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ARKANSAS SECURITIES DE

**BEFORE THE ARKANSAS SECURITIES COMMISSIONER
CASE NO. S-13-0107**

IN THE MATTER OF:

Order No. S-13-0107-13-OR01

LaeRoc 2005-2006 Income Fund, L.P.

RESPONDENT

CONSENT ORDER

This Consent Order is entered pursuant to the Arkansas Securities Act, codified at Ark. Code Ann. §§ 23-42-101 through 23-42-509 (“Act”), the Rules of the Arkansas Securities Commissioner (“Rules”) promulgated under the Act and the Arkansas Administrative Procedures Act, codified at Ark. Code Ann. §§ 25-15-201 through 25-15-219 in accordance with an agreement by and between the Staff of the Arkansas Securities Department (“Staff”) and LaeRoc 2005-2006 Income Fund, L.P. (“LaeRoc Fund”) in full and final settlement of all claims that could be brought against LaeRoc Fund by the Staff on the basis of the facts set forth herein.

LaeRoc Fund admits the jurisdiction of the Act and the Arkansas Securities Commissioner (“Commissioner”), waives its right to a formal hearing, consents to the entry of this order, and agrees to abide by its terms. LaeRoc Fund also agrees that entry of this order has no impact on its potential civil liability to Arkansas investors under Ark. Code Ann. § 23-42-106 for the violations detailed below.

FINDINGS OF FACT

1. On or about August 10, 2011, agents or employees of LaeRoc Fund made a sale of securities in an offering to an Arkansas resident.
2. On or about January 31, 2013, LaeRoc Fund filed a Notice of Sale of Securities on United States Securities and Exchange Commission (“SEC”) Form D with the Arkansas Securities Department (“Department”).

3. In violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(b)(2) of the Rules of the Arkansas Securities Commissioner, LaeRoc Fund failed to file the Notice of Sale of Securities on SEC Form D with the Department concerning the sale of securities in Arkansas within the required fifteen days.

CONCLUSIONS OF LAW

4. LaeRoc Fund's filing of the Notice of Sale of Securities on SEC Form D with the Department approximately seventeen months after the sale of securities in the offering to an Arkansas resident as detailed in paragraphs 1-3 is a violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(b)(2) of the Rules.

5. Entry of this Order is not intended to disqualify LaeRoc Fund from reliance on Rule 506 of the Securities Act of 1933, as amended.

6. Entry of this Order does not affect the potential civil liability of LaeRoc Fund under Ark. Code Ann. § 23-42-106 for Arkansas investors in the offering.

ORDER

IT IS THEREFORE ORDERED that LaeRoc Fund pay a fine in the amount of \$800.00.



A. Heath Abshure
Arkansas Securities Commissioner

August 20, 2013
Date

LaeRoc 2005-2006 Management L.P.

By: 
Title: President of Its
Date: _____

General Partner,
LaeRoc Partners, Inc.



Kaycee Wolf
Staff Attorney