

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

IN THE MATTER OF:

FC Special Opportunities I LLC

RESPONDENT

I-2018000001

CONSENT ORDER

- I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, FC Special Opportunities I LLC (hereinafter referred to as “FCSO I”), 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, FCSO I, 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 December 12, 2013, FCSO I made the first sale of its securities in this state to a New Hampshire resident.
2. On January 4, 2018, FCSO I, through their representative Greenberg Traurig, LLP, 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 January 8, 2018.

The Law

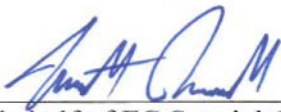
1. Pursuant to New Hampshire RSA 421-B:11, (effective prior to Jan 1, 2016) it is unlawful for any person to offer or sell any security in this state unless the security is registered pursuant to RSA 421-B, the security or transaction is exempt under RSA 421-B:17, or the security is federally covered for which the fee has been paid and documents have been filed as required by RSA 421-B:11, I-a. Respondent FCSO I is subject to this provision.

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, back filing fees in the amount of One Thousand Dollars (\$1,000) and administrative penalties in the amount of Two Thousand Five Hundred Dollars (\$2,500), for a total of Three Thousand Five Hundred Dollars (\$3,500) within 10 days of the execution of this Order.
3. Respondent comply with the above-referenced undertakings and sanctions.

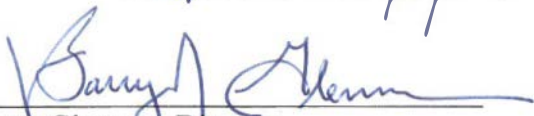
Executed this 15th day of May, 2018.



on behalf of FC Special Opportunities I LLC
(Please print name below)

Matthew Russell

Entered this 21st day of May, 2018.



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