



DEPARTMENT OF JUSTICE
NEW CASTLE COUNTY
820 NORTH FRENCH STREET
WILMINGTON, DELAWARE 19801

JOSEPH R. BIDEN, III
ATTORNEY GENERAL

SECURITIES COMMISSIONER FOR THE
STATE OF DELAWARE
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JAN 28 2011
CIVIL DIVISION (302) 577-8400
FAX (302) 577-6630
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January 14, 2011

First Georgetown Securities, Inc.
1700 Diagonal Road
Suite 200
Alexandria, VA 22314

Re: Letter of Caution Regarding Registration Under the Delaware Securities Act

To First Georgetown Securities:

The Delaware Division of Securities (the "Division") is a unit within the Delaware Department of Justice directed by the Delaware Securities Commissioner (the "Commissioner"), which derives its authority from the Attorney General pursuant to the Delaware Securities Act (the "Delaware Securities Act", 6 *Del. C. Ch. 73*). On July 22, 2005, the Division filed an administrative complaint (the "Complaint") against First Georgetown Securities, Inc ("FGS"). The Division has withdrawn that Complaint and is issuing this Letter of Caution in its place.

Pursuant to the Division's discussions with your counsel, this Letter of Caution sets forth the Division's preliminary conclusions based on the investigation conducted pursuant to the Complaint, which have not been adjudicated and are not findings of fact or conclusions of law.

Preliminary Conclusions Based on the Division's Investigation

FGS, CRD No. 5871, is a broker-dealer firm that is registered in the State of Delaware. FGS is located at 1700 Diagonal Road, Suite 200, Alexandria, Virginia, 22314. Robert T. Mann ("Mann"), CRD No. 822903, is the President of FGS and is registered as a broker-dealer agent in the State of Delaware. Paul Stanton ("Stanton"), CRD No. 1775158, is a broker-dealer agent employed by FGS.

FGS registered with the State of Delaware as a broker-dealer in 1994. From the time of FGS's registration in 1994 until July 19, 2001, Mann was the only individual at FGS who was registered as a broker-dealer agent in the State of Delaware.

From 1997 through 2001, Stanton executed transactions in accounts owned by _____ a resident of Sussex County, Delaware. From 2000 through 2001, Stanton executed transactions in accounts owned by _____, a resident of Sussex County, Delaware. FGS was aware that Stanton was executing trades for Delaware residents.

Stanton's execution of transactions in accounts owned by _____ from 1997 through 2001 may have constituted the transaction of business as an unregistered broker-dealer agent in violation of 6 *Del. C.* § 7313. Stanton's execution of transactions in accounts owned by _____ from 2000 through 2001 may have constituted the transaction of business as an unregistered broker-dealer agent in violation of 6 *Del. C.* § 7313. FGS's failure to register Stanton as a broker-dealer agent may have constituted a violation of 6 *Del. C.* § 7313.

From 2002 through the present date, the Division has found no subsequent registration problems with FGS or its principals or agents, and FGS has informed the Division of its intent to comply fully with its registration obligations, in Delaware and all other jurisdictions, going forward.

Action by the Division

In light of the preliminary conclusions set forth above, the Division finds it necessary to issue this Letter of Caution. The Division has agreed, however, to take no further action on the potential violations of the Delaware Securities Act set forth above. In exchange for the Division's agreement to take no action other than issuing this Letter of Caution, First Georgetown, through its undersigned principals, agrees to the following:

- (1) Within ten (10) business days of receipt of this Letter of Caution, FGS shall pay the sum of two thousand, four hundred dollars (\$2,400.00) to the Investor Protection Fund of the State of Delaware by delivering to the Commissioner within the ten day period a check drawn on good and sufficient funds in the same amount made out and payable to the State of Delaware.
- (2) FGS shall endeavor to comply with the registration provisions of the Delaware Securities Act.
- (3) Within ten (10) business days of receipt of this Letter of Caution, FGS shall provide documentation to the Division of its compliance policy with respect to its registration obligations in the State of Delaware.

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First Georgetown's assent to the terms of this Letter of Caution shall be memorialized by signature of the acknowledgement form set forth on the following page. Please contact me if you have any questions regarding this letter.

Best Regards,

Meredith A. Tweedie

Meredith Stewart Tweedie
Delaware Department of Justice
Division of Securities
820 N. French St.
Wilmington, DE 19801
(302) 577-8382

ACKNOWLEDGEMENT OF RECEIPT OF, AND INTENT TO COMPLY WITH,
LETTER OF CAUTION

First Georgetown Securities Inc., by and through the undersigned agent, hereby acknowledges receipt of this Letter of Caution issued by the Delaware Division of Securities and agrees to comply with the terms set forth therein.

First Georgetown Securities, Inc.

By: 

Date: 1/14/11

Title: President

SUPERVISORY PROCEDURES MANUAL

First Georgetown Securities, Inc.

CRD No. 5871

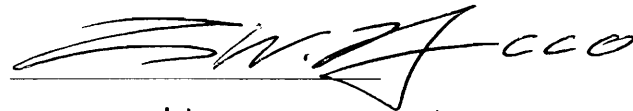
Home Office Address:

1700 Diagonal Road #200

Alexandria, VA 22314

These written supervisory procedures were approved by Robert T. Mann, President. These procedures are effective from the date approved until the date of their authorized revision, update or replacement (see below).

Authorized Approval Signature:

Handwritten signature of Robert T. Mann, with the initials "R.T.M." and "CCO" visible.

Date these procedures became effective:

11-2-2009

Date these procedures were no longer effective (date of revision, update or replacement): _____

Recordkeeping: Discard after 11-2012 (date three years from termination of use).

4.1.4 State Registrations

Registered Representatives must be registered in the state from which they conduct business and may be required to be registered in other states where customers are domiciled. Most states require successful completion of the Series 63 Uniform State Agent Securities Law Examination. Successful completion of the exam does not automatically confer registered status on the examinee. Application must be made to the CRD to obtain each state registration.

Charles W. Harris, Chief Compliance Officer, is responsible for registering a new agent in the appropriate states. He will make the application electronically with FINRA's Web CRD system. After he makes the registration submission he will check that the submission was processed properly. If not, he will contact FINRA promptly to be sure the registration is processed. Each year Mr. Mann will check the firm's FINRA renewal account to be sure all agents remain properly registered and all renewal fees are paid.

No Registered Representative may solicit or conduct securities transactions in a given state before such individual has been approved to conduct securities business in that state. The designated Principal shall ascertain that these requirements have been met before any business is conducted by the Registered Representative.

4.1.5 Dual Registration

A "dual licensing" situation exists where a Registered Representative maintains a license with another broker-dealer as a Registered Representative, a registered investment advisor or an investment advisor representative. The Company generally will permit dual registration of registered representative as investment advisors or advisory representatives. Any Registered Representative desiring to obtain or maintain "dual licensing" status must contact the designated Principal in advance for approval. It is noted that many state jurisdictions restrict or prohibit "dual licensing" and any such activity must be conducted with full knowledge of these state restrictions.

4.1.6 Foreign Licensing

FINRA and certain foreign jurisdictions have rules that prohibit persons who are unlicensed in these jurisdictions from "cold calling" or otherwise conducting or soliciting securities business. Under no circumstances is a Registered Representative of the Company to engage in "cold calling" or any other sales activities in a foreign jurisdiction without being properly licensed. Registered Representatives desiring to engage in such activities must contact the designated Principal in order to request and subsequently secure such licensing.

FINRA has rules that apply to U.S.-based member firms conducting business in foreign locations, to member firms based in other countries that do business in the United States, and to foreign representatives who wish to engage in securities business in the U.S. Collectively, these rules and programs make it easier for FINRA members to conduct business abroad. These rules include the following: