

STATE OF NEW HAMPSHIRE BUREAU OF SECURITIES REGULATION DEPARTMENT OF STATE

IN THE MATTER OF:)	
)	ORDER TO SHOW CAUSE
Ridgeway & Conger, Inc.)	INV2016-0009
CRD #113055)	

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:10, VI, 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, 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.

STATEMENT OF ALLEGATIONS

The allegations contained in the Staff Petition for Relief dated March 28, 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 for the relief requested,

THEREFORE, it is hereby ORDERED, that:

1. The Respondent is hereby ordered to show cause why its N.H. broker dealer license should not be suspended or revoked in accordance with RSA 421-B:10, III;
2. Pursuant to RSA 421-B:10, III, failure to respond to this Order to Show Cause within 30 days of the date of receipt of this Order shall result in a default judgment being entered against the defaulting party and the imposition of the relief requested by the Bureau staff;
3. Pursuant to RSA 421-B:10,VI and RSA 421-B:26,III, the Respondent is ordered to pay an administrative fine of \$2,500 for violation of RSA 421-B:8,I and RSA 421-B:8,II failure to pay late filing fees; and
4. The Respondent is ordered to pay the aforementioned late filing fees of \$2,650 representing \$25 for each day of late filing of its audited financial statement.

SIGNED,
WILLIAM M. GARDNER
SECRETARY OF STATE
BY:

Dated: 4-11-16


BARRY J. GLENNON
DIRECTOR 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:

Ridgeway & Conger, Inc. CRD#113055

INV2016-0009

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. Ridgeway & Conger, Inc., (hereinafter referred to as "R&C") is a broker-dealer firm with an mailing address on record with the Bureau of 2123 Main Street, New Woodstock, NY 13122. R&C is registered with the Securities and Exchange Commission ("SEC"), is a member of the Financial National Regulatory Association ("FINRA"), and many of its broker-dealer records are kept on the FINRA's Central Registry Depository system ("CRD"). R&C's CRD number is 113055. R&C was registered with the Bureau effective on 10/31/05.
2. R&C has failed to pay the Bureau a penalty of \$2,650.00 for late filing of its year 2015 audited financial report which was filed on 9/14/2015 and beyond the due date of 5/30/15. Letters were sent on 9/15/2015, 11/2/2015 and 12/1/2015 to C&R which requested payment, and no payment was sent. The 12/1/2015 letter was sent certified mail and received 12/4/2015.

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:8,I requires every broker-dealer within 60 days after the close of the fiscal year, to make and transmit to the secretary of state an audited financial statement certified by an independent certified public accountant.
2. RSA 421-B:8,II requires every broker-dealer to pay to the state \$25 for each day of delinquency. The secretary of state may suspend or revoke the license of any broker-dealer failing to file its annual statement when due. R&C has violated this section.
3. RSA 421-B:8,V requires any officer of a broker-dealer doing business in this state to reply in writing to any written inquiry from the Secretary of State requesting a reply. R&C has

violated this section by failing to respond and reply to correspondence from the Bureau.

4. RSA 421-B:10,I(a) and (b)(2) allows the secretary of state to revoke 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.
5. Pursuant to RSA 421-B;10,I(a) and (b)(14), the secretary of state has the power to revoke a license by order if the order is in the public interest and for other good cause shown.
6. 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.
7. 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. R&C is subject to a fine under this section.
8. RSA 421-B:26,I provides that any person who knowingly violates any rule or order of the secretary of state, may, upon hearing, except where another penalty is expressly provided, be subject to such suspension or revocation of any registration or license, or administrative fine not to exceed \$2,500 for each violation in lieu of or in addition to such suspension or revocation as may be applicable under this title for violation of the provision to which such rule or order relates.
9. 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.

RELIEF REQUESTED

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

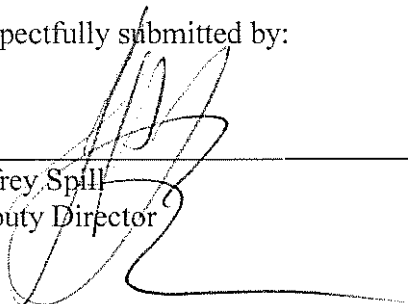
1. Find as fact the allegations contained in section I of the Statement of Allegations of this petition.
2. Make conclusions of law as stated in section II relative to the allegations contained in section I of this petition.
3. Issue an order to show cause why the broker-dealer license of R&C should not be revoked, in accordance with RSA 421-B:10,III, 421-B:26,I, and 421-B:26,III.

4. Order Respondent R&C to pay an administrative penalties of \$2,500 for violations of RSA 421-B:8, and in accordance with RSA 421-B:26,III, 421-B:10,VI and RSA 421-B:10,I(b) (total \$5,000).
5. Pursuant to RSA 421-B:8, order Respondent to pay administrative penalties for violations of New Hampshire regulation of \$2,650 for failing to file audited financial statements on time.
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:



Jeffrey Spill
Deputy Director

3/28/16

March 28, 2016