

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

<b>IN THE MATTER OF:</b>	)	
	)	
<b>FD Special Opportunities II LLC</b>	)	<b>I-2018000011</b>
	)	
<b>RESPONDENT</b>	)	
	)	
	)	
	)	

**CONSENT ORDER**

I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, FD Special Opportunities II LLC (hereinafter referred to as “FDSO II”), 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, FDSO II, 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 February 24, 2015, FDSO II made the first sale of its securities in this state to a New Hampshire resident.
2. On March 15, 2018, FDSO II, through their representative Greenberg Traurig, 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 March 16, 2018.

**The Law**

1. Pursuant to New Hampshire RSA 421-B:11, (effective prior to Jan 1, 2016) 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 or transaction is exempt under RSA 421-B:17, or the security is federally covered for which the fee has been paid and documents have been filed as required by RSA 421-B:11, I-a. Respondent FDSO II is subject to this provision.

2. Pursuant to RSA 421-B:11, I-a(e), (RSA 421-B:3-302, effective as of Jan 1, 2016) FDSO II was required to notice file with the Bureau within fifteen (15) days of the first sale in New Hampshire yet, as outlined above, FDSO II filed its notice filing on March 16, 2018, approximately three (3) years after the first sale of covered securities in New Hampshire.
3. Pursuant to RSA 421-B:31, IV-b (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:23, RSA 421-B:24, RSA 421-B:25, and RSA 421-B:26 (RSA 421-B:6-603, 6-604, and 5-508). Respondent FDSO II is subject to this provision.

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

1. Respondent FDSO II 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 FDSO II agrees to waive its right to an administrative hearing and any appeal therein under this chapter.
3. Respondent FDSO II 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 FDSO II 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 FDSO II agrees to cease and desist from further violations of New Hampshire RSA 421-B.
6. Respondent FDSO II shall 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 FDSO II, FDSO II 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.

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, as detailed above, administrative penalties in the amount of Two Thousand Five Hundred Dollars (\$2,500) within 10 days of the execution of this Order.
3. Respondent comply with the above-referenced undertakings and sanctions.

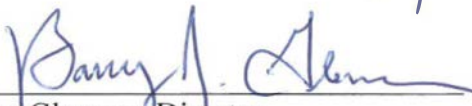
Executed this 15<sup>th</sup> day of May, 2018.



on behalf of FD Special Opportunities II LLC  
(Please print name below)

Matthew Russell

Entered this 21<sup>st</sup> day of May, 2018.



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