

STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE
BUREAU OF SECURITIES REGULATION
25 CAPITOL STREEET
CONCORD, NH 03301

CONSENT AGREEMENT
IN THE MATTER OF:

Broadbill Partners II, LP (EX 18-0081279)

- I. For the purposes of settling the above-captioned matter (BSR # 2018000020), and in lieu of further administrative proceedings, Broadbill Partners II, LP ("Broadbill") has submitted an offer of settlement, which the State of New Hampshire has determined to accept. Accordingly, without admitting or denying the facts and allegations contained herein, Broadbill does hereby consent to the entry of this Consent Agreement and to the following:

FACTS AND ALLEGATIONS:

1. Broadbill is a limited partnership organized April 24, 2014 under the laws of the State of Delaware. Its place of business is 157 Columbus Avenue, 5th Floor, New York, New York 10023.
2. On January 1, 2017, Broadbill sold an equity share to one New Hampshire resident. Broadbill claimed this security was a federally covered security pursuant to SEC Rule 506.
3. On January 16, 2018, Broadbill notified this Bureau of that sale via an Electronic Filing Depository ("EFD") submission of SEC Form D and payment of a \$500 notice filing fee. This filing was more than one year after the sale disclosed in the Form D filing.
4. On July 17, 2018, this Bureau mailed Broadbill a letter notifying the company of the Bureau's investigation of Broadbill's Form D filing.

STATEMENT OF LAW

5. RSA 421-B:3-302(c) requires sellers of covered securities to notice file with the State of New Hampshire. Notice filing with the State requires the seller to file SEC Form D with the Bureau of Securities Regulation no later than 15 days after the first sale in New Hampshire.
 6. RSA 421-B:6-614(d)(2) provides that persons and entities who file Form D more than 1 year late are subject to the penalties described in RSA 421-B:6-604.
 7. RSA 421-B:6-604(a)(1) allows the Secretary of State to issue an order directing a person or entity who violates this State's securities laws to cease and desist from such behavior, and allows the Secretary to take other action he believes necessary and appropriate to ensure compliance with New Hampshire's securities laws.
 8. RSA 421-B:6-604 allows the Secretary of State to administratively enforce this State's securities laws including, *inter alia*, RSA 421-B:3-302(c). RSA 421-B:6:604(d) provides that persons and entities who fail to comply with this state's securities laws may be subject to a \$2,500 penalty. RSA 421-B:6-604(g) allows the Secretary to recover the costs of investigation and enforcement under an order issued pursuant to RSA 421-B:6-604.
- II. In view of the foregoing, the Respondent agrees to the following undertakings and sanctions:
1. Respondent agrees that they have voluntarily consented to the entry of this Order and represent and aver that no employee or representative of the Bureau has made any promise, representation, or threat to induce their execution.
 2. Respondent agrees to waive their right to an administrative hearing and any appeal therein under this chapter.
 3. Respondent agrees to pay an administrative fine in the amount of Two Thousand Five Hundred Dollars (\$2,500.00) to the State of New Hampshire. Upon execution of this Order, payment shall be made by 1) United States postal money order, certified check, bank cashier's check, or bank money order; 2) made payable to the State of New Hampshire; and 3) hand-delivered or mailed to the Bureau of Securities Regulation, Department of State, State House, Room 204,

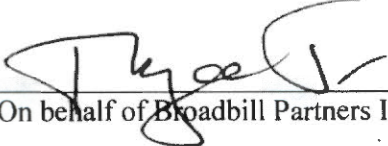
Concord, New Hampshire, 03301.

4. Respondent agrees that this Consent is entered into for the purpose of resolving only the matter and issues as described herein and no other issues pending before the State of New Hampshire. This Consent shall have no collateral estoppel, res judicata, evidentiary, or other legal effect in any other lawsuit, proceeding, or action, not described herein.
5. The Respondent may not take any action or make or permit to be made any public statement, including in any regulatory filings or otherwise, denying directly or indirectly, any allegation in this Consent or create the impression that the Consent is without factual basis. Nothing in this provision affects the Respondents' testimonial obligations or right to take legal positions in litigation in which the State of New Hampshire is not a party.

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 shall pay a penalty of Two Thousand Five Hundred Dollars (\$2,500.00) in the manner described above.
2. Respondent shall cease and desist from any further violations of RSA 421-B.
3. Respondent complies with the above-referenced undertakings.


Executed this 25TH day of July 2018.


On behalf of Broadbill Partners II, LP

Please print name below:

JEFFREY F. MAGEE, JR.
CHIEF OPERATING OFFICER

Entered this 26th day of July 2018.


Barry Glennon, Director