

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 2016048551101**

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

RE: Euro Pacific Capital, Inc. (n/k/a A.G.P./Alliance Global Partners Corp.), Respondent
Broker-Dealer
CRD No. 8361

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Euro Pacific Capital, Inc. ("EURP," the "Firm," or "Respondent") 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 Respondent alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. Respondent 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 became a member of FINRA on October 7, 1980, and its registration remains in effect. The Firm is headquartered in Westport, Connecticut, maintains approximately ten branch offices, and employs approximately 92 registered representatives. After the relevant period described below, the Firm changed ownership on March 8, 2018, and, in June 2018, changed its applicant name to A.G.P./Alliance Global Partners Corp. The Firm has no relevant disciplinary history.

SUMMARY

In matter 20160485511, the OTC Compliance Team of FINRA's Department of Market Regulation (the "staff") reviewed EURP's compliance with FINRA Rule 5250 during the period of December 2015 through March 2016 (the "Review Period").

FINRA Rule 5250(a) provides, in relevant part, that "[n]o member or person associated with a member shall accept any payment or other consideration, directly or indirectly, from an issuer . . . for publishing a quotation, acting as a market maker in a security, or submitting an application in connection therewith."

FINRA Rule 2010 states that “[a] member, in the conduct of its business, shall observe high standards of commercial honor and just and equitable principles of trade.”

During the Review Period, EURP improperly charged a EURP customer \$6,000 for filing a Form 211 with FINRA, in violation of FINRA Rule 5250. EURP’s actions violated FINRA Rules 5250 and 2010.

FACTS AND VIOLATIVE CONDUCT

1. In December 2015, a EURP client (the “Company”) sought to list its securities on the OTCQX Market. Because the Company’s Series B Shares did not qualify for immediate listing on the OTCQX Market, the Company was required to file a Form 211 application (the “Form 211”) with FINRA prior to listing those securities.
2. A Form 211 is required to be filed to initiate or resume quotations in a quotation medium, such as the OTCQX Market. The Form 211 includes a certification which reads, in relevant part, that the FINRA member “certif[ies] that neither [member name] nor persons associated with [member name] have accepted or will accept any payment or other consideration, directly or indirectly, from the Issuer of the security to be quoted, or any affiliate or promoter thereof, for publishing a quotation or acting as market maker in the security to be quoted, or submitting an application therewith, including the submission of this Form 211.”
3. The Company engaged EURP, through a EURP registered representative who held the title of Managing Director (the “Managing Director”), as an Investment Bank Designated Advisor for Disclosure (“DAD”). The December 18, 2015, DAD agreement between the Company and EURP required the Company to pay four quarterly payments of \$4,000 for a total amount of \$16,000. The Company made its first payment of \$4,000 in December 2015.¹ The second payment of \$4,000 was due on March 15, 2016.
4. The DAD agreement required EURP to, among other things, provide advice to the Company with respect to its eligibility to continue to meet the requirements of the OTCQX Market, educate and advise the Company on its responsibilities under applicable federal and state securities laws and exchange rules, and provide assistance to the Company in connection with its preparation of information to be provided to OTCQX Market.
5. In early January 2016, the Managing Director reached an agreement with SD, a Vice President at the Company, whereby EURP would file the Form 211 application with FINRA to initiate quotations of the Company’s Series B Shares on the OTCQX Market. EURP, through the Managing Director, also demanded, and SD agreed, that the Company pay EURP \$6,000 for filing the Form 211.

¹ The Company also paid a prorated amount for work done in December 2015.

6. On the morning of January 8, 2016, SD emailed the Managing Director the Form 211 to be filed with FINRA.
 7. The same day, EURP sent an invoice to the Company for \$6,000 (the "Invoice"). Although the Invoice states that it was a "One-Time Retainer for Due Diligence & Advisory Services for three [Company] Securities" – a description that the Managing Director provided to EURP's Accounting Department – the fee was instead a charge for the Form 211 filing.
 8. On January 14, 2016, the Company paid the Invoice. Minutes after receiving confirmation of the Company's payment, the Managing Director filed the Form 211 with FINRA.
 9. The Managing Director signed the Form 211, which included the certification referenced in paragraph 2 above, on behalf of the Company.
 10. On March 15, 2016, after learning that the Managing Director had improperly charged the Company for filing the Form 211, EURP withdrew the Form 211.
 11. EURP paid the Company the \$6,000 it charged the Company for filing the Form 211 after FINRA initiated its investigation into this matter.
 12. By virtue of the above conduct, EURP violated FINRA Rules 5250 and 2010.
- B. Respondent also consents to the imposition of the following sanctions:
- A censure; and
 - A \$10,000 fine.

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

Respondent specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanction imposed in this matter.

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

II.

WAIVER OF PROCEDURAL RIGHTS

Respondent 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 National Adjudicatory Council ("NAC") and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, Respondent specifically and voluntarily waives any right to claim bias or prejudgment of the Chief Legal Officer, 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.

Respondent 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

Respondent 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 Respondent; 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 accordance with FINRA Rule 8313;
 - 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
 - 4. Respondent 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. Respondent may not take any position in any proceeding

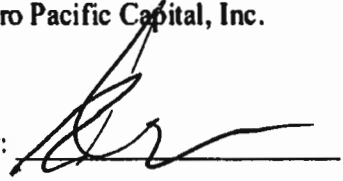
brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the Firm's: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.

- D. Respondent 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.

3/6/19
Date

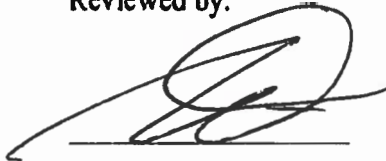
Respondent
Euro Pacific Capital, Inc.

By: 

Name: Robert H. Decker

Title: Chief Compliance Officer

Reviewed by:

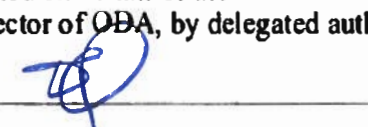


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Accepted by FINRA:

4-11-2019
Date

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


Manuel Yanez
Senior Counsel
FINRA Department of Enforcement