

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9520 / January 28, 2014

SECURITIES EXCHANGE ACT OF 1934
Release No. 71431 / January 28, 2014

INVESTMENT ADVISERS ACT OF 1940
Release No. 3766 / January 28, 2014

INVESTMENT COMPANY ACT OF 1940
Release No. 30896 / January 28, 2014

Admin. Proc. File No. 3-15249

In the Matter of

FACE OFF ACQUISITIONS, LLC; FACE OFF
MANAGEMENT, LLC, a/k/a FACE OFF
ACQUISITIONS MANAGEMENT, LLC;
VENTURES TRUST II LLC; VENTURES TRUST III
LLC; VENTURES TRUST IV LLC; VENTURES
TRUST V LLC; VENTURES TRUST VI LLC;
VENTURES TRUST ASSET FUND LLC,
VENTURES TRUST MANAGEMENT LLC;
VENTURES TRUST ASSET MANAGEMENT, LLC,
a/k/a VENTURES TRUST II ASSET
MANAGEMENT, LLC; ASSENSUS CAPITAL, LLC;
AND ASSENSUS CAPITAL MANAGEMENT, LLC

NOTICE THAT INITIAL DECISION HAS BECOME FINAL

The time for filing a petition for review of the initial decision in this proceeding has expired. No such petition has been filed by Face Off Acquisitions, LLC; Face Off Management, LLC, a/k/a Face Off Acquisitions Management, LLC; Ventures Trust II LLC; Ventures Trust III LLC; Ventures Trust IV LLC; Ventures Trust V LLC; Ventures Trust VI LLC; Ventures Trust Asset Fund LLC; Ventures Trust Management LLC; Ventures Trust Asset Management, LLC a/k/a Ventures Trust II Asset Management, LLC; Assensus Capital, LLC; and Assensus Capital Management, LLC.

Accordingly, notice is hereby given, pursuant to Rule 360(d) of the Commission's Rules of Practice,¹ that the initial decision of the administrative law judge² has become the final decision of the Commission with respect to Face Off Acquisitions, LLC; Face Off Management, LLC, a/k/a Face Off Acquisitions Management, LLC; Ventures Trust II LLC; Ventures Trust III LLC; Ventures Trust IV LLC; Ventures Trust V LLC; Ventures Trust VI LLC; Ventures Trust Asset Fund LLC; Ventures Trust Management LLC; Ventures Trust Asset Management, LLC, a/k/a Ventures Trust II Asset Management, LLC; Assensus Capital, LLC; and Assensus Capital Management, LLC. The initial decision ordered that, pursuant to Section 8A of the Securities Act of 1933 and 21C(a) of the Securities Exchange Act of 1934, Face Off Acquisitions, LLC; Face Off Management, LLC, a/k/a Face Off Acquisitions Management, LLC; Ventures Trust II LLC; Ventures Trust III LLC; Ventures Trust IV LLC; Ventures Trust V LLC; Ventures Trust VI LLC; Ventures Trust Asset Fund LLC; Ventures Trust Management LLC; Ventures Trust Asset Management, LLC, a/k/a Ventures Trust II Asset Management, LLC; Assensus Capital, LLC; and Assensus Capital Management, LLC cease and desist from committing or causing any violations or future violations of Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder; and further ordered that, pursuant to Section 203(k) of the Advisers Act, Face Off Management LLC, a/k/a Face Off Acquisitions Management, LLC; Ventures Trust Management LLC; Ventures Trust Asset Management, LLC, a/k/a Ventures Trust II Asset Management, LLC; and Assensus Capital Management, LLC, cease and desist from committing or causing any violations or future violations of Sections 206(1), 206(2), and 206(4) of the Advisers Act and Rule 206(4)-8 thereunder.

For the Commission, by the Office of the General Counsel, pursuant to delegated authority.

Elizabeth M. Murphy
Secretary

¹ 17 C.F.R. § 201.360(d).

² *Face Off Acquisitions, LLC; Face Off Mgmt., LLC, a/k/a Face Off Acquisitions Mgmt., LLC; Ventures Trust II LLC; Ventures Trust III LLC; Ventures Trust IV LLC; Ventures Trust V LLC; Ventures Trust VI LLC; Ventures Trust Asset Fund LLC; Ventures Trust Mgmt. LLC; Ventures Trust Asset Mgmt., LLC, a/k/a Ventures Trust II Asset Mgmt., LLC; Assensus Capital, LLC; and Assensus Capital Mgmt., LLC*, Initial Decision Release No. 541 (Dec. 17, 2013), 107 SEC Docket 16, 2013 WL 6528880.