

COMMONWEALTH OF KENTUCKY  
PUBLIC PROTECTION CABINET  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
AGENCY CASE NO. 2017-AH-00010



DEPARTMENT OF FINANCIAL INSTITUTIONS

COMPLAINANT

v.

**AGREED ORDER**

YS SOLI TFF, LLC

RESPONDENTS

**DFI'S FINDING OF FACTS**

1. The Department of Financial Institutions ("DFI") is the agency of Kentucky state government charged with enforcement of the provisions of KRS Chapter 292 (the "Securities Act of Kentucky") and the rules and regulations enacted thereunder.

2. YS Soli TFF, LLC is a Delaware limited liability company; its principal office is located at 229 W. 43<sup>rd</sup> Street, 8<sup>th</sup> Floor, New York, NY 10036.

3. On September 1, 2016, YS Soli TFF, LLC notice filed its Form D with the DFI and disclosed that its first sale of securities in Kentucky - pursuant to Rule 506 of Regulation D of the Securities Act of 1933 - occurred on April 13, 2016.

4. YS Soli TFF, LLC filed its Form D with the DFI one hundred and forty-one (141) days after its first sale of securities in Kentucky.

**DFI'S CONCLUSIONS OF LAW**

5. KRS 292.327(2) requires an issuer of securities - pursuant to Rule 506 of Regulation D of the Securities Act of 1933 - to file its Form D with the DFI no later than fifteen (15) days after its first sale of securities in Kentucky.

6. YS Soli TFF, LLC violated KRS 292.327(2) because it filed its Form D one hundred and forty-one (141) days after its first sale of securities in Kentucky.

**AGREEMENT AND ORDER**

7. In the interest of economically and efficiently resolving this matter, the DFI and YS Soli TFF, LLC agree as follows:

a. YS Soli TFF, LLC agrees to a fine assessment in the amount of One Thousand Dollars (\$1,000) which shall be due at the time this Agreed Order is executed. YS Soli TFF, LLC shall pay the fine in the form of a certified check or money order made payable to “Kentucky State Treasurer” and mailed to the Department of Financial Institutions, Attn: Division of Securities, 1025 Capital Center Drive, Suite 200, Frankfort, Kentucky 40601;

b. YS Soli TFF, LLC agrees that they will not engage in any further late Regulation D 506 Notice Filings, and will ensure compliance with all statutory requirements set forth in the Act and the regulations set forth in 808 KAR 10.

8. YS Soli TFF, LLC waives its right to demand a hearing at which it would be entitled to legal representation, to confront and cross-examine witnesses, and to present evidence on its own behalf, or to otherwise appeal to set aside this order.

9. YS Soli TFF, LLC consents to and acknowledges the jurisdiction of the DFI over this matter, and that this Order is a matter of public record and may be disseminated as such.

10. In consideration of execution of this Agreed Order, YS Soli TFF, LLC, for itself, and for its successors, hereby releases and forever discharges the Commonwealth of Kentucky, the DFI, Office of Legal Services, and each of their members, agents, and employees in their individual capacities, from any and all manner of actions, causes of action, suits, debts, judgements, executions, claims and demands whatsoever, known and unknown, in law or equity,

that YS Soli TFF, LLC ever had, now has, may have or claim to have against any or all of the persons or entities named in this paragraph arising out of or by reason of this investigation, this disciplinary action, this Agreed Order or its administration.

11. DFI acknowledges and agrees that this Agreed Order concludes, and fully and finally resolves, any and all pending investigations of YS Soli TFF, LLC, and that this Agreed Order shall serve as the Final Order.

12. By signing below, the parties acknowledge they have read the foregoing Agreed Order, know and fully understand its contents, and that they are authorized to enter into, and execute, this Agreed Order and legally bind their respective parties.

**IT IS SO ORDERED** on this the 7<sup>th</sup> day of March, 2017.

  
Charles A. Vice, Commissioner



**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing Agreed Order was sent by certified United States mail, return receipt requested, on this the 7 day of March, 2017, to the following:

Nelson Mullins Riley and Scarborough, LLP  
Attn: Kevin O. Fogle  
201 17<sup>th</sup> Street, Suite 1700  
Atlanta, GA 30363

And by hand delivery to:

Kathryn Adams-Cornett  
Legal Counsel  
Department of Financial Institutions  
1025 Capital Center Drive, Suite 200  
Frankfort, Kentucky 40601



Allison Hiles  
Department of Financial Institutions