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OCT 27 2020

NEW HAMPSHIRE
DEPARTMENT OF STATE

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

IN THE MATTER OF:)
)
 Egerton Investment Partners, LP)
)
)
 RESPONDENT)
)
)
 _____)

I-2020000033

CONSENT ORDER

I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, Egerton Investment Partners, LP (hereinafter referred to as “Egerton” or “Respondent”), 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, Egerton, 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 31, 2018, Egerton made the first sale of its securities in this state to a New Hampshire resident.
2. In June 2020, Egerton discovered an oversight in which it did not report the March 31, 2018 sale, and self-reported the sale via notice filing with the Bureau.
3. On June 25, 2020, Egerton, 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.
4. The notice filing was received by the Bureau on June 29, 2020.

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 Egerton is subject to this provision.

2. Pursuant to RSA 421-B:3-302, Egerton, 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, when Egerton discovered the oversight, it filed its notice filing on June 29, 2020, 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 Egerton is subject to this provision.

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

1. Respondent Egerton 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 Egerton agrees to waive its right to an administrative hearing and any appeal therein under this chapter.
3. Respondent Egerton agrees that this Consent Order is entered into for purpose of resolving only the matter as described herein. This Consent Order shall have no collateral estoppel, res judicata or evidentiary effect in any other lawsuit, proceeding, or action, not described herein. Likewise, this Consent 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 Egerton 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 Egerton agrees to cease and desist from further violations of New Hampshire RSA 421-B.
6. Respondent Egerton agrees to submit payment to the State of New Hampshire representing administrative penalties in the amount of Two Thousand Five

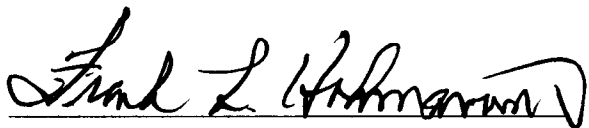
Hundred Dollars (\$2,500).

7. Upon execution of this Consent Order by Respondent Egerton, Egerton 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. The contents of this Consent Order are not intended to indicate that Respondent or any affiliate of Respondent is in violation of an investment-related activity or that Respondent or any affiliate of Respondent should be subject to any statutory disqualifications 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 in the case of each of (a), (b) and (c) any disqualifications from relying on exemptions from registration or associated safe harbor provisions. The Bureau confirms that the contents of this Consent Order should not be deemed an order in connection with an investment-related activity of the Respondent or an affiliate of the Respondent.

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 21ST day of OCTOBER 2020.

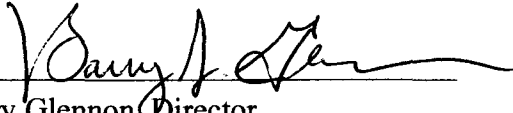


on behalf of Egerton Investment Partners, LP

(Please print name below)

FRANK L. HOHMANN 

Entered this 27th day of October, 2020.

A handwritten signature in black ink, appearing to read "Barry Glennon", written over a horizontal line.

Barry Glennon, Director

N.H. Bureau of Securities Regulation