

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

IN THE MATTER OF:

Windsor Street Capital, LP
F/K/A Meyers Associates, LP
CRD #34171
Respondent

)
)
) ORDER TO CEASE AND DESIST
)
)
) INV2017-00016
)

NOTICE OF ORDER

This Order commences an adjudicative proceeding under the provisions of RSA 421-B:6-613.

LEGAL AUTHORITY AND JURISDICTION

Pursuant to RSA 421-B:6-604(a), 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:5-508, any person who willfully violates a cease and desist order issued pursuant to RSA 421-B:6-603 or RSA 421-B:604, or who violates RSA 421-B:5-505 knowing that the statement was false or misleading in any material respect, shall be guilty of a class B felony.

Pursuant to RSA 421-B:6-604(d), the Secretary of State has the authority to impose administrative penalties of up to \$2,500 for a single violation.

Pursuant to RSA 421-B:6-604(g), 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.

NOTICE OF RIGHT TO REQUEST A HEARING

Under the provisions of RSA 421-B:6-604, the above named respondent has the right to request a hearing on this order to cease and desist.

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 Capitol Street, Concord, New Hampshire 03301.

Under the provisions of RSA 421-B: 6-604(b), within 15 days after receipt of a request in a record from the Respondent, the matter will be scheduled for a hearing. If a respondent subject to the order does not request a hearing and none is ordered by the secretary of state within 30 days after the date of service of the order, the order becomes final as to that Respondent. If a hearing is requested or ordered, the secretary of state, after notice of and opportunity for hearing to each respondent subject to the order, may modify or vacate the order or extend it until final determination. If the respondent to whom a cease and desist order is issued fails to appear at the hearing after being duly notified, such respondent shall be deemed in default, and the proceeding may be determined against him or her upon consideration of the cease and desist order, the allegations of which may be deemed to be true.

STATEMENT OF ALLEGATIONS

The allegations contained in the Staff Petition for Relief dated January 17, 2018, (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, therefore:

It is hereby **ORDERED**, that:

1. Respondent is hereby ordered to immediately cease and desist from the above indicated acts and from in any other way violating RSA 421-B.
2. Respondent shall pay an administrative penalty of \$2,500.
3. Respondent shall pay the Bureau's costs of \$2,500.
4. Failure to request a hearing within 30 days of the date of receipt of this Order shall result in a default judgment being rendered and administrative penalties and other relief described herein being imposed upon the defaulting Respondent.

SIGNED,
WILLIAM M. GARDNER
SECRETARY OF STATE
BY HIS DESIGNEE:

Dated: January 23, 2018



BARRY J. GLENNON, DIRECTOR,
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:

Windsor Street Capital, LP CRD#34171
fka Meyers Associates, LP

INV2017-00016

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. Windsor Street Capital, LP, (hereinafter referred to as "WSC") is a broker-dealer firm with an address on record with the Bureau of 45 Broadway, 2nd Floor, NY, NY 10006. WSC is registered with the Securities and Exchange Commission ("SEC"), is a member of the Financial Industry Regulatory Authority ("FINRA"), and many of its broker-dealer records are kept on FINRA's Central Registry Depository system ("CRD"). WSC's CRD number is 34171, and SEC number is 8-46219.
2. WSC was issued a broker-dealer license in the State of New Hampshire on August 22nd, 1994, under the name Janssen-Meyers Associates, L.P. Janssen-Meyers Associates became Meyers Associates, L.P. in 2003.
3. On or about 12/14/2016, WSC notified the Bureau of a name change from Meyers Associates, L.P. to WSC, but failed to submit complete documentation noting the change in a form U-2.
3. The Bureau sent notices of the deficiency on 12/14/2016, 1/19/2017, 3/17/2017, 5/5/2017, and 6/13/2017. A letter of enforcement action warning was sent certified mail on 11/7/2017 and was received on 11/15/2017 with no response.

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

1. Respondent is a "broker-dealer" and a "person" as defined in RSA 421-B:1-102.
2. RSA 421-B:4-406(a) states that a person shall register as a broker-dealer by filing an

application on a form prescribed by the secretary of state and a consent to service of process complying with RSA 421-B:6-611.

3. RSA 421-B:6-611 (a) states that a consent to service of process required by this chapter must be signed and filed in the form required by the secretary of state.
4. RSA 421-B:4-406(b) states that if the information or record contained in an application filed under section (a) is or becomes inaccurate or incomplete in a material respect, the registrant shall promptly file a correcting amendment. Respondent failed to comply with this requirement and violated this section.
5. Pursuant to RSA 421-B:4-412(b) if the secretary of state finds that the order is in the public interest and subsection (d) authorizes the action, an order issued under this chapter may revoke, suspend, condition, or limit the registration of a registrant. Respondent is subject to this section.
6. RSA 421-B:4-412(c) states that if the secretary of state finds that the order is in the public interest and subsection (d) authorizes the action, an order under this chapter may censure, impose a bar, or impose a civil penalty in an amount not to exceed a maximum of \$2,500 for each violation on a registrant. Respondent is subject to his section.
7. RSA 421-B:4-412(d) states that a person may be disciplined under sections (a) through (c) if the person willfully violated or willfully failed to comply with this chapter. Respondent is subject to this section.
8. 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. Respondent is subject to this provision by failing to file a new U-2 noting the name change.
9. Pursuant to RSA 421-B:6-604(a)(1), 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. Respondent is subject to this section for violations of RSA 421-B:4-406.
10. Pursuant to N.H. RSA 421-B:6-604(g), 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. Respondent is a person subject to this provision.

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. Find that it is in the public interest, and that WSC has willfully violated the laws, and that there is good cause to suspend or revoke the broker-dealer license of WSC in accordance with RSA 421-B:4-412.
4. Pursuant to RSA 421-B:4-412 order Respondent WSC, to pay administrative penalties for violations of New Hampshire RSA 421-B:4-406, of \$2,500 dollars for failing to file an amended U-2 (total \$2,500).
5. Order the Respondent WSC to cease and desist.
6. Order the payment of Costs in the amount of \$2,500 dollars.
6. 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:

January 17, 2018



Jeffrey Spill
Deputy Director