

**STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION
CONCORD, NEW HAMPSHIRE**

IN THE MATTER OF:)

Star Mountain Diversified Small Business Access Fund II-A, LP)

I-20210000013

RESPONDENT)

CONSENT ORDER

- I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, Star Mountain Diversified Small Business Access Fund II-A, LP (hereinafter referred to as "Star"), has submitted an offer of settlement, which the Bureau of Securities Regulation, Department of State, State of New Hampshire (hereinafter referred to as "the Bureau") has determined to accept. Accordingly, Star, without admitting or denying the allegations or findings contained herein, does hereby consent to the entry of this Order and the following undertakings and sanctions:

The Facts

1. On March 23, 2018, Star made the first sale of its securities in this state to a New Hampshire resident.
2. On February 26, 2021, Star, sent a notice filing to the Bureau relying on the exemption from securities registration provided by Rule 506 of Regulation D under the Securities Act of 1933, as amended, and New Hampshire RSA 421-B:3-302.
3. The notice filing was received by the Bureau on February 26, 2021.

The Law

1. Pursuant to New Hampshire RSA 421-B:3-301, it is unlawful for any person to offer or sell any security in this state unless the security is registered pursuant to RSA 421-B, the security, offer, or transaction is exempt under RSA 421-B:2-201 through 2-203, or the security is federally covered. Respondent Star is subject to this provision.
2. Pursuant to RSA 421-B:3-302, Star, which sold a federal covered security as described in section 18(b)(4)(F) of the Securities Act of 1933, was required to notice file with the Bureau within fifteen (15) days of the first sale in New Hampshire yet, as

outlined above, Star filed its notice filing on February 26, 2021, more than one year after the first sale of covered securities in New Hampshire.

3. Pursuant to RSA 421-B:6-614(d)(2), any notice filing delinquent by more than one (1) year may be subject to the fines and penalties outlined in RSA 421-B:6-603, 6-604, and 5-508. Respondent Star is subject to this provision.

II. In view of the foregoing, Respondent agrees to the following undertaking and sanctions:

1. Respondent Star agrees that that it has voluntarily consented to the entry of this Order and represents and avers that no employee or representative of the Bureau has made any promise, representation, or threat to induce its execution.
2. Respondent Star agrees to waive its right to an administrative hearing and any appeal therein under this chapter.
3. Respondent Star agrees that this Order is entered into for purpose of resolving only the matter as described herein. This Order shall have no collateral estoppel, res judicata or evidentiary effect in any other lawsuit, proceeding, or action, not described herein. Likewise, this Order shall not be construed to restrict the Bureau's right to initiate an administrative investigation or proceeding relative to conduct by Respondent which the Bureau has no knowledge at the time of the date of final entry of this Order.
4. Respondent Star agrees not to take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any allegation in this Consent Order or create the impression that the Consent Order is without factual basis. Nothing in this provision affects Respondent's testimonial obligations or right to take legal positions in litigation in which the State of New Hampshire is not a party.
5. Respondent Star agrees to cease and desist from further violations of New Hampshire RSA 421-B.
6. Respondent Star agrees to submit payment to the State of New Hampshire representing administrative penalties in the amount of Two Thousand Five Hundred Dollars (\$2,500).
7. Upon execution of this Order by Respondent Star, Star agrees to pay a total of Two Thousand Five Hundred Dollars (\$2,500) to the State of New Hampshire, which will be applied to settlement of the above-captioned matter. Payment must be made by 1) business check, certified check, or postal money order; 2) made payable to the State of New Hampshire; and 3) mailed to the Bureau of Securities Regulation, Department of State, State House, Room 204, Concord, New Hampshire, 03301.
8. This Consent Order is not intended to indicate that Star should be subject to any

statutory disqualification set forth in (a) the federal securities laws or regulations promulgated thereunder, (b) the rules and regulations of any self-regulatory organizations, or (c) various states' securities laws, including any disqualifications from relying upon exemptions from registration or associated safe harbor provisions. The Bureau confirms that disqualification under 17 C.F.R. Section 230.506(d)(1)(iii) should not arise as a consequence of this Consent Order.

III. Based on the foregoing, the Bureau deems it appropriate and in the public interest to accept and enter into this Order. **THEREFORE, IT IS HEREBY ORDERED THAT:**

1. Respondent cease and desist from further violations of the New Hampshire Securities Act pursuant to RSA 421-B.
2. Respondent pay administrative penalties in the amount of Two Thousand Five Hundred Dollars (\$2,500).
3. Respondent comply with the above-referenced undertakings and sanctions.

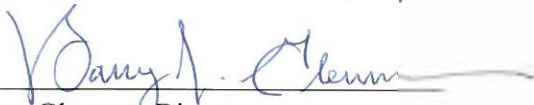
Executed this 13th day of May, 2021.



on behalf of Star Mountain Diversified Small Business Access Fund II-A, LP
(Please print name below)

Brett Hickey

Entered this 14th day of May, 2021.



Barry Glennon, Director
N.H. Bureau of Securities Regulation