

RECEIVED
22 OCT 14 PM 4:02
ARKANSAS SECURITIES DEPT.

BEFORE THE ARKANSAS SECURITIES COMMISSIONER

CASE NO. S-22-0034

ORDER NO. S-22-0034-22-OR01

**IN THE MATTER OF:
GAINGELS REMOTE I, A SERIES OF REPUBLIC DEAL ROOM MASTER FUND, LP**

CONSENT ORDER

This Consent Order is entered pursuant to the Arkansas Securities Act (“Act”), codified at Ark. Code Ann. § 23-42-101 through § 23-42-509, the Rules of the Arkansas Securities Commissioner (“Rules”) promulgated under the Act, and the Arkansas Administrative Procedures Act, codified at Ark. Code Ann. § 25-15-101 through § 25-15-220, in accordance with an agreement by and between the Staff of the Arkansas Securities Department (“Staff”) and Gaingels Remote I, a Series of Republic Deal Room Master Fund, LP. (“Gaingels Remote I”) in full and final settlement of all claims that could be brought against Gaingels Remote I by the Staff on the basis of the facts set forth herein.

Gaingels Remote I admits the jurisdiction of the Act and the Arkansas Securities Commissioner (“Commissioner”), waives its right to a formal hearing, and without admitting or denying the findings of facts made herein, consents to the entry of this order and agrees to abide by its terms.

FINDINGS OF FACT

1. Gaingels Remote I is a limited liability company organized and operating under the laws of the State of Delaware. Gaingels Remote I is not registered with the Arkansas Securities Department (“Department”) in any capacity.

2. On September 27, 2022, Gaingels Remote I made an exemption filing pursuant to Ark. Code Ann. § 23-42-504(a)(13) and Rule 504.01(a)(13)(N) with the Department.

3. On April 28, 2022, agents or employees of Gaingels Remote I sold securities issued by Gaingels Remote I to a resident of the State of Arkansas.

4. Gaingels Remote I has fully cooperated with the Staff during the Staff's review of this matter.

CONCLUSIONS OF LAW

5. Ark. Code Ann. § 23-42-504(a)(13) states that the commissioner can exempt any other securities transaction by rule or order as not being necessary or appropriate in the public interest for the protection of investors. Pursuant to Rule 504.01(a)(13)(N) certain offers and sales of securities sold to Accredited Investors, if in compliance with the NASAA Model Accredited Investor Exemption, are exempt securities transactions. In addition, said rule states that the issuer shall file notice of the transaction, the consent to service of process required by Section 23-42-107(a), and a copy of the general announcement of the proposed offering with the Commissioner within fifteen (15) days of the first sale in this state. Gaingels Remote I violated Ark. Code Ann. § 23-42-504(a)(13) and Rule 504.01(a)(13)(N) by failing to make its exemption filing within fifteen (15) days of the first sale of securities to a resident of the State of Arkansas.

UNDERTAKINGS

In settlement of this matter, Gaingels Remote I agrees to pay a fine in the amount of \$500.00.

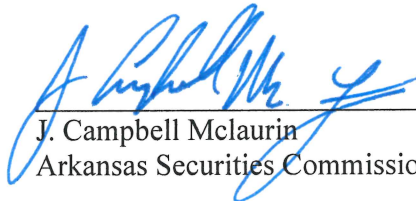
OPINION

This order is in the public interest. The facts as set out in paragraphs two and three support the violations of the Act and Rules of the Arkansas Securities Commissioner as set out in paragraph five.

ORDER

IT IS THEREFORE ORDERED that Gaingels Remote I, a Series of Republic Deal Room Master Fund, LP pay a fine in the amount of \$500.00 to the Department upon entry of this order.

WITNESS MY HAND AND SEAL on this 14th day of October, 2022.



J. Campbell McLaurin
Arkansas Securities Commissioner

APPROVED AS TO FORM AND CONTENT:

Richard Thoms

10/13/2022

Date

Title: Officer of the Issuer's Administrative Manager

Gaingels Remote I, a Series of
Republic Deal Room Master Fund, LP



Amber Crouch
General Counsel
Arkansas Securities Department

10/14/2022

Date