

ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF SOUTH CAROLINA

IN THE MATTER OF:)	
)	CONSENT ORDER
Paul Pomfret,)	
PDP Management, LP)	
(d/b/a "PDP Capital Investments"), and)	
PDP Growth Fund, LP,)	
)	File No. 11026
<u> Respondents.</u>)	

WHEREAS, the Securities Division of the Office of the Attorney General of the State of South Carolina (the "Division"), after receiving information and pursuant to authority granted in the South Carolina Uniform Securities Act of 2005, S.C. Code Ann. § 35-1-10 *et. seq.* (Supp. 2010) (the "Act"), initiated an investigation into certain activities of Paul Pomfret ("Pomfret"), PDP Management, LP (d/b/a "PDP Capital Investments") ("PDP Capital"), and PDP Growth Fund, LP ("PDP Growth") (collectively, "Respondents") conducted in and from South Carolina; and

WHEREAS, in connection with its investigation, the Division asserted certain acts of the Respondents constituted violations of the Act, and the Division issued a Cease and Desist Order naming the Respondents on July 27, 2011; and

WHEREAS, the Respondents disagree with the Division's assertion that certain acts of Respondents constitute violations of the Act, however, Respondents wish to resolve the Cease and Desist Order by Consent Order rather than by a formal hearing before the Securities Commissioner (the "Commissioner"); and

WHEREAS, the Respondents agree to the investor protections and remedies set forth below, without admitting or denying the allegations of the Cease and Desist Order filed by the Division in this matter;

NOW, THEREFORE, IT IS HEREBY ORDERED, and the Respondents each expressly consent and agree that:

- A. Effective immediately, the Respondents and all persons under the Respondents' direction or control shall permanently cease and desist from engaging in any aspect of the securities business in or from the State of South Carolina, with the exception that Respondents and any agent(s) of Respondents are permitted to provide updates to and answer any and all letters, emails, telephone calls and/or questions from the investor identified as "Investor A" in the related Cease and Desist Order issued in File No. 11026 and, further, should redemption of the underlying investment be possible, any and all Respondents are permitted to redeem such investment for Investor A and/or to return to Investor A any or all funds invested with the Respondents; and
- B. Upon the Commissioner's execution of this Order, the Respondents (jointly and severally) immediately shall pay ten thousand dollars (\$10,000.00) to the Division as a civil penalty.

Upon execution by the Commissioner, this Order completely and fully concludes and resolves Administrative Proceeding 11026 as it relates to the Respondents. This Order should not be interpreted to waive any (i) criminal cause of action, (ii) private cause of action that may have accrued to any investor or investors as a result of the Respondents' participation in the activities described herein, or (iii) other causes of action which may result from activities of any of the Respondents not detailed above or which may hereafter arise.

IT IS SO ORDERED this 6TH day of October, 2011.

By: Alan Wilson
Alan Wilson
Securities Commissioner
State of South Carolina

WE CONSENT:

Securities Division of the Office of the Attorney General

By: Tracy Meyers
Tracy A. Meyers
Senior Assistant Attorney General
Securities Division

Date: 9/30/11

Paul Pomfret

[Signature]

Date: 9-22-2011

PDP Management, LP

By: [Signature]
Print name: PAUL O. POMFRET

Date: 9-22-2011

Title: MGR OF GP

PDP Growth Fund, LP

By: [Signature]
Print name: PAUL O. POMFRET

Date: 9-22-2011

Title: MGR OF G.P.