

STATE OF NEW JERSEY
BUREAU OF SECURITIES
P.O. Box 47029
Newark, New Jersey 07101
(973) 504-3600

IN THE MATTER OF:

Keith R. Gebert
(CRD No. 5340558)

and

Rightbridge Private Capital, LLC
(CRD No. 288836)
Respondents.

**ADMINISTRATIVE
CONSENT ORDER**

BEFORE AMY KOPLETON, ACTING BUREAU CHIEF

Pursuant to the authority granted to the Chief¹ of the New Jersey Bureau of Securities (the “Bureau Chief”), under the New Jersey Uniform Securities Law (1997), N.J.S.A. 49:3-47 to -89, (the “Securities Law”), and after investigation, careful review, and due consideration of the facts and statutory provisions set forth below, the Bureau Chief hereby finds that there is good cause and it is in the public interest to enter into this Administrative Consent Order (“Consent Order”) with Keith R. Gebert (CRD No. 5340558) (“Gebert”), and Rightbridge Private Capital, LLC (CRD No. 288836) (“Rightbridge”), (collectively, “Respondents”), who agree to resolve any and all issues in controversy regarding the specific conduct described herein on the terms set forth in this Consent Order.

¹ Amy G. Kopleton is the Acting Chief of the New Jersey Bureau of Securities and referred to herein as “Bureau Chief.”

WHEREAS, the New Jersey Bureau of Securities (the “Bureau”) is the State agency with the responsibility to administer and enforce the Securities Law;

WHEREAS, N.J.S.A. 49:3-67 authorizes the Bureau Chief from time to time to issue such Orders as are necessary to carry out the provisions of the Securities Law, upon a finding that the action is necessary and appropriate in the public interest or for the protection of investors, consistent with the purposes fairly intended by the provisions of the Securities Law;

WHEREAS, the Bureau has conducted an investigation into certain activities of Respondents as set forth in this Consent Order;

WHEREAS, Respondents represent that they are no longer providing discretionary investment advice or maintaining any discretionary control over client accounts;

WHEREAS, Respondents and the Bureau Chief wish to resolve these issues without the expense and delay that formal proceedings would involve;

WHEREAS, Respondents consent to the form, content, and entry of this Consent Order and accordingly waive the following rights:

- a. to be afforded an opportunity for hearing on the Bureau Chief’s findings of fact and conclusions of law in this Consent Order; and
- b. to seek judicial review, or otherwise challenge or contest the validity, of this Consent Order;

WHEREAS, Respondents agree that solely for the purposes of settling this matter, or any future proceedings by the Bureau solely related to the specific conduct described herein, this Consent Order shall have the same effect as if proven and ordered after a full hearing held pursuant to N.J.S.A. 52:14B-1 to -31; and

WHEREAS, this Consent Order concludes the investigation and action by the Bureau Chief and any civil or administrative action that could be commenced, pursuant to the Securities Law, on behalf of the Bureau Chief as it relates to seeking civil monetary penalties or other relief against Respondents for the specific conduct described herein.

The Bureau Chief makes the following findings of fact and conclusions of law, which Respondents neither admit nor deny.

FINDINGS OF FACT

1. Gebert resides in Edgewater, New Jersey, and has been registered with the Bureau as an agent and/or an investment adviser representative of several broker-dealers and investment advisers since May 22, 2009, including:
 - a. as an investment adviser representative of Rightbridge from October 4, 2017 to the present;
 - b. as an investment adviser representative of AE Wealth Management, LLC (CRD No. 282580) (“AE Wealth”) from December 1, 2016 to March 25, 2019²;
 - c. as an investment adviser representative of Global Financial Private Capital, LLC (CRD No. 132070) (“Global Financial”) from March 17, 2015 to December 6, 2016; and
 - d. as an agent of NYLIFE Securities, LLC (CRD No. 5167) (“NYLIFE”) from November 18, 2009 to July 21, 2014.

² In January 2018, Gebert ceased being an investment adviser representative of AE Wealth. Rather, at that time, Rightbridge entered into an Independent RIA Co-Advisory agreement with AE Wealth.

2. Rightbridge, which maintains a main address of 955 S. Springfield Avenue, Building A, Suite 106, Springfield, New Jersey, has been registered with the Bureau as an investment adviser from October 4, 2017 to the present.
3. Gebert has identified himself in various roles at Rightbridge, including Chief Executive Officer, managing member, and Chief Compliance Officer.

Gebert's Impersonation of Clients

4. On March 25, 2019, Gebert was terminated by AE Wealth for impersonating a client and a former client on telephone calls with Fidelity Investments ("Fidelity").
5. AE Wealth's Code of Ethics states in part that it was "designed to ensure that the high ethical standards maintained by [AE Wealth] continue to be applied. The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct."
6. Under AE Wealth's Code of Ethics – Standards of Business Conduct section, AE Wealth states that "Section 206 of the Advisers Act makes it unlawful for [AE Wealth] or its agents or supervised persons to employ any device, scheme or artifice to defraud any client or prospective client, or to engage in fraudulent, deceptive or manipulative practices."
7. Gebert acknowledged, in writing, receipt of AE Wealth's Code of Ethics in January 2018.
8. Between November 2018 and January 2019, Gebert contacted Fidelity and impersonated at least 2 clients and gained access to their accounts.
9. Gebert maintains that he that he had authority from the clients to access the accounts, and that he did not financially benefit from the transfers. Each client that Gebert impersonated has signed statements indicating they were aware of the transfers and that Gebert had authority to transfer the money.

10. However, by impersonating clients, Gebert failed to follow the rules of conduct established by AE Wealth's Code of Ethics.
11. In April 2020, Gebert entered into an "Order to Cease and Desist, Order Assessing Civil Penalties, and Consent to Entry of Order" ("Oregon Order") with the State of Oregon, Department of Consumer and Business Services, Division of Financial Regulation, relating to his impersonation of a client, D.W., who is a resident of Oregon.
12. The Oregon Order contained Findings of Fact and Conclusions of Law, which Gebert neither admitted nor denied, including the following:
 - a. On January 16, 2019, Gebert contacted Fidelity and identified himself as D.W. to transfer \$10,000 from D.W.'s account;
 - b. D.W. did not consent to Gebert representing himself as D.W. to Fidelity;
 - c. On January 17, 2019, D.W. learned of the transfer and informed Fidelity that he never initiated the January 16, 2019 transfer of \$10,000;
 - d. D.W. subsequently came to believe that, by contacting Fidelity as D.W., Gebert attempted to effectuate an agreement between Gebert and D.W. to manage \$10,000 of D.W.'s funds;
 - e. D.W. remains an advisory client of Gebert and D.W. does not believe he suffered any financial harm due to Gebert's actions; and
 - f. Gebert's actions violated Oregon's statute prohibiting any person, directly or indirectly, in connection with the purchase or sale of any security or the conduct of a securities business or for any person who receives any consideration from another person primarily for advising the other person as to the value of securities or their purchase or sale, whether through the

issuance of analyses or reports or otherwise to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

13. Pursuant to the Oregon Order, Gebert agreed to, among other things, (1) pay a penalty of \$20,000, half of which was suspended and would be waived if Gebert complies with the terms of the Oregon Order, and (2) not to register for any license or registration required by the Director in Oregon including, but not limited to, insurance, consumer finance, collection agency, or mortgage lending.
14. Under the terms of the Oregon Order, Gebert may continue to act as an investment adviser representative under the registration exceptions permitted by the Oregon Revised Statute (ORS) 59.015(20)(b)(J) – which does not require a license for a person who does not have a place of business in Oregon and during the preceding 12-month period has had fewer than six (6) clients who are residents of Oregon.

CONCLUSIONS OF LAW

GEBERT AND RIGHTBRIDGE ENGAGED IN DISHONEST OR UNETHICAL PRACTICES

N.J.S.A. 49:3-58(a)(1)
N.J.S.A. 49:3-58(a)(2)(vii)

15. The preceding paragraphs are incorporated by reference as though set forth verbatim herein.

16. Pursuant to N.J.S.A. 49:3-58(a):

[t]he bureau chief may by order, deny, suspend, or revoke any registration if he finds (1) that the order is in the public interest; and (2) that the applicant or registrant . . . (vii) has engaged in dishonest or unethical practices in the securities, . . . investment advisory business, as may be defined by rule of the bureau chief.

17. Pursuant to N.J.A.C. 13:47A-6.3 “dishonest or unethical practices” as used in . . . N.J.S.A.

49:3-58(a)(2)(vii) shall include:

(63) Engaging in any act, practice, or course of business which is fraudulent, deceptive, or manipulative in contravention of Section 206(4) of the Investment Advisers Act of 1940 (15 U.S.C. 206(4)).

18. As stated above, Gebert and Rightbridge, through Gebert's actions, engaged in dishonest or unethical practices by impersonating clients to transfer their funds.
19. Based upon the foregoing, and pursuant to N.J.S.A. 49:3-58(a)(1) and N.J.A.C. 13:47A-3A.1(e), placing restrictions on Gebert's investment adviser representative registration and Rightbridge's investment adviser registration is in the public interest.

THEREFORE, it is on this ~~18th~~ ^{24th} day of February 2022, **ORDERED AND AGREED** that:

20. Keith R. Gebert's investment adviser representative registration will be conditioned upon the signing of an agreement requiring heightened supervision and other restrictive conditions (an "HSA") in a form that is acceptable to the Bureau.
21. Rightbridge Private Capital, LLC's investment adviser registration will be conditioned upon the signing of the HSA.
22. Keith R. Gebert is assessed and liable to pay civil monetary penalties in the amount of \$7,500 pursuant to N.J.S.A. 49:3-70.1, which is immediately due and payable.
23. Payment of civil monetary penalties shall be made by certified check, bank check, or an attorney account check, payable to "State of New Jersey, Bureau of Securities" and delivered to the Bureau at 153 Halsey Street, 6th Floor, Newark, NJ 07102, to the attention of the Bureau Chief. The civil monetary penalty payment shall be deposited in the Securities Enforcement Fund, pursuant to N.J.S.A. 49:3-66.1.

ADDITIONAL PROVISIONS

24. The Bureau Chief has entered into this Consent Order in reliance of Respondents' representations that they have been restricting their activities since April 1, 2018 to the role of solicitor, and since April 2018, neither Gebert nor Rightbridge have had any control or discretion over any client investment accounts. In addition, Respondents have agreed to sign an HSA in a form that is acceptable to the Bureau.
25. Nothing in this Consent Order is intended to limit or supersede any authority or remedy available to the Bureau Chief under the Securities Law. Notwithstanding the foregoing, all issues in controversy regarding the specific conduct described herein are resolved on the terms set forth in this Consent Order.
26. Respondents have read this Consent Order, understand it, and agree to be bound by its terms.
27. No employee or official of, or person representing, the Bureau or the State of New Jersey has made any additional promise or representation to Respondents regarding this Consent Order.
28. Respondents understand that they had the right and opportunity to consult with an attorney of their choosing regarding this Consent Order prior to entering into this Consent Order.
29. Respondents consent to the jurisdiction of the Bureau.
30. In the event that Gebert and/or Rightbridge violate this Consent Order or the agreed upon HSA, the Bureau Chief may vacate this Consent Order, and/or take such further action, including but not limited to assessment of additional civil monetary penalties, as the Bureau Chief deems appropriate, against Gebert and/or Rightbridge under the Securities Law.
31. Respondents agree that, solely for the purpose of this matter or future proceedings to enforce this Consent Order, this Consent Order shall have the same effect as if these findings and

conclusions have been proven and ordered after a full hearing held pursuant to N.J.S.A. 52:14B-1 to -31.

32. Pursuant to N.J.A.C. 1:1-19.1(d), this Consent Order shall be deemed the final decision as to Respondents.



Amy Kopleton
Acting Bureau Chief
New Jersey Bureau of Securities

**I HEREBY CONSENT TO THE FORM,
CONTENT, AND ENTRY OF THIS CONSENT
ORDER:**



Keith R. Gebert, Individually, and on
Behalf of Rightbridge Private Capital, LLC
as Managing Member

Dated: 2/18/22