

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

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PE Premier BCP VII Onshore)	
Feeder Fund)	No. INV20 17-0005
)	
RESPONDENT)	
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CONSENT ORDER

I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, PE Premier BCP VII Onshore Feeder Fund (hereinafter referred to as "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, and without admitting or denying the allegations and findings herein, Respondent does hereby consent to following findings, conclusions, undertakings and sanctions:

The Facts

1. Respondent, a Delaware limited partnership formed in 2015, is a pooled investment fund. Respondent's principal place of business is located at c/o Morgan Stanley Strategies, LLC, 522 Fifth Avenue, 13th Floor, NY, NY 10036.
2. On or about 12/21/2015, Respondent distributed limited partnership interests to a New Hampshire investor. Respondent filed a Regulation D, Rule 506 notice in the EFD system on 2/10/2017, more than one year from the date of the sale in New Hampshire.

The Law

1. Pursuant to New Hampshire RSA 421-B:6-614(d)(2), any person that fails to timely file a Regulation D, Rule 506 notice filing by more than one year from the date of the sale in this state is subject to an enforcement action.
- II. In view of the foregoing, the Respondent agrees to the following sanction:
1. Respondent agrees that that they have 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 their execution.
 2. Respondent agrees to waive its right to an administrative hearing and any appeal therein under this chapter.
 3. Upon execution of this Order by Respondent, Respondent agrees to pay an administrative fine in the amount of One thousand Dollars (\$1,000) to the State of New Hampshire. 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 Order is entered into for purposes of resolving only the matter as described herein. This Order shall have no collateral estoppel 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.
 5. This Order is not intended to indicate that Respondent 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)(A)-(B) should not arise, and is not intended to arise, as a consequence of this 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 pay an administrative fine in the amount of One Thousand Dollars (\$1,000).
2. Respondent complies with the above-referenced Order.

Executed this 18 day of July, 2017.



on behalf of Respondent
(Please print name below:

Michael Korn

Entered this 19th day of July, 2017.



Barry Glennon, Director
Bureau of Securities Regulation