INITIAL DECISION RELEASE NO. 1125
ADMINISTRATIVE PROCEEDING
FILE NO. 3-17405

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

In the Matter of BAY CITY TRANSFER AGENCY AND REGISTRAR, INC. and NITIN M. AMERSEY	INITIAL DECISON April 20, 2017

APPEARANCES: Timothy J. Stockwell and Charles J. Kerstetter for the Division of Enforcement, Securities and Exchange Commission

Nitin M. Amersey *pro se* and for Bay City Transfer Agency and Registrar, Inc.

BEFORE: Brenda P. Murray, Chief Administrative Law Judge

On August 18, 2016, the Securities and Exchange Commission issued an order instituting proceedings (OIP) against Respondents Bay City Transfer Agency and Registrar, Inc. (Bay City), and Nitin M. Amersey pursuant to Sections 17A and 21C of the Securities Exchange Act of 1934. Respondents were served with the OIP by September 7, 2016. *See Bay City Transfer Agency & Registrar, Inc.*, Admin. Proc. Rulings Release No. 4175, 2016 SEC LEXIS 3525 (ALJ Sept. 19, 2016).

Amersey appeared *pro se* at a prehearing conference on September 28, 2016, and did not contest the OIP's allegations.[1] Tr. 8-9, 17, 19. Amersey asserted that he was shutting Bay City down and placing its five clients with other transfer agents and that financial difficulties had caused him to lose his home and he faced federal and state tax bills and two bank judgments. Tr. 8-10, 12-13, 33. The Division of Enforcement represented it had sent Amersey a copy of the investigative file. Tr. 25.

[1] I assumed from Amersey's position that he waived his statutory right to a hearing within thirty to sixty days of service of the OIP. 15 U.S.C. § 78u-3(b); *see, e.g.*, Tr. 30 (Amersey requesting "60 days" from October 31, 2016 to respond to the Division of Enforcement Bay City's motion for summary disposition). Transcript references are to the September 28, 2016, prehearing conference.

Amersey argued that he had provided the Division with financial documents to support his position that Respondents are financially unable to paying a civil money penalty. Tr. 9-10. The Division, however, stated that the materials were incomplete. Tr. 11, 14. I waived the requirement that Amersey file a written answer and, without any objection from either party, set a procedural schedule for a motion for summary disposition (Motion) by the Division. Tr. 24; *see Bay City Transfer Agency & Registrar, Inc.*, Admin. Proc. Rulings Release No. 4208, 2016 SEC LEXIS 3689, at *2 (ALJ Sept. 29, 2016).

On October 31, 2016, the Division filed its Motion and memorandum in support with two attachments: the prehearing conference transcript and a September 29, 2016, e-mail to Amersey describing how to withdraw a transfer agent registration. Respondents e-mailed a letter in opposition with an attachment to me on January 17, 2017, and the Division filed a reply in support of the Motion on January 24, 2017.[2]

Issue

Respondents accept that they committed the violations alleged in the OIP and accept most of the measures that the Division wants imposed upon them. The only contested issue is whether it is in the public interest to order Respondents to pay a civil money penalty.

Findings of Facts

These facts are taken from the undisputed allegations in the OIP, Bay City's publicly available reports on file with the Commission, Amersey's January 26, 2016, sworn investigative testimony, and a September 29, 2016, e-mail from the Division to Amersey. *See* 17 C.F.R. § 201.323; Division of Enforcement's Notice Providing Evidence That Nitin M. Amersey Controls Respondent Bay City Transfer Agency and Registrar, Inc. (Notice), Ex. 2; Motion Ex. 2. I apply preponderance of the evidence as the standard of proof. *See Steadman v. SEC*, 450 U.S. 91, 101-04 (1981). I have considered and rejected all arguments and proposed findings and conclusions that are inconsistent with this initial decision.

Amersey controls Bay City, a Michigan corporation headquartered in Saginaw, Michigan. Bay City has been registered with the Commission as a transfer agent since December 14, 2005. OIP at 2; Bay City Transfer Agency & Registrar, Inc., Registration as a Transfer Agent (Form TA-1) (Dec. 14, 2005); Notice, Ex. 2; *see Bay City Transfer Agency & Registrar, Inc.*, Admin. Proc. Rulings Release No. 4175, 2016 SEC LEXIS 3525 (ALJ Sept. 19, 2016). Amersey is the father of Lara Jordan, who owns between seventy-five and one hundred percent of the corporation. Bay City Transfer Agency & Registrar, Inc., Amendment to Registration (Form TA-1/A) (Mar. 20, 2015). Amersey serves as an officer or director with approximately ten companies public and private, operational and nonoperational. Notice, Ex. 2.

[2] The due date for Respondents' opposition was extended on December 19, 2016, and January 9, 2017.

Following an examination in 2008, the Commission's Office of Compliance Inspections and Examinations (OCIE) sent Bay City a deficiency letter noting its view that, among other things, Bay City violated Exchange Act Rule 17Ac2-1 by failing to include Amersey as a control affiliate on its Form TA-1 and failing to amend the form to show the appointment of Thomas Curtis as Bay City's President.[3] OIP at 2. Bay City responded that "some of its past practices have not been fully compliant," but claimed that "virtually all" of the apparent deficiencies were merely "a legacy created by the Company's past management." *Id.* It indicated that Curtis "and the Company have corrected many of the identified issues and are in the process of updating the Company's procedures to comply with industry best practices." *Id.*

Following a second examination in 2011, OCIE sent Bay City a deficiency letter noting six apparent violations of the rules, including three that were potential repeat violations from the prior examination. *Id.*

Following another examination in 2013-2014, OCIE sent Bay City a deficiency letter on August 6, 2014, that highlighted nineteen deficiencies, ten of which had been identified in a prior examination, involving eleven different rules. *Id.* For example, OCIE noted that Bay City had apparently failed to safeguard shareholder funds by comingling shareholder funds with non-shareholder funds in an account that Amersey used for his own benefit and the benefit of other businesses he controlled. *Id.* at 3. Bay City had a bank account titled "Bay City Transfer Inc. Trust Account" (Trust Account) for which there was no trust agreement or trustee in place. *Id.* According to Bay City, it opened the Trust Account to accommodate a shareholder rights offering for a Bay City client in 2011. However, there were a number of transfers and transactions in this account that were unrelated to the client. In addition, Amersey himself used some of the money in the Trust Account. *Id.*

OCIE's August 6, 2014, deficiency letter identified a number of other deficiencies including, but not limited to:

a. Failure to secure personally identifiable information of individual securityholders by keeping records in open boxes to which persons other than Bay City employees had access (Rule 17Ad-12);

b. Failure to prepare and maintain a daily log of transfers so that turnaround times could be calculated (Rule 17Ad-6(a)(2));

c. Failure to retain canceled certificates and accompanying documentation (Rule 17Ad-6(c));

[3] Rule 17Ac2-1, Application for registration of transfer agents, requires a transfer agent to file a Form TA-1 upon registration and to file an amendment within sixty calendar days following the date on which information reported in its most recent Form TA-1 became inaccurate, incomplete, or misleading. 17 C.F.R. § 240.17Ac2-1(a), (c). Rule 17Ac2-2, Annual reporting requirement for registered transfer agents, requires that every transfer agent registered on December 31 file a Form TA-2 by March 31 of the subsequent calendar year. 17 C.F.R. § 240.17Ac2-2(a).

d. Failure to file an amendment to Form TA-1 within the required timeframe (Rule 17Ac2-1);

e. Failure to file Form TA-2 for 2011 and 2012 within the required timeframe (Rule 17Ac2-2);

f. Failure to file assumption notices for two issuer clients and failure to file termination notices for at least nine issuer clients (Rule 17Ad-16);

g. Failure to search for lost securityholders (Rule 17Ad-17);

h. Failure to notify the Commission of the loss of or damage to two certificates (Rule 17f-1(c)); and

i. Failure to submit a fingerprint card for Amersey (Rule 17f-2). *Id.*

Failure to Comply with Transfer Agent Rules

Despite OCIE's repeated communications regarding deficiencies, Bay City violated the following important transfer agent rules.

1. Bay City has been deficient and delinquent in filing its Forms TA-1 and TA-2. From 2007 to 2016, Bay City has filed fifteen forms and only one was fully compliant with the applicable rules:

a. A Form TA-1 filed on May 31, 2007, contained inaccurate answers to certain questions.

b. A Form TA-2 filed on May 31, 2007, was filed late and contained inaccurate answers.

c. A Form TA-2 filed on January 8, 2009, was filed late and contained inaccurate answers.

d. A Form TA-1 filed on January 13, 2009, contained inaccurate answers.

e. A Form TA-2 filed on March 6, 2009, contained inaccurate answers.

f. A Form TA-1 filed on March 24, 2010, was filed late.

g. A Form TA-2 filed on March 30, 2010, contained inaccurate answers.

h. Two Forms TA-2 filed on September 25, 2013, were both filed late.

i. A Form TA-1 filed on September 30, 2013, was filed late and contained inaccurate answers.

j. OCIE alerted Bay City to apparent deficiencies in its operative Form TA-1 in 2014. Curtis replied that he would file an amended Form "by the end of October." Nevertheless, Bay City failed to file an amended Form TA-1 until March 10, 2015 – after it became aware that an enforcement investigation was underway and well after the sixty-day window within which it was obligated to amend its Form TA.

k. A Form TA-2 filed on March 11, 2015, was filed late and contained inaccurate answers.

l. A Form TA-2 filed on March 30, 2015, contained inaccurate answers.

m. A Form TA-2 filed on April 25, 2016, was filed late and contained inaccurate answers.[4] In particular, the Form TA-2 erroneously stated that Bay City had sixty issuer clients, when it had only six. The Commission's Division of Enforcement had pointed this error out to Bay City during Curtis's October 2015 investigative testimony. *Id.* at 3-4.

2. Bay City has failed to safeguard client funds and securities in violation of Rule 17Ad-12 since at least 2011. Bay City comingled shareholder funds with non-shareholder funds in the Trust Account that Amersey used for his own benefit and the benefit of other businesses he controlled. Even after receiving OCIE's deficiency letter, Bay City made at least one additional transfer from the Trust Account to the account of another of Amersey's companies. *Id.* at 4-5.

3. Bay City has failed to create and follow proper procedures regarding searching for lost securityholders.

a. Curtis admitted that Bay City's policies and procedures with respect to locating lost securityholders are "sloppy." Bay City is required, under Rule 17Ad-17(a), to use reasonable care to ascertain the correct addresses of lost securityholders, including by conducting searches using an "information database service." Rule 17Ad-17(b) defines "information database service" as either (1) an automated database service that contains addresses from the entire United States geographic area and the names of at least fifty percent of the United States population, is indexed by taxpayer identification number, and is updated at least four times a year; or (2) a service or combination of services which produces comparable results. In its searches for lost securityholders, Bay City did not employ an information database service or comparable combination of services as defined by Rule 17Ad-17(b).

[4] This Form TA-2 bears a signature date of April 19, 2016. Even if this earlier date were considered the filing date, the Form TA-2 would still be late because it was due by March 31, 2016. *See* 17 C.F.R. § 240.17Ac2-2(a).

b. Bay City failed to maintain records demonstrating its compliance with the rules regarding lost securityholders, as required by Rule 17Ad-17(d).

c. Until October of 2015, Bay City did not have written procedures that described its methodology for searching for lost securityholders, as required in Rule 17Ad-17(d). *Id.* at 5.

4. Bay City operated as exempt from certain transfer agent rules pursuant to Rule 17Ad-4. However, Bay City did not prepare and maintain the required records or calculations to determine that it was exempt.

a. Bay City did not prepare and maintain any documentation certifying that it qualified under the small transfer agent exemption, as required by Rule 17Ad-4(b)(3)(i).

b. Bay City did not perform a calculation within five business days following the close of each month of the number of items it received during the preceding six months, as required by Rule 17Ad-4(c). *Id.*

Legal Conclusions

Disposition by way of a motion for summary disposition is appropriate because Respondents answered orally at the prehearing conference and I waived Respondents' obligation to file written answers, the Division has made the investigative file available to Respondents, there is no genuine issue with regard to any material fact, and the Division is entitled to a ruling as a matter of law. Tr. 24-25; 17 C.F.R. § 201.250(b).[5]

As the control person of Bay City, Amersey's actions are attributed to the company. *See In re ChinaCast Educ. Corp. Sec. Litig.*, 809 F.3d 471, 476 (9th Cir. 2015); *see also Frank v. Dana Corp.*, 646 F.3d 954, 963 (6th Cir. 2011) (imputing scienter of controlling officers—the CEO and CFO—to the company); *Adams v. Kinder-Morgan, Inc.*, 340 F.3d 1083, 1106-07 (10th Cir. 2003) (same). Given Amersey's admissions, I find that Amersey willfully[6] aided and abetted and caused Bay City's violations of Exchange Act Section 17(a)(3), which requires a transfer agent to make and keep records and file reports prescribed as necessary and appropriate; Section 17A(d)(1), which prohibits a transfer agent from engaging in any activity that

[5] This proceeding was instituted on August 18, 2016, and a prehearing conference was held on September 28, 2016. Amendments to the Commission's Rules of Practice were adopted on July 13, 2016, and became effective on September 27, 2016. 81 Fed. Reg. 50,212 (July 29, 2016). For proceedings, such as this one, instituted during the "transition period" between the adoption date of the amended rules and the effective date, some but not all of the new rules apply. *Id.* at 50,229. Amended Rule 250 applies because on September 27, 2016, a prehearing conference had not been held. *Id.*

[6] *Wonsover v. SEC*, 205 F.3d 408, 414 (D.C. Cir. 2000) (a finding of willfulness does not require intent to violate the law, but merely intent to commit the act that constitutes the violation).

contravenes rules prescribed by the Commission; Rules 17Ac2-1 and 17Ac2-2, which require a transfer agent to file Forms TA-1 and TA-2; Rule 17Ad-4, which specifies the recordkeeping procedures required of an exempt transfer agent, such as Bay City; Rule 17Ad-12, which requires a transfer agent to take specific measures to safeguard any funds or securities in its possession; and Rule 17Ad-17, which requires specific bookkeeping measures by a transfer agent with respect to lost securityholders. OIP at 2-6; Tr. 8-9, 16-17, 22-23.

Sanctions

The Division requests the following sanctions: entry of a cease-and-desist order against Respondents; revocation of Bay City's transfer agency registration; imposition of a collateral bar on Amersey; and a tier-two civil money penalty imposed jointly and severally on Respondents. Tr. 11; Motion at 10 n.2, 11. The Division is not seeking to bar Amersey from serving as an officer or director of a public company. Tr. 19-22.

As noted, the only measure that Respondents contest is a tier-two civil money penalty imposed jointly and severally against Respondents. Tr. 23; Motion at 4-10.

The Division's Position for Imposition of a Penalty

The Division presents arguments for each of the sanctions it recommended and argues strongly that a civil money penalty is in the public interest because Respondents ignored three deficiency letters describing multiple deficiencies, including violations of at least eleven different rules over an extended period. Motion at 8-10. The Division believes that Respondents' conduct shows a deliberate and reckless disregard for the regulatory requirements on transfer agents. *Id.* at 10. As one glaring example, the Division points to the transfer of funds from the Trust Account to one of Amersey's unrelated companies after Respondents received a deficiency letter noting Bay City's failure to safeguard client assets. *Id.* at 4-5, 10. The Division also notes that Amersey represented that he intended to withdraw Bay City's transfer registration and that Bay City would be shut down by the first week in October 2016; however, on the date the Motion was filed, October 31, 2016, Bay City had not filed a withdrawal application. *Id.* at 3-4.

Respondents' Position

In January 2017, Respondents submitted a letter with two attachments under seal (Opposition).[7] Respondents argue that the comingling of funds cited by the Division resulted from an agreement it had with the only company from which it ever received funds and the eventual result was that it overpaid the company by twenty-three cents. Opposition at 1. Respondents insist that a $50,000 fine "is egregious and out of all proportion to the underlying facts." *Id.* Respondents maintain that there is no allegation or evidence of any loss of client funds either from: (1) comingled funds in connection with a single client offering; (2) keeping improper logs; or (3) errors (clerical and otherwise) in filing Forms TA-1 and TA-2. *Id.*

[7] The letter was emailed to my office on January 10, 2017, and was marked received by the Office of the Secretary on January 26, 2017.

Respondents reiterate their intent to request Bay City's clients to move to another transfer agent and to terminate service by January 20, 2017.[8] *Id.*

Division's Reply

The Division maintains that all the proposed sanctions should be imposed and that Respondents failed to establish an inability to pay by not filing a financial disclosure statement and other supporting documents required by the Commission's Rule of Practice 630. Reply at 1. The Division notes that a showing of an inability to pay is not conclusive and that Amersey was warned at the prehearing conference that Respondents had to prove their inability to pay by filing a financial disclosure statement supported by evidence such as bank statements. *Id.* at 5.

Conclusion

Where certain violations are found to have occurred and sanctions are found to be in the public interest, Exchange Act Section 17A empowers the Commission to revoke transfer agent registrations and issue bars from association, and Section 21C empowers the Commission to issue cease-and-desist orders. In determining whether sanctions are in the public interest, the Commission considers the *Steadman* factors: the egregiousness of the respondent's actions; the isolated or recurrent nature of the infraction; the degree of scienter involved; the sincerity of the respondent's assurances against future violations; the respondent's recognition of the wrongful nature of his conduct; and the likelihood that the respondent's occupation will present opportunities for future violations. *Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979), *aff'd on other grounds*, 450 U.S. 91 (1981); *Montford & Co.*, Investment Advisers Act of 1940 Release No. 3829, 2014 SEC LEXIS 1529, at *77 (May 2, 2014), *pet. denied*, 793 F.3d 76 (D.C. Cir. 2015). The Commission also considers the deterrent effect of administrative sanctions. *See Schield Mgmt. Co.*, Exchange Act Release No. 53201, 2006 SEC LEXIS 195, at *35 & n.46 (Jan. 31, 2006). "The Commission's inquiry into the appropriate sanction to protect the public interest is a flexible one, and no one factor is dispositive." *Montford & Co.*, 2014 SEC LEXIS 1529, at *77 (internal quotation marks and alteration brackets omitted); *see Ross Mandell*, Exchange Act Release No. 71668, 2014 SEC LEXIS 849, at *7-9, *14 (Mar. 7, 2014).

Exchange Act 21B authorizes the imposition of civil money penalties in a proceeding such as this instituted pursuant to Section 17A against any person who has willfully violated, or aided and abetted violations of, any provision of the Exchange Act or rule thereunder, if it is in the public

[8] In support of the contention that Bay City is attempting to shut down, Respondents assert that "of the seventeen CUSIP's [nine characters that uniquely identify a company or issuer and the type of financial instrument] . . . that Depositary Trust Corporation had with Bay City, we now have only three active CUSIP and one company." Opposition at 1.

As of the date of this initial decision, Respondents have not submitted evidence that Bay City has filed to withdraw its transfer agent registration. And according to the publicly available filings on EDGAR, of which I take official notice under 17 C.F.R. § 201.323, Bay City has not filed to withdraw its registration.

interest to do so. 15 U.S.C. § 78u-2(a)(1)(A)-(B). Exchange Act 21B also authorizes civil money penalties in Section 21C proceedings against any person who violated, or caused a violation of, any provision of the Exchange Act or rule thereunder. *Id.* § 78u-2(a)(2). When determining whether or not to apply a civil money penalty, Exchange Act Section 21B(c) cites as public interest considerations: whether the violations involved fraud, deceit, manipulation, or deliberate or reckless disregard of a regulatory requirement; the harm to other persons; the extent of unjust enrichment, taking into consideration any restitution already made; the person's disciplinary history; deterrence; and any other matter as justice may require. *Id.* § 78u-2(c). The statute permits consideration of evidence of a person's ability to pay a penalty. *Id.* § 78u-2(d).

Section 21B(b) sets out the maximum amount for each act or omission at three separate levels. A tier-one penalty applies to plain vanilla violations. A tier-two penalty applies where the violations involved fraud, deceit, manipulation, or deliberate or reckless disregard of a regulatory requirement. A tier-three penalty has the scienter requirement of the second tier and applies when the violation resulted in substantial losses or created a significant risk of substantial losses to other persons or resulted in substantial pecuniary gain to the person who committed the violation. 15 U.S.C. § 78u-2(b)(1)-(3).

Respondents' violations began in 2007 and continued through at least April 25, 2016. OIP at 4. However, the five-year statute of limitations in 28 U.S.C. § 2462 applies to civil money penalties, which means that Respondents cannot be subject to penalties for violations that occurred prior to August 18, 2011. *See Johnson v. SEC*, 87 F.3d 484, 485 (D.C. Cir. 1996) (holding that § 2462 applies to Commission administrative proceedings). But those earlier violations may be considered as evidence of "motive, intent, or knowledge in committing [the] violations that occurred within the statute of limitations." *Eric J. Brown*, Exchange Act Release No. 66469, 2012 SEC LEXIS 636, at *45 & n.41 (Feb. 27, 2012).

For the period from March 4, 2009, through March 5, 2013, the maximum amount for each act or omission at the first tier was $7,500 for a natural person and $75,000 for any other person, and at the second tier was $75,000 for a natural person and $375,000 for any other person. Adjustments to Civil Monetary Penalty Amounts, 82 Fed. Reg. 5367, 5372 (Jan. 18, 2017) (to be codified at 17 C.F.R. § 201.1001 tbl. I). For violations that occurred from March 6, 2013, through November 2, 2015, the maximum amount for each act or omission at the first tier was $7,500 for a natural person and $80,000 for any other person, and at the second tier was $80,000 for a natural person and $400,000 for any other person. *Id.* For violations occurring after November 2, 2015, the maximum amount for each act or omission at the first tier is $9,054 for a natural person and $90,535 for any other person, and at the second tier was $90,535 for a natural person and $452,677 for any other person. *Id.* at 5369; *see* SEC, *Inflation Adjustments to the Civil Monetary Penalties Administered by the Securities and Exchange Commission (as of January 18, 2017)*, https://www.sec.gov/enforce/civil-penalties-inflation-adjustments.htm (last updated Mar. 6, 2017).

This situation presents a dilemma. The violations were not egregious in that they did not involve fraud, deceit, or manipulation and did not cause harm to other persons or unjust enrichment to respondents. At the prehearing conference, Amersey demonstrated that he is knowledgeable and articulate. He understood and accepted that he had committed wrongdoing. I take from Amersey's acquiescence to revocation of Bay City's registration, a cease-and-desist

order, and imposition of a bar, an assurance not to commit any further violations and lack of an opportunity to do so. Amersey has no disciplinary history.

On the negative side, the violations were recurrent, stretching over roughly a decade despite several warnings from Commission staff. Amersey's consistent refusal to obey rules and regulations applicable to transfer agents could be considered deliberate or reckless conduct. Moreover, the Division provided Amersey with: (1) information on what was required to show an inability to pay a civil money penalty and even obtained bank records for him; and (2) information on filing to withdraw a transfer registration. The necessity of an inability to pay filing was discussed at the prehearing conference, and I granted Amersey's request for more time to oppose the Motion. Tr. 13-14 23, 28, 30-31; Motion Ex. 2. Still Amersey did not submit the required inability to pay form. Tr. 14, 32. In addition, Amersey represented several times that he was going to shut down Bay City and withdraw its transfer registration. Tr. 8-9, 12-13. There is no evidence that he has done either.

In this situation, I am relying on the case law that holds the Commission should impose the remedial sanctions necessary to protect the public and should not unduly sanction a respondent. *Arthur Lipper Corp. v. SEC*, 547 F.2d 171, 184 (2d Cir. 1976) (sanction too severe where it is unnecessary to prevent persons from again doing what they did); *Leo Glassman*, 46 S.E.C. 209, 211-12 (Dec. 16, 1975) (noting that the purpose of remedial sanctions is to protect the public from future harm, it is not to punish); *see Ross Mandell*, 2014 SEC LEXIS 849, at *9 (finding that an initial decision must articulate how sanctions "protect the trading public from further harm"). In my judgment, revocation of Bay City's transfer registration, a cease-and-desist order, and a collateral bar will end Amersey's participation in the industry and eliminate the prospect of future violations. The remedial measures being ordered are sufficient to protect the public interest and should act to deter others from similar conduct. *See, e.g.*, *Steadman*, 603 F.2d at 1142 (noting the deterrent power of "[p]ermanent debarment"). On these facts, a civil money penalty is not required and would, in view of the other sanctions ordered, amount to an unjustified punishment.

Order

I ORDER that, pursuant to Section 21C of the Securities Exchange Act of 1934, Bay City Transfer Agency and Registrar, Inc., and Nitin M. Amersey, shall cease and desist from committing or causing violations, and any future violations, of Sections 17(a)(3) and 17A(d)(1) of the Securities Exchange Act of 1934 and Exchange Act Rules 17Ac2-1, 17Ac2-2, 17Ad-4, 17Ad-12, and 17Ad-17.

I FURTHER ORDER that, pursuant to pursuant to Section 17A(c)(3)(A) of the Securities Exchange Act of 1934, the transfer agent registration of Bay City Transfer Agency and Registrar, Inc., is revoked.

I FURTHER ORDER that, pursuant to Section 17A(c)(4)(C) of the Securities Exchange Act of 1934, Nitin M. Amersey is permanently barred from being associated with any transfer agent, broker, dealer, investment adviser, municipal securities dealer, municipal advisor, or nationally recognized statistical rating organization.

This initial decision shall become effective in accordance with and subject to the provisions of Rule 360 of the Commission's Rules of Practice, 17 C.F.R. § 201.360. Pursuant to that Rule, a party may file a petition for review of this initial decision within twenty-one days after service of the initial decision. A party may also file a motion to correct a manifest error of fact within ten days of the initial decision, pursuant to Rule 111 of the Commission's Rules of Practice, 17 C.F.R. § 201.111. If a motion to correct a manifest error of fact is filed by a party, then a party shall have twenty-one days to file a petition for review from the date of the undersigned's order resolving such motion to correct a manifest error of fact. The initial decision will not become final until the Commission enters an order of finality. The Commission will enter an order of finality unless a party files a petition for review or a motion to correct a manifest error of fact or the Commission determines on its own initiative to review the initial decision as to a party. If any of these events occur, the initial decision shall not become final as to that party.

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Brenda P. Murray
Chief Administrative Law Judge