

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20070080603-01**

TO: Department of Market Regulation
Financial Industry Regulatory Authority ("FINRA")

RE: GVC Capital LLC, Respondent
Broker-Dealer
CRD No. 38923

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, GVC Capital LLC (formerly known as Bathgate Capital Partners LLC during all relevant times to this AWC) (the "firm") submits this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, FINRA will not bring any future actions against the firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. The firm hereby accepts and consents, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of FINRA, or to which FINRA is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by FINRA:

BACKGROUND

The firm has been a member of FINRA since October 27, 1995, and its registration remains in effect.

RELEVANT DISCIPLINARY HISTORY

The firm understands that its disciplinary history may be a factor that will be considered in deciding whether to accept this AWC. The firm has no relevant disciplinary history.

FACTS AND VIOLATIVE CONDUCT

In Trading and Market Making Surveillance ("TMMS") Examination No. 20070080603, the staff reviewed the trading activity of the firm set forth in Exhibit 1 for trade dates January 16-30, 2007, unless otherwise noted (the "2007 TMMS Review Period").

In TMMS Examination No. 20080153194, the staff reviewed the trading activity of the firm set forth in Exhibit 2 for trade dates September 22, 2008 through October 3, 2008, unless otherwise noted (the "2008 TMMS Review Period").

In connection with TMMS Examination No. 20070080603,

1. In three transactions for or with a customer, the firm failed to use reasonable diligence to ascertain the best inter-dealer market and failed to buy or sell in such market so that the resultant price to its customer was as favorable as possible under prevailing market conditions, as reflected on Exhibit A which is attached. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rules 2110 and 2320.
2. In seven instances, the firm incorrectly reported to the NASD/Nasdaq Trade Reporting Facility ("NNTRF") or OTC Reporting Facility ("OTCRF"), a clearing-only or non-tape, non-clearing report, because the firm incorrectly respectively designated five transactions in designated securities and two transactions in OTC Equity Securities as offsetting, "riskless" portions of "riskless" principal transactions when the transactions should have been media reported as principal transactions instead. In addition, the firm failed to report to the NNTRF the correct time of execution on four clearing-only or non-tape, non-clearing reports for four transactions in designated securities, and the correct price of the transaction on three clearing-only or non-tape, non-clearing reports for three transactions in designated securities. The firm also accepted in the OTCRF five transactions in OTC Equity Securities that failed to reflect the correct symbol indicating whether the firm acted in a principal or agency capacity in connection with the transactions, and the firm executed 31 short sale transactions and failed to report each of these transactions to the OTCRF with the correct symbol indicating whether the transaction was a buy, sell, sell short, sell short exempt or cross for 31 transactions in OTC Equity Securities. Further, the firm executed three short sale transactions in OTC Equity Securities and failed to report each of these transactions to the OTCRF with a short sale modifier. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 6130(d).

3. The firm transmitted to the Order Audit Trail System ("OATS") 32 reports that contained inaccurate, incomplete, or improperly formatted data. Specifically, the firm incorrectly submitted New Order, Desk and Execution Reports instead of Order Execution Reports with the Desk field populated, or incorrectly submitted New Order and Execution Reports instead of Order Execution Reports. In addition, the firm transmitted to OATS six execution reports that the OATS system was unable to link to execution reports for the related trade reports in an NASD trade reporting system due to inaccurate, incomplete, or improperly formatted data. These inaccurate and/or incomplete reports represented 80 percent of the sample of reports that the firm transmitted to OATS on the trade date(s) reviewed in the 2007 TMMS Review Period. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 6955(a).
4. The firm failed on four occasions to provide written notification disclosing to its customer that the transaction was executed at an average price. On five occasions, the firm also provided written notification to its customer that contained an incorrect "commission" disclosure instead of a "commission equivalent" disclosure in connection with transactions where the firm acted in a principal or riskless principal capacity. The conduct described in this paragraph constitutes separate and distinct violations of SEC Rule 10b-10.
5. The firm failed to show the correct time of execution on the memorandum for fifteen transactions for the account of the firm with another broker or dealer and the correct time of execution on the memorandum for five transactions for the account of the firm with a customer other than a broker or dealer. The firm also failed to show the price of execution on the memorandum for four transactions for the account of the firm with another broker or dealer. The conduct described in this paragraph constitutes separate and distinct violations of SEC Rule 17a-3 and NASD Rule 3110.
6. During the 2007 TMMS Review Period, the firm executed four long sale orders and failed to properly mark the orders as long sales. The conduct described in this paragraph constitutes separate and distinct violations of SEC Rule 200(g) of Regulation SHO.

In connection with TMMS Examination No. 20080153194,

7. The firm failed to show the time of order receipt on the memorandum of 13 brokerage orders. The conduct described in this paragraph constitutes separate and distinct violations of SEC Rule 17a-3 and NASD Rule 3110.

In connection with TMMS Examination Nos. 20070080603 and 20080153194,

8. The firm's supervisory system did not provide for supervision reasonably designed to achieve compliance with respect to certain applicable securities laws and regulations, and/or the Rules of NASD. At a minimum, adequate written supervisory procedures addressing quality of markets topics should describe the following:
 - (a) specific identification of the individual(s) responsible for supervision;
 - (b) the supervisory steps and reviews to be taken by the appropriate supervisor;
 - (c) the frequency of such reviews; and
 - (d) how such reviews shall be documented.

During the 2007 TMMS Review Period, the firm's written supervisory procedures failed to provide for one or more of the four above-cited minimum requirements for adequate written supervisory procedures, in aspects of the following subject areas: Trade Reporting, Anti-Intimidation and Coordination, and Short Sale Requirements [(a), (b), (c) and (d)]; Firm Personnel Supervisory Qualifications [(b), (c) and (d)]; Quoting Requirements [(b) and (d)]; and, Trading Halts, Best Execution and SEC Rule 606 [(b)]. During the 2008 TMMS Review Period, the firm's written supervisory procedures failed to provide for one or more of the four above-cited minimum requirements for adequate written supervisory procedures, in aspects of the following subject areas: Anti-Intimidation and Coordination and Short Sale Requirements [(a), (b), (c) and (d)]; Firm Personnel Supervisory Qualifications [(b), (c) and (d)]; Trade Reporting [(b) and (c)]; Trading Halts [(b) and (d)]; and, Best Execution and SEC Rule 606 [(b)]. The conduct described in this paragraph constitutes violations of NASD Conduct Rules 2110 and 3010.

9. The firm failed to provide documentary evidence during the 2007 TMMS Review Period that it performed supervisory reviews or aspects of supervisory reviews concerning: (1) Supervisory Qualifications, (2) SEC Rule 605 Requirements, (3) SEC Rule 606 Requirements, (4) Best Execution, (5) Anti-Intimidation and Coordination, (6) Trade Reporting, (7) Short Sale Requirements, (8) Quoting Requirements, (9) Trading Halts, and (10) OATS Reporting. The firm also failed to provide documentary evidence during the 2008 TMMS Review Period that it performed supervisory reviews or aspects of supervisory reviews concerning: (1) SEC Rule 606 Requirements, (2) Best Execution, (3) Anti-Intimidation and Coordination, (4) Trade Reporting, (5) Trading Halts, and (6) Short Sale Requirements. The conduct described in this paragraph constitutes violations of NASD Rules 2110 and 3010.

B. The firm also consents to the imposition of the following sanctions:

A censure, a fine of \$10,000,¹ an undertaking to revise the firm's written supervisory procedures with respect to the areas described in paragraph I.A.8 above, and restitution by Respondent to the investors listed on Exhibit A which is attached, in the total amount of \$700, plus interest at the rate set forth in Section 6621(a) of the Internal Revenue Code, 26 U.S.C. 6621(a)(2), from the date of the violative conduct until the date this AWC is accepted by the National Adjudicatory Council ("NAC"). A registered principal of the firm shall submit satisfactory proof of payment of the restitution, or of reasonable and documented efforts undertaken to effect restitution, to the COMPLIANCE ASSISTANT, LEGAL SECTION, MARKET REGULATION DEPARTMENT, 9509 KEY WEST AVENUE, ROCKVILLE, MD 20850 or in an e-mail from a work-related account of the registered principal to MarketRegulationComp@finra.org, no later than 120 days after acceptance of this AWC. If for any reason, Respondent cannot locate any customer after reasonable and documented efforts within such period, or such additional period agreed to by the staff, Respondent shall forward any undistributed restitution and interest to the appropriate escheat, unclaimed-property or abandoned-property fund for the state in which the customer is known to have last resided.

In addition, within 30 business days of acceptance of this AWC by the NAC, a registered principal of the firm shall submit to the COMPLIANCE ASSISTANT, LEGAL SECTION, MARKET REGULATION DEPARTMENT, 9509 KEY WEST AVENUE, ROCKVILLE, MD 20850, a signed, dated letter, or an e-mail from a work-related account of the registered principal to MarketRegulationComp@finra.org, providing the following information: (1) a reference to this matter; (2) a representation that the firm has revised its written supervisory procedures to address the deficiencies described in paragraph I.A.8; and, (3) the date the revised procedures were implemented.

Respondent has submitted a sworn financial statement and demonstrated a limited ability to pay. In light of the financial status of Respondent, a fine of \$10,000 has been imposed.

The firm agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. It has submitted an Election of Payment form showing the method by which it proposes to pay the fine imposed.

The firm's limited ability to pay has been considered in connection with the monetary sanctions imposed in this matter. The firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

¹ Pursuant to the General Principles Applicable to all Sanction Determinations contained in the Sanction Guidelines, FINRA imposed a lower fine in this case after it considered, among other things, the firm's revenues and financial resources. See Notice to Members 06-55.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

II.

WAIVER OF PROCEDURAL RIGHTS

The firm specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against the firm;
- B. To be notified of the Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel, to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the NAC and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, the firm specifically and voluntarily waives any right to claim bias or prejudgment of the General Counsel, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

The firm further specifically and voluntarily waives any right to claim that a person violated the ex parte prohibitions of FINRA Rule 9143 or the separation of functions prohibitions of FINRA Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

III.

OTHER MATTERS

The firm understands that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;

- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against the firm; and
- C. If accepted:
1. this AWC will become part of the firm's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against the firm;
 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about the firm's disciplinary record;
 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
 4. The firm may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. The firm may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the firm's right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.
- D. The firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The firm understands that it may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

The undersigned, on behalf of the Firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce the firm to submit it.

3/4/10
Date

Respondent
GVC Capital LLC

By: [Signature]

Name: Vincent BARONE

Title: SR. MANAGING PARTNER

Reviewed by:

[Signature]
Steven W. McDonald
Berliner McDonald P.C.
Counsel for Respondent
5670 Greenwood Plaza Blvd., Suite 418
Greenwood Village, CO 80111-2408

Accepted by FINRA:

4/5/10
Date

Signed on behalf of the
Director of ODA, by delegated authority

[Signature]
Thomas R. Gira
Executive Vice President
Department of Market Regulation

2007 MRE Exam Samples
Bathgate Capital Partners, Inc. ("BCPI")
Exam No. 20070080603

<u>Sample Size:</u>	<u>Sample Description:</u>	<u>Sample Source/Period:</u>
32	Customer and proprietary sales, reviewed for compliance with SEC Rule 200(g) long/short/exempt sale recording requirements.	From trade dates January 16-30, 2007.
5	Customer and proprietary short sales, reviewed for compliance with SEC Rule 203(b) security location requirements.	From trade dates January 16-30, 2007.
84	Customer and proprietary sales reported to a TRF or OTCRF, for compliance with NASD Rules 6130, 4632 and 6620 sale indicator reporting requirements.	From trade dates January 16-30, 2007.
N/A	Customer and proprietary sales reported to the ADF/TRACS, for compliance with NASD Rule 4632A sale indicator reporting requirements.	N/A
0	Short sales in Nasdaq Global Market securities executed otherwise than on an exchange, for compliance with NASD Rule 5100 bid test requirements.	From trade dates January 16-30, 2007.
0	Short sales in exchange-listed securities executed otherwise than on an exchange, for compliance with SEC Rule 10a-1 tick test requirements.	From trade dates January 16-30, 2007.
0	Customer and proprietary sales entered into the Nasdaq Exchange execution systems, for compliance with Nasdaq Rule 4755 long/short/exempt sale indicator entry requirements.	From trade dates January 16-30, 2007.
1	Cancellation of trades reported to a TRF or OTCRF, for compliance with NASD Rules 4632(g), 6420(f), 6620(f) and 6130(f) trade report cancellation requirements.	From trade dates January 16-30, 2007.
N/A	Cancellations of trades reported to ADF/TRACS, for compliance with NASD Rule 4632A(l) trade report cancellation requirements.	N/A
57	Limit and market orders executed as principal, for compliance with the order protection and best execution requirements of NASD Rules 2110, IM-2110-2, 2111, 6541 and 2320, and Nasdaq Rules 2110, IM-2110-2, 2111 and 2320	From trade dates January 16-30, 2007.
N/A	Limit orders for NMS stocks in which the member acts as an exchange or OTC market maker, for compliance with the display requirements of SEC Rules 602 and 604, and Nasdaq Rule 3390.	From trade dates January 16-30, 2007.
N/A	Market orders with "not held" terms or From institutional customers, for compliance with NASD Rule 2320 and Nasdaq Rule 2320 best execution requirements.	From trade dates January 16-30, 2007.

2007 MRE Exam Samples
Bathgate Capital Partners, Inc. ("BCPI")
Exam No. 20070080603

<u>Sample Size:</u>	<u>Sample Description:</u>	<u>Sample Source/Period:</u>
24	Market orders executed as principal, for compliance with NASD Rule 2320 and Nasdaq Rule 2320 best execution requirements.	From trade dates January 16-30, 2007.
0	Order memoranda for net trades effected by non-institutional and institutional customers, for compliance with NASD Rule 2441 documentation requirements.	From trade dates January 16-30, 2007.
0	Net trading agreements with institutional customers, for compliance with NASD Rule 2441 documentation requirements.	From trade dates January 16-30, 2007.
64	Principal and riskless principal trade executions effected otherwise than on an exchange for 64 limit or market orders, for compliance with NASD Rules 4632, 6420, 6620 and 6130 requirements for TRF and OTCRF reporting.	From trade dates January 16-30, 2007.
N/A	Principal and riskless principal trade executions effected otherwise than on an exchange for 50 limit or market orders, for compliance with NASD Rule 4632A requirements for ADF/TRACS reporting.	N/A
0	NASD Market Surveillance breaks for principal and riskless principal trades, for compliance with NASD Rules 4632, 6420, 6620, 6130 and 4632A requirements for TRF, OTCRF and ADF/TRACS reporting.	From trade dates January 16-30, 2007.
N/A	Trade executions effected otherwise than on an exchange for 0 orders in Nasdaq-listed or exchange listed securities, received from customers with accounts subject to a soft dollar agreement, for compliance with the SEC '34 Act section 28(e) safe harbor which limits the accrual of soft dollar credits for riskless principal transactions to those reporting in compliance with NASD Rules 4632 and 6420.	N/A
0	Open limit orders to buy and/or open stop orders to sell securities that traded ex-dividend, for compliance with NASD Rule 3220 and Nasdaq Rule 4761.	For ex-dividend dates January 17-31, 2007.
0	Trades reported to a TRF or OTCRF with a PRP modifier, for compliance with NASD Rules 4632, 6420, 6620 and 2320.	From trade dates January 16-30, 2007.
N/A	Trades reported to ADF/TRACS with a PRP modifier, for compliance with NASD Rule 4632A.	N/A
N/A	Orders for NMS stocks in which the firm acts as a market center, for compliance with SEC Rule 605 order classification requirements.	From trade dates January 16-30, 2007.

2007 MRE Exam Samples
Bathgate Capital Partners, Inc. ("BCPT")
Exam No. 20070080603

<u>Sample Size</u>	<u>Sample Description</u>	<u>Sample Source/Period</u>
N/A	Orders for NMS stocks in which the firm acts as a market center, for compliance with SEC Rule 605 order classification requirements.	N/A
N/A	Datasets published for on the monthly order execution report, for compliance with SEC Rule 605 requirement to publish accurate data. (A "dataset" is all required statistical data for a single order category, with each category representing a single unique combination of a security, order type and order size, as described in Rule 605.)	N/A
N/A	Quarterly order routing report, for compliance with SEC Rule 606 requirements.	N/A
9	Customer orders in OTC equity securities, for compliance with NASD Rules 2320(g) and 3110(b) requirements to ascertain and document the best interdealer market for transactions in such securities.	From trade dates January 16-30, 2007.
40	Orders in securities required to be submitted to OATS, for compliance with NASD Rules 6954 and 6955, and Nasdaq Rules 6954 and 6955 requirement to submit OATS information.	From trade dates January 16-30, 2007.
N/A	ADF orders and/or quotes which were accessed by others, for compliance with NASD Rule 4300A requirements to submit Order and Order Response reports.	N/A
105	Order/Trade records prepared and maintained in connection with the above samples, for general compliance with requirements of NASD Rule 3110 and SEC Rules 17a-3 and 17a-4.	From trade dates January 16-30, 2007.
132	Trades reported to a TRF, OTCRF or ADF/TRACS in connection with the above samples, for general compliance with requirements of NASD Trade Reporting and ADF rules.	From trade dates January 16-30, 2007.
27	Customer confirmations prepared and maintained in connection with the above samples, for compliance with SEC Rule 10b-10 disclosure requirements.	From trade dates January 16-30, 2007.
6	CRD registration records for persons conducting and/or supervising the member's trading and market making activities, for compliance with NASD Rule Series 1020, 1030 and 1040, and Nasdaq Rule Series 1020, 1030 and 1040.	List of trading and supervisory personnel for March 2007.

2007 MRE Exam Samples
Bathgate Capital Partners, Inc. ("BCPI")
Exam No. 20070080603

<u>Sample Size:</u>	<u>Sample Description:</u>	<u>Sample Source/Period:</u>
All, as provided by the member	The member's supervisory system, written supervisory procedures ("WSPs") and documents evidencing the implementation of the WSPs, for compliance with NASD Rule 3010 requirements to establish an implement a system that is reasonably designed to prevent and detect violations of applicable securities rules.	WSPs provided by the member as those in effect during January 2007, and documentation of supervisory reviews conducted for January 2007.
All, as provided by the member	The member's "Regular & Rigorous" review procedures (for assessing the execution quality of orders sent to other trading centers and/or internalized, for compliance with NASD Rules 2320 and 3010.	Procedures provided by the member as those in effect during January 2007.
N/A	Trades reported by the ATS/ECN to a TRF, OTCRF or ADF/TRACS in connection with the above samples, for compliance with requirements of NASD Rules 6130(c)(5) and/or 6130A(b)(5).	N/A
N/A	Trading halts declared during the on-site portion of the examination, for which NASD staff observed the operation of the ATS.	N/A

2008 Market Regulation Examination Samples

Bathgate Capital Partners, LLC (BCPD)

Exam No. 20080153194

Sample Source/Period*: September 22 - October 3, 2008

<u>Sample Size</u>	<u>Sample Description</u>
0	Sales reviewed for compliance with SEC Rule 200(g) long/short sale recording requirements
0	Short Sales reviewed for compliance with SEC Rule 203(b) security location requirements
9	Trades reported to a TRF or OTCTRF for compliance with NASD Rule 6130
1	for general trade reporting requirements
0	for Cancellation of reported trade requirements
0	for Principal, Riskless Principal, or Agency executions effected otherwise than on an exchange
0	for compliance with the use of the PRP (Prior Reference Price) trade modifier
1	for compliance with the requirements of odd-lot trade reporting
0	for compliance with the use of the RA trade modifier (prices away from the market)
0	for compliance with the use of the RX trade modifier (exercise OTC options contract)
0	for compliance with SEC '34 Act Section 28(e) guidelines relating to Soft Dollar Agreements
8	for Sale Indicator requirements
0	Disclosures to customers relating to trading in the Extended Hours session for compliance with Nasdaq Rule 4631
0	Orders entered into Nasdaq Exchange execution systems for compliance with Nasdaq Rules 4755 and 2110
0	Limit orders for NMS securities in which the member acts as an exchange market maker for compliance with the display requirements of SEC Rules 602 and 604 and Nasdaq Rule 3390
0	Orders for compliance with best execution requirements of NASD Rule 2320
0	Orders executed as principal for compliance NASD Rule 2320 and with the order protection requirements of NASD Rules 2110, IM-2110-2, 2111, 6541 and Nasdaq Rules 2110, IM-2110-2, and 2111
0	'Not Held' orders for compliance with NASD Rule 2320 and Nasdaq Rule 2320 best execution requirements
0	Customer orders in OTC equity securities for compliance with NASD Rules 2320 and 3110(b) requirements to ascertain and document best interdealer market related to execution of orders
0	Open Limit orders to buy and/or open Stop orders to sell securities that traded ex-dividend for compliance with NASD Rule 3220 and Nasdaq Rule 4761
N/A	Order memoranda and Net Trading agreements for compliance with NASD Rule 2441 requirements
51	Orders in securities required to be submitted to OATS for compliance with NASD Rules 6954 and 6955 and Nasdaq Rules 6954 and 6955 requirements
0	Customer confirmations prepared and maintained in connection with select samples
0	for compliance with SEC Rule 10b-10 disclosure requirements
0	for compliance with SEC '34 Act Section 28(e) guidelines relating to Soft Dollar Agreements

2008 Market Regulation Examination Samples

Bathgate Capital Partners, LLC (BCPD)

Exam No. 20080153194

Sample Source/Period*: September 22 - October 3, 2008

<u>Sample Size</u>	<u>Sample Description</u>
0	Orders for NMS securities in which the Firm acts as a market center for compliance with SEC Rule 605 order classification requirements
0	Data sets published for June 2008 monthly order execution report for compliance with SEC Rule 605 requirement to publish accurate data (a 'data set' encompasses all required statistical data for single security and order type/size category as described in SEC Rule 605)
0	Orders underlying data sets reviewed for June 2008 for NMS securities in which the Firm acts as a market center for compliance with SEC Rule 605 order classification requirements
N/A	Quarterly Routing Report for compliance with SEC Rule 606 requirements
6	CRD registration records for persons conducting and/or supervising Firm's trading and/or market making activities for compliance with NASD Rule Series 1020, 1030, 1040 and Nasdaq Rule Series 1020, 1030, 1040
N/A	Member's "Regular & Rigorous" review procedures regarding order execution quality for compliance with NASD Rules 2320 and 3010
All Provided	Member's supervisory system, written supervisory procedures ("WSPs") and documentation evidencing execution of the WSPs for compliance with NASD Rule 3010 requirements
N/A	Member's supervisory and operational policies and procedures and documentation evidencing execution of the policies and procedures for compliance with SEC Regulation NMS Rules 610, 611, and 612
60	Records prepared and maintained in connection with the above samples for compliance with SEC Rules 17a-3 and 17a-4 and NASD Rule 3110

Bathgate Capital Partners LLC
Matter No. 20070080603

Exhibit A

Item No.	Date	Issue	Quantity	Trade Time	Trade Price	Restitution
1	1/23/2007	ABPI	4,000	10:58:10	\$3.68	\$160.00
2	1/25/2007	ABPI	4,000	11:51:28	\$3.72	\$520.00
3	1/30/2007	ABPI	2,000	10:12:41	\$3.92	\$20.00
					Total:	\$700.00

GVC Capital LLC, formerly known as Bathgate Capital Partners LLC

STATEMENT OF CORRECTIVE ACTION

Respondent GVC Capital LLC ("GVC"), formerly known as Bathgate Capital Partners LLC during all relevant times in connection with the Letter of Acceptance, Waiver and Consent dated and executed by Respondent on March 4, 2010 (the "AWC"), submits the following Statement of Corrective Action to be considered by the Department of Market Regulation, Office of Disciplinary Affairs and/or the National Adjudicatory Council along with the AWC. This Statement of Corrective Action is submitted by the Respondent, GVC. It does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA, or its staff.

GVC will timely revise its written supervisory procedures manual with respect to the areas described in paragraph I.A.8 of the AWC.

In addition, prior to entering into the AWC, GVC engaged in the following corrective actions:

1. By June 2008, GVC ceased accepting customer orders at the firm's trade desk. Instead, customer trade orders are handled by the firm's clearing firm, First Southwest Securities.
2. Effective October 28, 2008, GVC was no longer registered to act a market maker and ceased all such activities.
3. Also in October 2008, GVC revised its Form BD to become a \$5,000 net capital broker-dealer. As such, the firm uses its outside clearing firm to hold assets and clear trades.
4. In response to FINRA Market Regulation's 2007 Examination (200700806030), GVC noted to the staff, in one or more letters, including a letter dated August 21, 2007, various changes that were made to the Manual and forms in response to the examination.