Capital Group, LLC)
) COM08-005, COM08-008
)
Respondents)
_____)

MOTION TO REVOKE

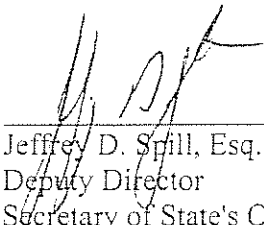
NOW COMES the State of New Hampshire, by and through the Secretary of State, Bureau of Securities Regulation (“the Bureau”), and hereby requests that the hearing examiner revoke license privileges, and as grounds therefore says:

1. That in February of 2008, the Bureau began an investigation into alleged misconduct of the Respondent involving illegal cold calling, and violations of the do-not-call requirements of FINRA. The Bureau filed a Staff Petition For Relief against the Respondent on May 29th, 2008 and an Order of Notice issued on May 30th, 2008.
2. The matter was resolved by Consent on 1/9/2009. As part of that Consent Order, the Respondent was to file on the first anniversary of the Consent a written report to the Bureau updating the status of their comprehensive review and changes made in response to the various regulatory actions taken with respect to illegal cold calling.
3. The Respondent failed to comply with the Consent Order by failing to file the report and is currently terminated by the SEC and New Hampshire and is expelled by FINRA.

WHEREFORE, the State of New Hampshire, by and through the Secretary of State, Bureau of Securities Regulation, hereby respectfully requests that the hearing Examiner revoke license privileges with prejudice or grant such other and further relief as deemed just and proper.

Respectfully submitted,


4/13/10
Dated



Jeffrey D. Spill, Esq.
Deputy Director
Secretary of State's Office
State House Room 204
Concord, New Hampshire 03301

I hereby certify that a copy of the foregoing motion has been forwarded 1st class mail this 13th day of April, 2010 to David Ward for the Respondents and the Respondents.

4/13/10
Dated



Jeffrey D. Spill, Esq.

Exhibit 5

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

*File -1
Enf file.
State*

IN THE MATTER OF:)
)
First Republic Group, LLC) Order of Revocation
n/k/a Eastbrook Capital Group, LLC) COM-08-006
Respondent) COM08-008
)

WHEREAS, an Order to Show Cause in the above entitled matter was issued on May 30, 2008, and

WHEREAS, Respondent entered into a Consent Agreement with the Bureau dated January 20, 2009 and

WHEREAS, Respondent failed to comply with the terms of said consent agreement; specifically the filing of a written report describing a comprehensive review of its compliance policies and adherence to FINRA rules regarding telemarketing activities, and

WHEREAS, on April 13, 2010 the Bureau filed a Motion to Revoke (a copy of which is attached) asserting respondent failed to comply with the terms of the Consent Agreement,

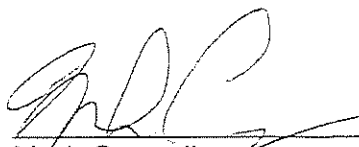
THEREFORE, it is hereby ORDERED that:

1. Bureau's Motion to Revoke is granted.
2. Respondent's N.H. broker-dealer license is revoked, with prejudice effective this date.

SIGNED,

WILLIAM M. GARDNER
SECRETARY OF STATE
BY HIS DESIGNEE:

Dated: 4-14-10



Mark Connolly
Deputy Secretary of State, and Director,
N.H. Bureau of Securities Regulation