

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

In Re: Mark A. Hope and Halcyon Fund I, LLC

File No. 1300434

SETTLEMENT AGREEMENT

This Agreement is entered into by and between Mark A. Hope and the Halcyon Fund I, LLC, Inc. (hereinafter at times referred to as "Respondents") and the Office of the Secretary of State, Illinois Securities Department (the "Department").

WHEREAS, on February 21, 2014, the Secretary of State issued a Temporary Order of Prohibition to Respondents wherein it was alleged that Respondents violated certain sections of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act");

WHEREAS, the parties have heretofore agreed that in consideration of the terms and conditions of this Agreement enumerated below the administrative action in matter shall be dismissed.

NOW THEREFORE IT IS AGREED BY AND BETWEEN THE PARTIES THAT WITH RESPECT TO THE ABOVE-REFERENCED MATTER:

1. For the purpose of this agreement Affiliated Company means any entity that is not a full SEC Reporting Company that:
 - a. Mark A. Hope directly or indirectly owns more than 25% of the outstanding equity; or
 - b. Mark A. Hope is an officer or director of; or
 - c. Mark A. Hope has effective control over the business affairs of the entity.
2. Prior to offering or selling a security of an Affiliated Company to any Illinois resident, Mark A. Hope ("Hope") will:
 - a. Obtain a written opinion from an Attorney registered and in good standing with the Illinois Attorney Registration Commission, that opines that the offering complies with the Illinois Securities Law of 1953, as amended; and

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- b. Transmit a copy of the offering document, a copy of this agreement and the opinion referenced in paragraph a above, to the then current address of the Illinois Securities Department, Attention Audit Department.
3. In the event that any Affiliated Company engages in a related-party transaction or transactions with Mark A. Hope or another Affiliated Company, Mark A. Hope agrees that before undertaking any such related-party transaction, the Affiliated Company engaged in the related-party transaction will:
 - a. Get approval of a majority of the board members who have no interest in the transaction or transactions; Or,
 - b. If there is no board, get the approval of a majority of the five largest investors who have no interest in the transaction or transactions.
4. In the event that any Affiliated Company raises \$2,000,000.00 (two million) or more from Illinois investors, Hope agrees that he or the company will obtain audited financial statements and distribute the audited financial statements to the investors.
5. Prior to Halcyon Fund I offering or selling any securities to an Illinois resident, the fund will
 - a. Obtain a written opinion from an Attorney registered with the Illinois Attorney Registration Commission that the offering complies with the Illinois Securities Law of 1953, as amended; and,
 - b. Transmit a copy of the offering document, a copy of this agreement and the opinion referenced in paragraph a above, to the then current address of the Illinois Securities Department, Attention Audit Department.

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6. In the event that Halcyon Fund I raises \$5,000,000.00 (five million) or more from investors, Hope agrees that he or the company will obtain audited financial statements and distribute the audited financial statements to the investors.

NOW THEREFORE, the Secretary of State by and through his duly designated representative, agrees that, upon execution of this Agreement, the Administrative Action shall be dismissed, pursuant to an Order To Dismiss.


Mark A. Hope, personally and as managing member of Halcyon Fund I, LLC

Executed: This 20th day of JANUARY, 2015.

OFFICE OF THE SECRETARY OF STATE OF ILLINOIS:

By: _____
Athanasios Sianis, Chief of Enforcement
Illinois Securities Department