

**BEFORE THE ARKANSAS SECURITIES COMMISSIONER**

**CASE NO. S-11-0233**

RECEIVED

11 APR -5 AM 8:34

ARKANSAS SECURITIES DEPT.

**IN THE MATTER OF:**

**Order No. S-11-0233-11-OR01**

**ON2LOCATE INC.**

**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 ON2LOCATE, Inc. in full and final settlement of all claims that could be brought against ON2LOCATE, Inc. by the Staff on the basis of the facts set forth herein.

ON2LOCATE, Inc. 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. ON2LOCATE, Inc. also agrees that entry of this order has no impact on its civil liability to Arkansas investors under Ark. Code Ann. § 23-42-106 for the violations detailed below.

**FINDINGS OF FACT**

1. Between November 15, 2010, and January 11, 2011, agents or employees of ON2LOCATE, Inc. made sales of securities in a ON2LOCATE, Inc. offering to Arkansas residents.

2. On or about January 7, 2011, ON2LOCATE, Inc. filed a Notice of Sale of Securities on United States Securities and Exchange Commission ("SEC") Form D with the Arkansas Securities Department ("Department"). As part of this notice filing the Department received a \$500.00 filing fee from ON2LOCATE, Inc.

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, ON2LOCATE, Inc. 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.

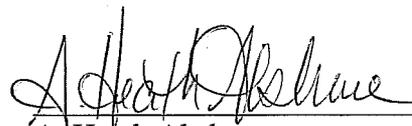
#### **CONCLUSIONS OF LAW**

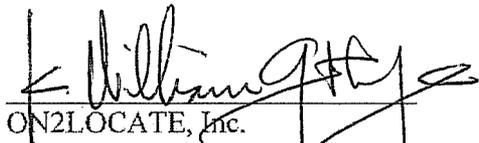
4. ON2LOCATE, Inc.'s filing of the Notice of Sale of Securities on SEC Form D with the Department approximately two months after the sale of securities in the ON2LOCATE, Inc. offerings to Arkansas residents as detailed in paragraphs 1-3 is a violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(B)(2) of the Rules.

5. Entry of this Order does not affect the civil liability of ON2LOCATE, Inc. under Ark. Code Ann. § 23-42-106 for Arkansas investors in the ON2LOCATE, Inc. offerings.

#### **ORDER**

IT IS THEREFORE ORDERED that ON2LOCATE, Inc. pay a fine in the amount of \$500.00.

  
\_\_\_\_\_  
A. Heath Abshure  
Arkansas Securities Commissioner  
April 5, 2011  
\_\_\_\_\_  
Date

  
ON2LOCATE, Inc.

By: K. William Grothe, Jr.

Title: Pres. & CEO

Date: 3/31/11

  
Kaycee Wolf  
Staff Attorney