

BEFORE THE ARKANSAS SECURITIES COMMISSIONER

CASE NO. S-22-0032

ORDER NO. S-22-0032-22-OR01

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ARKANSAS SECURITIES DEPT.

IN THE MATTER OF:
NuFund 22, LLC

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 NuFund 22, LLC (“NuFund”) in full and final settlement of all claims that could be brought against NuFund by the Staff on the basis of the facts set forth herein.

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

2. On September 22, 2022, NuFund 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 July 6, 2022, agents or employees of NuFund sold securities issued by NuFund to a resident of the State of Arkansas.

4. NuFund 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. NuFund 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, NuFund 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 NuFund 22, LLC pay a fine in the amount of \$500.00 to the Department upon entry of this order.

WITNESS MY HAND AND SEAL on this 10th day of October, 2022.



J. Campbell McLaurin
Arkansas Securities Commissioner

APPROVED AS TO FORM AND CONTENT:

Richard Thoms

9/27/2022

Date

Title: Officer of the Issuer's Manager

NuFund 22, LLC

Aislinn Andrews

10/10/22

Date

Aislinn Andrews
Staff Attorney
Arkansas Securities Department