

ADMINISTRATIVE PROCEEDING
FILE NO. 3-13099

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
April 13, 2009

In the Matter of	:	
	:	
NEWBRIDGE SECURITIES CORP.,	:	ORDER PROPOSING
GUY S. AMICO,	:	OFFICIAL NOTICE
SCOTT H. GOLDSTEIN,	:	
ERIC M. VALLEJO, and	:	
DANIEL M. KANTROWITZ	:	

Under Rule 323 of the Rules of Practice of the Securities and Exchange Commission (Commission), official notice may be taken of any material fact which might be judicially noticed by a district court of the United States, any matter in the public official records of the Commission, or any other matter which is peculiarly within the knowledge of the Commission as an expert body. If official notice is requested or taken of a material fact not appearing in the evidence in the record, the parties, upon timely request, shall be afforded an opportunity to establish the contrary.

Respondents Guy S. Amico and Scott H. Goldstein request that I take official notice of a Form S-8, and two attachments, filed with the Commission by Roanoke Technology Corporation (Roanoke) on or about November 21, 2003.¹ The Form S-8 involved 300,000,000 shares Roanoke issued to Thomas Bojadzijeve, and it is specifically discussed in Paragraph E.28 of the Order Instituting Proceedings.

Absent objection by the parties, I propose to take official notice of the fact that Roanoke filed this Form S-8 and attached a consulting agreement between itself and Thomas Bojadzijeve, as well as an opinion letter from outside counsel to Roanoke. I further propose to take official notice of the facts that the Commission's official public records (EDGAR) do not contain evidence that: (1) Roanoke filed a separate reoffer prospectus or a post-effective amendment to its Form S-8, covering the resale of these 300,000,000 shares by Bojadzijeve to the public; and (2) Roanoke registered the reoffer or resale of these shares by means of a separate registration statement.² See General Instruction C to Form S-8 and Notes, Fed. Sec. L. Rep. (CCH) ¶ 7197.

¹ Respondents' Brief at 4-6, 80-81; Respondents' Proposed Finding of Fact # 128; Respondents' Reply Brief at 53 n.36; Division of Enforcement's Reply Brief at 9.

² The parties disagree about whether there is a requirement to file a separate reoffer prospectus or post-effective amendment to a Form S-8 (Division of Enforcement's Brief at 86-87;

The parties shall have ten days from the date of this Order to examine these matters and “to establish the contrary.” This opportunity will be in the form of a written submission only. No oral testimony or oral argument will be taken on these matters.

SO ORDERED.

James T. Kelly
Administrative Law Judge

Respondents’ Reply Brief at 53-54). If Respondents believe there is specific language in the text of Roanoke’s Form S-8 that supports their position, they should identify that language. Otherwise, it is not necessary for either side to reargue its position.