

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17405

In the Matter of

**BAY CITY TRANSFER AGENCY
AND REGISTRAR, INC. and
NITIN M. AMERSEY**

Respondents.

**DIVISION OF ENFORCEMENT'S NOTICE
PROVIDING EVIDENCE THAT NITIN M.
AMERSEY CONTROLS RESPONDENT BAY
CITY TRANSFER AGENCY AND
REGISTRAR, INC.**

Pursuant to the Chief Administrative Law Judge's Order Postponing Hearing and Scheduling Prehearing Conference (the "Order"), the Division of Enforcement ("the Division") states as follows:

1. This action commenced on August 18, 2016, with the issuance of the Order Instituting Administrative and Cease-and-Desist Proceedings ("OIP").
2. On September 13, 2016, the Chief Administrative Law Judge issued the Order postponing the administrative hearing and setting a telephonic prehearing conference for September 21, 2016, at 11:00 a.m. EST.
3. In the Order the Chief Administrative Law Judge directed the Division to file evidence establishing that Respondent Nitin M. Amersey ("Amersey") controls Respondent Bay City Transfer Agency and Registrar, Inc. ("BCTA"), since the Division seeks to rely on service of the OIP on Amersey as establishing service on Respondent BCTA as well.
4. Pursuant to the Order, the Division hereby attaches Exhibits 1 and 2, which establish that Amersey controls BCTA. Exhibit 1 is the most recently filed Form TA-1 for BCTA, which reports in Section 9 that Amersey controls BCTA. Exhibit 2 is the January 26, 2016, investigative testimony of

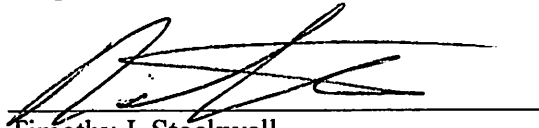
Amersey, wherein Amersey testifies on page 26, lines 5-7, that he is the control person – as the SEC defines it – of BCTA.

5. On September 14, 2016, the Office of the Secretary also emailed to the Division and the Chief Administrative Law Judge a copy of the U.S. Postal Service return receipt of the OIP. The return receipt reflects that the OIP was delivered to Amersey on September 6, 2016.

6. Further, in email communication on September 14, 2016, Amersey provided the Division with a new mailing address for himself and BCTA. The Division will serve this and all future filings on Amersey and BCTA at this new mailing address, listed on the Certificate of Service, as well as by email.

Dated: September 14, 2016

Respectfully submitted:



Timothy J. Stockwell
Division of Enforcement
U.S. Securities and Exchange Commission
175 West Jackson Blvd, Suite 900
Chicago, IL 60604
Phone: 312-596-6049
Email: stockwellt@sec.gov

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17405

In the Matter of

**BAY CITY TRANSFER AGENCY
AND REGISTRAR, INC. and
NITIN M. AMERSEY**

Respondents.

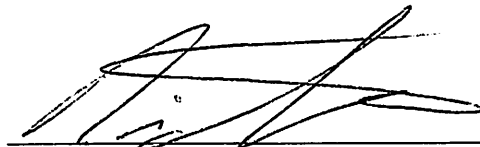
CERTIFICATE OF SERVICE

Timothy J. Stockwell, an attorney, certifies that on September 14, 2016, he caused a true and correct copy of the foregoing Notice Providing Evidence That Nitin M. Amersey Controls Respondent Bay City Transfer Agency and Registrar, Inc. to be served on the following by overnight delivery and email:

Honorable Brenda P. Murray
Chief Administrative Law Judge

Nitin M. Amersey
(Individually and on behalf of BCTA)
4580 State Street, #377
Saginaw, MI 48603

Dated: September 14, 2016



Timothy J. Stockwell (D.C. Bar No. 484238)
Division of Enforcement
U.S. Securities and Exchange Commission
175 West Jackson Blvd, Suite 900
Chicago, IL 60604
Phone: 312-596-6049
Fax: 312-353-7398
Email: stockwellt@sec.gov

EXHIBIT 1

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
FORM TA-1

OMB APPROVAL	
OMB Number:	3235-0084
Expires:	April 30, 2015
Estimated average burden hours per response:	1.50

**UNIFORM FORM FOR REGISTRATION AS A TRANSFER
AGENT AND FOR AMENDMENT TO REGISTRATION
PURSUANT TO SECTION 17A OF THE SECURITIES
EXCHANGE ACT OF 1934**

Form TA-1 is to be used to register or amend registration as a transfer agent with the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit

GENERAL: Insurance Corporation or the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934. Read all instructions before completing this form. Please print or type all responses.

Form Version: 3.4.0

1(a). Filer CIK: 0001347211

1(c). Live/Test Filing? Live Test

1(e). Is this filing an amendment to a previous filing? Yes

1(e)(i). File Number: 084-06172

2. Appropriate regulatory agency (check one):

- Securities and Exchange Commission
 Board of Governors of the Federal Reserve System
 Federal Deposit Insurance Corporation
 Comptroller of the Currency
 Office of Thrift Supervision

3(a). Full Name of Registrant:

Bay City Transfer Agency & Registrar Inc.

3(a)(i). Previous name, if being amended:

3(b). Financial Industry Number Standard (FINS) number: 319228

3(c). Address of principal office where transfer agent activities are, or will be, performed:

3(c)(i). Address 1

7075 Gratiot Rd

3(c)(ii). Address 2

Suite 1

3(c)(iii). City

Saginaw

3(c)(iv). State or Country

MI

MICHIGAN

3(c)(v). Postal Code

48609

3(d). Address of principal office where transfer agent activities are, or will be, performed:

Yes No

If 'yes,' provide address(es):

3(e). Telephone Number (Include Area Code)

989-891-9720

4. Does registrant conduct, or will it conduct, transfer agent activities at any location other than that given in Question 3(c) above? Yes No

If 'yes,' provide address(es):

5. Does registrant act, or will it act, as a transfer agent solely for its own securities and/or securities of an affiliate(s)? Yes No

6. Has registrant, as a named transfer agent, engaged, or will it engage, a service company to perform any transfer agent functions? Yes No

If 'yes,' provide the name(s) and address(es) of all service companies engaged, or that will be engaged, by the registrant to perform its transfer agent functions:

7. Has registrant been engaged, or will it be engaged, as a service company by a named transfer agent to perform transfer agent functions? Yes No

If 'yes,' provide the name(s) and File Number(s) of the named transfer agent(s) for which the registrant has been engaged, or will be engaged, as a service company to perform transfer agent functions:

Completion of Question 8 on this form is required by all independent, non-issuer registrants whose appropriate regulatory authority is the Securities and Exchange Commission. Those registrants who are not required to complete Question 8 should select 'Not Applicable.'

8. Is registrant a: Corporation
 Partnership
 Sole Proprietorship
 Other
 Not Applicable

Section for Initial Registration and for Amendments Reporting Additional Persons. (Corporation or Partnership)

8(a)(i). Full Name: Lara Jordan

8(a)(ii). Relationship Start Date: 03/16/2009

8(a)(iii). Title or Status: owner

- 8(a)(iv). Ownership Code: NA - 0 to 5%
 A - 5% up to 10%
 B - 10% up to 25%
 C - 25% up to 50%
 D - 50% up to 75%
 E - 75% up to 100%

8(a)(v). Control Person:

8(a)(vi). Relationship End Date:

9. Does any person or entity not named in the answer to Question 8:

9(a). directly or indirectly, through agreement or otherwise exercise or have the power to exercise control over the

management or policies of applicant; or

Yes No NA

9(a)(i). Exact name of each person or entity:

Nitin Amersey

9(a)(ii). Description of the Agreement or other basis:

Nitin Amersey is and has been a control person since Bay City Transfer Agency inception. September of 2005. Father of the Owner

9(b). wholly or partially finance the business of applicant, directly or indirectly, in any manner other than by a public offering of securities made pursuant to the Securities Act of 1933 or by credit extended in the ordinary course of business by suppliers, banks and others ? Yes No

9(b)(i). Exact name of each person or entity:

Nitin Amersey

9(b)(ii). Description of the Agreement or other basis:

No Agreement in Place

10. Applicant and Control Affiliate Disciplinary History:

The following definitions apply for purposes of answering this Question 10

- Control affiliate** - An individual or firm that directly or indirectly controls, is under common control with, or is controlled by applicant. Included are any employees identified in 8(a), 8(b), 8(c) of this form as exercising control. Excluded are any employees who perform solely clerical, administrative support of similar functions, or who, regardless of title, perform no executive duties or have no senior policy making authority.
- Investment or investment related** - Pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, investment company, investment adviser, futures sponsor, bank, or savings and loan association).
- Involved** - Doing an act of aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.

10(a). In the past ten years has the applicant or a control affiliate been convicted of or plead guilty or nolo contendere ('no contest') to:

10(a)(1). a felony or misdemeanor involving: investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, or bribery, forgery, counterfeiting or extortion? Yes No

10(a)(2). any other felony? Yes No

10(b). Has any court in the past ten years:

10(b)(1). enjoined the applicant or a control affiliate in connection with any investment-related activity? Yes No

10(b)(2). found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations? Yes No

10(c). Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:

10(c)(1). found the applicant or a control affiliate to have made a false statement or omission? Yes No

10(c)(2). found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes? Yes No

10(c)(3). found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked or restricted? Yes No

10(c)(4). entered an order denying, suspending or revoking the applicant's or a control affiliate's registration or otherwise disciplined it by restricting its activities? Yes No

10(d). Has any other Federal regulatory agency or any state regulatory agency:

10(d)(1). ever found the applicant or a control affiliate to have made a false statement or omission or to have been dishonest, unfair, or unethical? Yes No

10(d)(2). ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes? Yes No

10(d)(3). ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended,

- revoked, or restricted? Yes No
- 10(d)(4).** in the past ten years entered an order against the applicant or a control affiliate in connection with investment-related activity? Yes No
- 10(d)(5).** ever denied, suspended, or revoked the applicant's or a control affiliate's registration or license, or prevented it from associating with an investment-related business, or otherwise disciplined it by restricting its activities? Yes No
- 10(d)(6).** ever revoked or suspended the applicant's or a control affiliate's license as an attorney or accountant? Yes No
- 10(e).** Has any self-regulatory organization or commodities exchange ever:
- 10(e)(1).** found the applicant or a control affiliate to have made a false statement or omission? Yes No
- 10(e)(2).** found the applicant or a control affiliate to have been involved in a violation of its rules? Yes No
- 10(e)(3).** found the applicant or a control affiliate to have been the cause of an investment-related business losing its authorization to do business? Yes No
- 10(e)(4).** disciplined the applicant or a control affiliate by expelling or suspending it from membership, by barring or suspending its association with other members, or by otherwise restricting its activities? Yes No
- 10(f).** Has any foreign government, court, regulatory agency, or exchange ever entered an order against the applicant or a control affiliate related to investments or fraud? Yes No
- 10(g).** Is the applicant or a control affiliate now the subject of any proceeding that could result in a yes answer to questions 10(a) - 10(f)? Yes No
- 10(h).** Has a bonding company denied, paid out on, or revoked a bond for the applicant or a control affiliate? Yes No
- 10(i).** Does the applicant or a control affiliate have any unsatisfied judgments or liens against it? Yes No

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

SIGNATURE:	The Registrant submitting this Form, and as required, the SEC supplement and Schedules A-D, And the executing official hereby represent that all the information contained herein is true, correct and complete.	
11(a). Signature of Official responsible for Form: Thomas E Curtis	11(b). Telephone Number: 989-891-9720	
11(c). Title of Signing Officer: President	11(d). Date Signed (Month/Day/Year) 03/10/2015	

EXHIBIT 2

Page 1

1 THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 2
 3 In the Matter of:)
 4) File No. C-08156-A
 5 BAY CITY TRANSFER)
 6 AGENCY AND REGISTRAR, INC.)
 7
 8 WITNESS: Nitin Amersey
 9 PAGES: 1 through 97
 10 PLACE: U.S. Department of Justice
 11 101 1st Street, Suite 200
 12 Bay City Michigan
 13 DATE: Tuesday, January 26, 2016
 14
 15 The above-entitled matter came on for
 16 investigation, pursuant to notice, at 9:13 a.m.
 17
 18
 19
 20
 21
 22
 23
 24 Diversified Reporting Services, Inc.
 25 (202) 467-9200

Page 2

1 APPEARANCES:
 2
 3 On behalf of the Securities and Exchange Commission:
 4 ARIELLA GUARDI, ESQ.
 5 CHARLES KERSTETTER, ESQ.
 6 Securities and Exchange Commission
 7 175 West Jackson Blvd.
 8 Chicago, Illinois
 9
 10 On behalf of the Witness:
 11 NITIN AMERSEY, PRO SE
 12
 13
 14
 15
 16
 17
 18
 19
 20
 21
 22
 23
 24
 25

Page 3

C O N T E N T S

1
 2
 3 WITNESS: EXAMINATION
 4 Nitin Amersey 10
 5
 6 EXHIBITS: DESCRIPTION IDENTIFIED
 7 25 Questionnaire Response 12
 8
 9
 10
 11
 12
 13
 14
 15
 16
 17
 18
 19
 20
 21
 22
 23
 24
 25

Page 4

P R O C E E D I N G S

1 MS. GUARDI: Okay. So we are on the
 2 record at 9:13 a.m., on January 26, 2016.
 3 Mr. Amersey, do you swear to tell the
 4 truth, the whole truth and nothing but the truth?
 5 MR. AMERSEY: I do.
 6 Whereupon,
 7 NITIN AMERSEY
 8 was called as a witness and, having been first
 9 duly sworn, was examined and testified as follows:
 10 MS. GUARDI: And I know we just went
 11 through this. But would you, for the record,
 12 spell your full name again.
 13 THE WITNESS: Nitin, N-I-T-I-N, last
 14 name is Amersey, A-M-E-R-S-E-Y.
 15 MS. GUARDI: So, Mr. Amersey, as you
 16 know, I am Ariella Guardi and this is C.J.
 17 Kerstetter and we are both attorneys with the
 18 Enforcement Division of the Chicago Regional
 19 Office of the SEC. We're here today for an
 20 investigation by the SEC called, "In the matter of
 21 Bay City Transfer Agency and Registrar, Inc.", to
 22 determine whether there had been any violations of
 23 certain provisions of the Federal Securities Laws.
 24 However, the facts that we develop in this
 25

Page 25

1 Holdings, Inc.; what -- what is your position with
2 that entity?
3 A That -- that entity is defunct. It
4 never got off the ground.
5 Q How about Saginaw Unlimited; is that
6 company operational?
7 A Yes, it is. I am a Director and CFO of
8 the company.
9 Q What is Saginaw Unlimited?
10 A It's a company started by seven -- six
11 or seven local businessmen and politicians to
12 promote community development in Saginaw. Part of
13 the -- part of the projects are we bought an old
14 theatre called Court Street Theatre, with the
15 intention of renovating the theatre and bringing
16 it back into public use.
17 Q The last one on the list, Simba Minds,
18 Inc., is that company operational?
19 A No, it's not.
20 Q So, of the companies that are listed
21 here on this page of Exhibit 25, the ones that you
22 are actively involved in are Amazonas, HPIL
23 Holding and Saginaw Unlimited; is that right?
24 A That's right.
25 Q Okay. And, besides those three, what

Page 26

1 other companies are you currently involved in as
2 an Officer or Director?
3 A Of public companies?
4 Q Of any companies.
5 A Amersey Investments, LLC. I'm the
6 control person at -- as the SEC defines it -- of
7 Bay City Transfer, of Freeland Ventures, SE --
8 LLC, which is a -- an EDGAR filing service. We --
9 I started a company called -- involved in a
10 company called Germ Guru; it's to sell a germ
11 antiseptic product.
12 There's a company called Sandlot
13 Holdings for a client. There's a company called
14 Mobile Encryption, which is an encryption service.
15 And there's a company that's active in India in
16 solar energy called -- a private company called
17 Trueskills Energen. And then there's a whole
18 list.
19 My -- my par -- my father died in 2007
20 and his estate is being bitterly disputed between
21 my two sisters and I'm still a director on some of
22 the companies there but none of the companies are
23 active.
24 Q Okay.
25 A It's all a matter of court record in

Page 27

1 India.
2 Q So I have here, I think, that's ten
3 companies that we discussed, public and private.
4 I just want to try to drill down and understand
5 how you divide your time between these various
6 companies. Approximately, what percentage of your
7 time do you spend on Bay City Transfer?
8 A I have not estimated that and -- I
9 haven't come up with any estimate. It's as
10 needed, I would say. I -- and I -- I can't -- I
11 cannot tell you exactly what I -- what pos -- I
12 haven't calculated it, very frankly.
13 Q Could you answer it this way: Could you
14 tell me, on an average week, approximately how
15 many hours you spend working on Bay City Transfer?
16 A Lately, a fair amount because I've been
17 looking at the new SEC crowdfunding -- or the Jobs
18 Act and what's involved in that and -- and the
19 business opportunity out of that. So, yes, I've
20 been lately spending more than half my time on --
21 on that and on getting the accounting and taxes up
22 to date -- accounting up to date.
23 Q Let's talk about that next, the
24 crowdfunding. What -- I think I heard you say you
25 were trying to identify opportunities; is that

Page 28

1 right?
2 A That's right.
3 Q With respect to crowdfunding?
4 A Yes.
5 Q Can you talk about that?
6 A Regarding oppor -- the Jobs -- as you
7 know, the Jobs Act and -- at the end of November,
8 the SEC provided guidelines on what is possible
9 and allowed under the Jobs Act. And the -- I
10 believe there's a six-month period before the
11 rules become effective and there are funding
12 platforms, crowdfunding platforms that are looking
13 to -- will be registering at the end of this
14 month, end of January with the SEC, as -- as
15 funding platforms. And there is a business oppor
16 -- opportunity and a business case to be made to
17 -- to talk to the crowdfunding platforms of
18 becoming transfer agents for their client
19 companies. And my effort has gone into so --
20 soliciting platforms to use Bay City Transfer as a
21 cli -- as a transfer agent.
22 Q Have you come to any agreement with any
23 crowdfunding entities to use Bay City Transfer's
24 services?
25 A Not yet.