

8. The Division agrees that it will not bring any further administrative or judicial action against the Company for the sale based on the facts described in paragraphs 1 - 3, above; however, nothing herein shall prevent the Director from addressing future violations relating to matters not the subject hereof and from using any of the civil and/or administrative remedies at his disposal for such purpose;
9. This Agreement may become void if the Director of the Division finds any of the representations or warranties contained herein are false or materially misleading.

4/22/10
Date

Michael J. Vargon
Michael J. Vargon, Acting Director
New Mexico Securities Division

4/1/10
Date

ACP Funds Trust
Name of Company

By: *Stephanie S. Davis*

Stephanie S. Davis
(Print Name)

Officer & Director
Title

