

STATE OF ARKANSAS  
SECURITIES DEPARTMENT

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IN THE MATTER OF  
NEXPLORE TECHNOLOGIES, INC.,  
EDWARD W. MANDEL,  
PAUL O. WILLIAMS,  
SKINNER G. LAYNE, EDDY A. LAYNE,  
R. SCOTT GRIZZLE, HUGHES-ROTH  
FINANCIAL GROUP, INC., HUGHES-ROTH  
CAPITAL MARKETS, INC.,  
RELEVANCE SEARCH PARTNERS, LLC,  
RELEVANCE SEARCH PARTNERS II, LLC,  
RELEVANCE SEARCH PARTNERS III, LLC,  
TEXAS SEARCH SOLUTIONS, LLC,  
RIVER FLUSH, LLC,  
INTERNET GAMBLERS, LLC, and ALL PERSONS  
EMPLOYED BY OR OTHERWISE  
AFFILIATED WITH THOSE ENTITIES

No S-07-026-07-CD01

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CEASE AND DESIST ORDER

The Staff of the Arkansas Securities Department (the Staff) has received information and has in its possession certain evidence which indicates that NEXPLORE TECHNOLOGIES, INC.; EDWARD W. MANDEL, President and Chief Executive Officer; PAUL O. WILLIAMS, Chairman of the Board and Chief Financial Officer; SKINNER G. LAYNE, Chief Strategy Officer; EDDY A. LAYNE; R. SCOTT GRIZZLE; HUGHES-ROTH FINANCIAL GROUP, INC.; HUGHES-ROTH CAPITAL MARKETS, INC.; RELEVANCE SEARCH PARTNERS, LLC; RELEVANCE SEARCH PARTNERS II, LLC; RELEVANCE SEARCH PARTNERS III, LLC; TEXAS SEARCH SOLUTIONS, LLC; RIVER FLUSH, LLC; INTERNET GAMBLERS, LLC, and others connected with those persons and entities have violated provisions of the

Arkansas Securities Act (the Act), codified at Ark. Code Ann. §§ 23-42-101, *et seq.* (Repl. 2000).

## FINDINGS OF FACT

1. NEXPLORE TECHNOLOGIES, INC. (NX) is a Texas corporation incorporated on 17 January 2006 in Texas. Its main office is currently located at 2601 Network Boulevard, Suite 208, Frisco, Texas 75034.
2. EDWARD W. MANDEL (MANDEL), a resident of the Dallas-Fort Worth, Texas area, is the president and chief executive officer of NX.
3. PAUL O. WILLIAMS (WMS), a resident of the Dallas-Fort Worth, Texas area, is the chairman of the board and chief financial officer of NX.
4. SKINNER G. LAYNE (LAYNE), a resident of the Dallas-Fort Worth, Texas area, is the chief strategy officer of NX.
5. EDDY A. LAYNE (ELAYNE), a resident of Benton County, Arkansas, assisted NX in selling its stock.
6. R. SCOTT GRIZZLE (GRIZZLE), a resident of the Dallas-Fort Worth, Texas area, was at one time a member of NX's Board of Advisors and was later employed as NX's chief marketing officer.
7. HUGHES-ROTH FINANCIAL GROUP, INC. (HRFin) and HUGHES-ROTH CAPITAL MARKETS, INC. (HRCap), are both Texas corporations incorporated by WMS, the former on 11 April 2000 and the latter on 13 November 1995. The last known address of HRFin was Providence Towers East, Suite 400, 5001 Spring Valley Road, Dallas, Texas 75244, and the last known address of HRCap was also Providence Towers East, Suite 400, 5001 Spring

Valley Road, Dallas, Texas 75244. The charters of both corporations are forfeited as of this date, apparently for failure to pay franchise taxes. Although in its offering memorandum, WMS is discussed as having been the CEO of HRCap, NX entered into a contract with HRFin on 26 January 2006.

8. RELEVANCE SEARCH PARTNERS, LLC (RSP), is a limited liability company (LLC) formed in Arkansas on 27 December 2005 whose members include Arkansas residents. ELAYNE is the managing partner.
9. RELEVANCE SEARCH PARTNERS II, LLC (RSP2), is an LLC formed in Arkansas on 21 February 2006 whose members include Arkansas residents. ELAYNE is the managing partner.
10. RELEVANCE SEARCH PARTNERS III, LLC (RSP3), is an LLC formed in Arkansas on 17 August 2006 whose members include Arkansas residents. ELAYNE is the managing partner.
11. TEXAS SEARCH SOLUTIONS, LLC (TXS), is an LLC formed in Texas on or about 13 December 2006 whose members include Arkansas residents. Listed as managers of the LLC in the Certificate of Formation of the LLC were GRIZZLE and ELAYNE.
12. RIVER FLUSH, LLC (RF), is an LLC formed in Arkansas on 12 June 2006 whose members include Arkansas residents. Cody Thompson and Chris Dooly, both of Fort Smith, Arkansas, were listed as individuals who could act on behalf of the LLC.
13. INTERNET GAMBLERS, LLC (IG), is an LLC formed in Arkansas on 3 August 2006 whose members include Arkansas residents. James F. Hawks and Stephan M. Hawks are listed as incorporators/organizers. This LLC's main office is located at 123 West Cadron Ridge Road, Greenbrier, Arkansas 72058.

14. NX's organizational shareholder meeting was held on 25 January 2006. On the same day the organizational meeting of the board of directors was also held. The board and the shareholders were the same three individuals, to wit, MANDEL chief executive officer, LAYNE president and chief operating officer, and WMS board chairman, chief financial officer and secretary. Even though the minutes of the shareholders meeting stated that stock was issued to these individuals, no amount or types of shares were stated. In the board meeting, it was expressly resolved that MANDEL was issued 33,000,000 shares of stock for services rendered and to be rendered, WMS was issued 10,000,000 shares of stock for services rendered and to be rendered and LAYNE was issued 7,500,000 shares of stock for services rendered and to be rendered.

15. On the next day, 26 January 2006, the NX board of directors engaged the services of HRFin. Although the minutes of the NX board meeting for this date reflect that the board authorized its officers to execute whatever documents and agreements were necessary to engage the services of HRCap, the contract signed on the same date is between NX and HRFin. It was acknowledged in the board meeting that WMS was an officer and shareholder of both entities. In this contract, entitled Corporate Financial Advisory Agreement, HRFin agreed to become NX's "Corporate Financial Advisor as that term is generally understood in the financial industry." HRFin agreed to help NX obtain "funding" in any number of ways, including providing funding, itself, or obtaining funding from other sources. Remuneration for obtaining funding included a 5% "transaction fee" for a successful equity funding—defined as "cash . . . invested, whether for stock, membership shares, or other evidence of ownership"—of less than \$1 million. For equity funding transactions of more than \$1 million,

the transaction fee was less. HRFin was paid a 5% fee for most of the sales to LLCs, to be discussed below.

16. On the next day, 27 January 2006, the NX board “authorized” ELAYNE to assist NX “with future fundraising.” The NX shareholders (the same as the board members) further authorized ELAYNE’s remuneration for “fundraising” as follows: the NX board would issue ELAYNE 1 share of stock for every share of stock issued to a party introduced to NX by ELAYNE. Stated differently, for every sale of stock attributed to ELAYNE, the NX board would issue ELAYNE an equal number of shares of the same stock. Later, at a board meeting held on 30 January 2006, the NX board authorized additional remuneration to ELAYNE of ½ of a share for every share of stock issued by virtue of the efforts of a party who had purchased stock through ELAYNE.
17. ELAYNE proposed to the NX board to form LLCs to obtain investors in NX. Smaller investors would then invest in NX by investing in the LLCs. Membership units in these LLCs were convertible into NX stock. After many sales of large blocks of stock to the LLCs (to be discussed below), the NX board acknowledged the problem of issuing stock first to an LLC, which would then need to transfer its shares to its members-owners in its board meeting of 8 June 2006: “If and when [NX] becomes publicly traded, [NX] will re-issues [sic] shares of its Preferred and Common Stock in the names of any investor’s assigns at the instruction of the investor.”
18. ELAYNE and his wife became NX’s first outside investors on 2 February 2006, investing \$197,000 and thereby purchasing 49,250 shares of NX common stock @ \$4 per share.
19. ELAYNE had already formed RSP. Also on 2 February 2006, RSP invested \$286,500,

thereby purchasing 71,625 shares of common stock @ \$4 per share.

20. On 14 March 2006, RSP2 invested \$14,000, thereby purchasing 3,500 shares of NX common stock @ \$4 per share.

21. On 5 June 2006, the NX board created three new classes of shares, each convertible to common stock when and if NX stock became "publicly traded." Class A preferred stock would be sold @ \$1 per share and convert to common stock at a 30% discount. Class B preferred stock would be sold @ \$2.50 per share and convert to common stock at a 20% discount. Class C preferred stock would sell for \$5 per share and convert to common stock at a 10% discount. All three classes carried an 8% coupon, which was to be paid annually, either in cash, or in a cash equivalent, i.e., stock or stock options.

22. On 31 August 2006, WMS, acting for NX, entered into a stock exchange agreement with ELAYNE, RSP and RSP2 which converted the shares of common stock sold to ELAYNE and wife, RSP and RSP2 to class A preferred shares, resulting in the following distributions: ELAYNE: 14,000 shares; RSP: 286,500 shares; RSP2: 14,000.

23. From time to time, NX would host informational meetings in Arkansas attended by members of the public. LAYNE would speak at these meetings and tell about NX's proposed business, which was an internet enterprise, as well as its proposed method of financing. LAYNE would say that NX envisioned selling publicly traded stock after executing a reverse merger with another company whose stock was already traded on a stock exchange. ELAYNE and other managing partners of LLCs that were investing in NX stock were at these meetings, ready to sell LLC membership units to prospective investors who attended the meetings.

24. The following sales of NX stock were made to the following LLCs, excluding those

mentioned above in ¶¶ 18 -20. All of these LLCs are Arkansas LLCs except TXS, and all of them sold membership units to Arkansas residents:

<u>Date</u>	<u>LLC</u>	<u>Shares</u>	<u>Amount Invested</u>
8/31/06	RSP2	188,000, Class A Preferred	\$188,000
8/31/06	RF	153,500, Class A Preferred	\$153,500
8/31/06	IG	175,000, Class A Preferred	\$175,000
12/11/06	RSP3	124,775, Class B Preferred	\$311,937.50
12/11/06	RSP2	97,026, Class B Preferred	\$242,565
12/11/06	RF	71,200 Class B Preferred	\$178,000
2/2/07	TXS	42,000 Class B, Preferred	\$105,500
3/2/07	TXS	55,710 Class B, Preferred	\$139,275
		<b>Total</b>	<b>\$1,493,777.50</b>

25. ELAYNE and GRIZZLE were managing partners of TXS. ELAYNE was the managing partner of RSP, RSP2 and RSP3. These LLCs sold Arkansas residents membership units in the LLCs, which were convertible into the following types of NX stock:

<u>LLC</u>	<u># AR Investors</u>	<u>Shares</u>	<u>Amount Invested</u>
RSP	14	Class A Preferred	\$199,980
RSP2	3	Class A Preferred	\$24,340
RSP2	5	Class B Preferred	\$13,320
RSP3	17	Class B Preferred	\$154,460
TXS	6	Class B Preferred	\$62,630
		<b>Total</b>	<b>\$454,730</b>

26. By June, 2006, the NX board of directors had made several pledges of stock for services rendered and to be rendered in the future, including the pledge to ELAYNE for his efforts. In a meeting held on 5 June 2006, the NX board of directors passed a resolution stating NX “hereby amends those pledges such that these remunerations and incentives shall be issued in the form of Options to purchase” common stock “at the price of \$ .01 per share.” Up until that board meeting, NX had issued stock options to 7 persons entitling them to purchase 548,000 shares of stock. One of those stock options was issued to ELAYNE for 200,000 shares on 30 January 2006. From inception until 7 March 2007, NX issued stock options for 3,029,572 shares of stock. Of that total number, 2,444,142 options vested and 324,000 were forfeited and/or cancelled, which left 2,705,572 options outstanding as of 7 March 2007.
27. In regard to any NX stock, stock options or warrants, a search of the records of the Arkansas Securities Department (ASD) shows no registration, no proof of exemption and no notice filing showing that any NX stock, stock options or warrants were covered securities under federal law.
28. A search of the records of the ASD shows no registration of any party respondent to this order in any capacity, particularly as a broker-dealer or agent of an issuer.
29. In regard to the membership units of any of the LLCs discussed above, a search of the records of the ASD shows no registration, no proof of exemption and no notice filing showing that those LLC membership units were covered securities under federal law.
30. Some of the activity noted above came to the attention of the Staff in November, 2006. By letter dated 17 November 2006 and received on 21 November 2006, the Staff notified NX that its activities might well be in violation of the Act, asked for certain records and asked for



NX's "assurance that the solicitation and collection of funds has ceased or information to establish that the offering is exempt under Arkansas law."

31. After retaining local counsel, NX asked for an extension of time in delivering the documents requested in the Staff's letter dated 17 November 2006, which was granted. On 12 December 2006, the Staff received some documents and a letter from local counsel stating that NX believed that its sales of stock were exempt pursuant to Ark. Code Ann. § 23-42-504(a)(9)(A) (Repl. 2000), but also acknowledging that NX did not file the proof of exemption required pursuant to Ark. Code Ann. § 23-42-504(b)(1) (Repl. 2000). Also in this letter was the assurance of no further sales until the matter was cleared up:

My client . . . assures the Arkansas Securities Department that no investments have been solicited since receiving the notice of inquiry. Further, no investments will be solicited until obtaining [authorization to sell stock] from the Arkansas Securities Department.

32. By letter dated 20 February 2007 and sent to local NX counsel, the Staff informed NX that it had sold unregistered stock and that there were basically two options available, to wit, a rescission offer with full disclosure to investors or a cease and desist order. The Staff also expressed frustration with NX's document production up to that point and gave NX a list of more documents to be produced.

33. On 16 March 2007, the Staff received documents requested in its letter dated 20 February 2007 (the 16 March Production).

34. The 16 March Production revealed, among other things, that sales of over \$600,000 of NX stock had taken place since the letter from NX's local counsel was written on 11 December 2006 assuring the Staff that all solicitations and sales had ceased and would cease until all

issues with the ASD were resolved.

35. A meeting was held in the offices of the ASD on 22 March 2007. NX was represented by Billy Robinson, a lawyer from the Dallas, Texas area who had advised NX on securities issues and drafted much of the documents used by NX and local counsel. This lengthy meeting was recorded. The meeting started out with the attorney for the Staff stating that NX must make an effective rescission offer with full disclosure to investors. This would entail drafting a rescission offer, sending it to investors and allowing them a period of time in which to make a decision to accept or reject. The offer would have to contain full disclosure, which the Staff would have to review. Before any rescission offer was made, it would also have to be funded, it was said, which would entail placing money to fund it in an escrow account or something equivalent. After all that had transpired, then, and only then, could NX consider how to sell stock, which could be done by a full registration or some sort of exemption.
36. During the 22 March meeting, NX (primarily through statements made by LAYNE) indicated that it envisioned “going public” through a reverse merger with a company formerly named General Environmental, but now re-incorporated in Nevada and renamed NT Technologies (NT). The only other mention the Staff had of NT up until this time was the minutes of the board of directors meeting held on 1 February 2007, which were part of the 16 March Production, showing a resolution that NX “enter into and agree to the Confidential Letter of Intent, attached hereto, with NT Technologies, Inc., a Nevada Corporation for the purpose of completing a reverse merger transaction into NT Technologies, Inc.” The “Confidential Letter of Intent” was not attached to the copy of the minutes furnished the Staff

as part of the 16 March Production. No contract with NT for a reverse merger was mentioned.

37. The Staff understood the 22 March meeting to have ended with the agreement that no further sales of NX stock would be made (although it was revealed in the 16 March Production that sales of over \$600,000 of NX stock had taken place since the letter from NX's local counsel was written on 11 December 2006) until a rescission offer was made and settled. NX left with a list of further documents requested by the Staff and the understanding that the Staff would work with NX's local counsel to fashion an acceptable rescission offer.
38. On 24 April 2007, the Staff sent NX local counsel a memorandum outlining some of the specific items that should be included in a rescission offer.
39. On 1 June 2007, the Staff received NX's local counsel's draft of a rescission offer. Simultaneously, the Staff received a second production of documents from LAYNE consisting of documents requested in the 22 March meeting (the 1 June Production).
40. The 1 June Production showed that NX and NT had signed a Share Exchange Agreement with NT on 1 March 2007. It's closing date was 30 March 2007. At the closing of this agreement, NX became a wholly owned subsidiary of NT.
41. The 1 June Production also showed that NT filed a Form 8-K with the United States Securities and Exchange Commission (SEC) shortly after the closing of the Share Exchange Agreement on 6 April 2007. The 8-K reflected that, as a result of the share exchange, the former shareholders of NX held 96% of the outstanding voting power of NT. Accordingly, on the date of closing, the two remaining officers of NT resigned, MANDEL was appointed to the board of directors as chief executive officer, WMS was appointed to the board of

directors as chief financial officer and LAYNE was appointed to the board of directors as chief strategy officer. The only operations of NT would be the operations of NX. Under the heading of "Market Information," the following was stated:

The common stock of [NT] . . . is quoted only on the Pink Sheets . . . As of December 31, 2006, the quote for the stock was \$.021 per share based on 28,531,202 shares outstanding; as of March 30, 2007, the quote for the stock was \$1.80 per share, based on 2,176,381 share outstanding.

42. On 12 June 2007, NX filed a Form 10-QSB with the SEC. By then, the name of the corporation had been changed to Nexlore Corporation.
43. As of this date, the name of NT was also changed for purposes of stock sales on the Pink Sheets exchange to NeXplore and the Pink Sheets stock symbol was changed from NTTI to NXPC. Trading in the stock was virtually nonexistent for the year before the closing of the Share Exchange Agreement on 30 March 2007. As noted in NT's 8-K, discussed above, the price of the stock had been \$ .021 as of 31 December 2006. Since shortly before 30 March 2007, the price of the stock has been as high as \$4.25 and as low as \$ .40. As of this date, the stock price is quoted on the Pink Sheets around \$2.60. The volume of trading for the year before 30 March 2007 was virtually flat, but since that date the volume has gone as high as approximately 25,000 shares and as low as 500 to 1,000 shares.

#### APPLICABLE LAW

44. Ark. Code Ann. § 23-42-102(15)(A)(ii) (Supp. 2005) in pertinent part defines a security as stock.
45. Ark. Code Ann. § 23-42-102(13)(A)(i) (Supp. 2005) in pertinent part defines a sale of a security to include every contract of sale, contract to sell and every disposition of a security

or interest in a security for value.

46. Ark. Code Ann. § 23-42-102(13)(A)(v) (Supp. 2005) in pertinent part provides that a sale or offer of a warrant or right to purchase or subscribe to another security of the same or another issuer, as well as every sale or offer of a security which gives the holder a present or future right or privilege to convert to another security of the same or another issuer, includes an offer of the other security.
47. Ark. Code Ann. § 23-42-102(13)(A)(ii) (Supp. 2005) defines offer or offer to sell to include every attempt or offer to dispose of a security or an interest therein and every solicitation of an offer to buy a security or an interest in a security for value.
48. Ark. Code Ann. § 23-42-501 provides that it is unlawful for anyone to offer or sell any security in this state unless the security is registered, exempt from registration pursuant to the Act or is a covered security under federal law.
49. Ark. Code Ann. § 23-42-102(2) (Supp. 2005) defines broker-dealer as any person engaged in the business of effecting transactions in securities for the account of others.
50. Ark. Code Ann. § 23-42-102(9) (Supp. 2005) defines issuer as any person who issues or proposes to issue any security.
51. Ark. Code Ann. § 23-42-102(1)(A) (Supp. 2005) defines agent as, *inter alia*, an individual representing the issuer of securities and effecting or attempting to effect purchases or sales of those securities.
52. Ark. Code Ann. § 23-42-301(a) (Repl. 2000) provides that it is unlawful for anyone to transact business in this state as a broker-dealer or agent of an issuer without being registered with the Arkansas Securities Department.

## CONCLUSIONS OF LAW

53. The stock issued by NX, including all its common stock and its series A, B and C of preferred stock are all securities as defined in Ark. Code Ann. § 23-42-102(15)(A)(ii) (Supp. 2005).
54. The sales of NX stock to LLCs set out in ¶¶ 19, 20 and 24 were sales of unregistered securities in violation of Ark. Code Ann. § 23-42-501 (Repl. 2000).
55. The NX stock sold to ELAYNE and his wife set out in ¶ 18 was a sale of unregistered securities in violation of Ark. Code Ann. § 23-42-501 (Repl. 2000).
56. The stock exchange agreement entered into between NX on the one hand and ELAYNE and his wife, RSP and RSP2 on the other hand, which converted the NX common stock already sold to ELAYNE and his wife, RSP and RSP2, to class A preferred stock of NX, all as set out in ¶ 22, was a sale of stock as defined in Ark. Code Ann. § 23-42-102(13)(A)(v) (Supp. 2005) and a violation of Ark. Code Ann. § 23-42-501 (Repl. 2000) as the sale of unregistered stock.
57. Inasmuch as the membership units purchased by investors in the LLCs were convertible into NX stock directly to the purchasers of the LLC membership units, those units were securities as defined in Ark. Code Ann. § 23-42-102(13)(A)(v) (Supp. 2005), and the sales of those units, as recounted in ¶¶ 17, 23 and 25, were sales of unregistered securities in violation of Ark. Code Ann. § 23-42-501 (Repl. 2000).
58. The membership units in the LLCs being securities, the LLC's were issuers as per the definition of issuer at Ark. Code Ann. § 23-42-102(9) (Supp. 2005), and ELAYNE, as the managing partner of RSP, RSP2 and RSP3 and one of two managing partners of TXS acted

as an unregistered agent of an issuer in the sales of membership units of those LLCs to Arkansas residents set out in ¶¶ 23 and 25 in violation of Ark. Code Ann. § 23-42-501 (Repl. 2000).

59. The membership units in the LLCs being securities, the LLC's were issuers as per the definition of issuer at Ark. Code Ann. § 23-42-102(9) (Supp. 2005), and GRIZZLE, as one of two managing partners of TXS, acted as an unregistered agent of an issuer in the sales of membership units of TXS to Arkansas residents set out in ¶ 25 in violation of Ark. Code Ann. § 23-42-501 (Repl. 2000).
60. The pledge of stock to ELAYNE for selling NX stock on a 1 to 1 and later a 1 to 1.5 bases, set out in ¶16, which was later changed to a pledge of stock options in exchange for and as payment for ELAYNE's efforts in selling NX stock, set out in ¶ 26, were both sales of unregistered securities pursuant to Ark. Code Ann. §§ 23-42-102(13)(A)(i) and 23-42-102(13)(A)(v) (Supp. 2005) and Ark. Code Ann. § 23-42-501 (Repl. 2000).
61. The issuance of stock options in exchange for services rendered and services to be rendered as noted in § 26 were sales of unregistered securities in violation of Ark. Code Ann. § 23-42-(13)(A)(v) (Supp. 2005) and Ark. Code Ann. § 23-42-501 (Repl. 2000).
62. HRFin acted as an unregistered broker-dealer in arranging for investments in NX stock and collecting a 5% commission on NX stock sales to the LLCs in violation of Ark. Code Ann. § 23-42-301 (Repl. 2000).

## OPINION

From the facts and law set forth above, it is clear that NEXPLORE THECHNOLOGIES, INC.; EDWARD W. MANDEL, President and Chief Executive Officer; PAUL O. WILLIAMS,

Chairman of the Board and Chief Financial Officer; SKINNER G. LAYNE, Chief Strategy Officer; EDDY A. LAYNE; R. SCOTT GRIZZLE; HUGHES-ROTH FINANCIAL GROUP, INC.; HUGHES-ROTH CAPITAL MARKETS, INC.; RELEVANCE SEARCH PARTNERS, LLC; RELEVANCE SEARCH PARTNERS II, LLC; RELEVANCE SEARCH PARTNERS III, LLC; TEXAS SEARCH SOLUTIONS, LLC; RIVER FLUSH, LLC; and INTERNET GAMBLERS, LLC, engaged in violations of the Act, to wit, Ark. Code Ann. § 23-42-501 (Repl. 2000), the sale of unregistered securities, and Ark. Code Ann. § 23-42-301 (Repl. 2000), the sale of securities by unregistered agents of issuers and an unregistered broker-dealer, and therefore should be ordered to immediately cease and desist all actions in connection with the offer or sale of securities in accordance with Ark. Code Ann. § 23-42-209(a)(1)(A) (Repl. 2000).

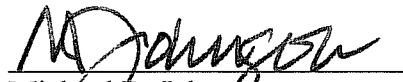
## ORDER

IT IS THEREFORE ORDERED that NEXPLORE TECHNOLOGIES, INC.; EDWARD W. MANDEL, President and Chief Executive Officer; PAUL O. WILLIAMS, Chairman of the Board and Chief Financial Officer; SKINNER G. LAYNE, Chief Strategy Officer; EDDY A. LAYNE; R. SCOTT GRIZZLE, HUGHES-ROTH FINANCIAL GROUP, INC.; HUGHES-ROTH CAPITAL MARKETS, INC.; RELEVANCE SEARCH PARTNERS, LLC; RELEVANCE SEARCH PARTNERS II, LLC; RELEVANCE SEARCH PARTNERS III, LLC; TEXAS SEARCH SOLUTIONS, LLC; RIVER FLUSH, LLC; and INTERNET GAMBLERS, LLC, as well as others whose identities are not yet known who are in positions of control of NEXPLORE TECHNOLOGIES, INC.; HUGHES-ROTH FINANCIAL GROUP, INC.; HUGHES-ROTH CAPITAL MARKETS, INC.; RELEVANCE SEARCH PARTNERS, LLC; RELEVANCE SEARCH PARTNERS II, LLC; RELEVANCE SEARCH PARTNERS III, LLC;



TEXAS SEARCH SOLUTIONS, LLC; RIVER FLUSH, LLC; and INTERNET GAMBLERS, LLC, and who are employed by or otherwise affiliated with NEXPLORE TECHNOLOGIES, INC.; HUGHES-ROTH FINANCIAL GROUP, INC.; HUGHES-ROTH CAPITAL MARKETS, INC.; RELEVANCE SEARCH PARTNERS, LLC; RELEVANCE SEARCH PARTNERS II, LLC; RELEVANCE SEARCH PARTNERS III, LLC; TEXAS SEARCH SOLUTIONS, LLC; RIVER FLUSH, LLC; and INTERNET GAMBLERS, LLC, directly or through other companies, **CEASE AND DESIST** from any further actions in the state of Arkansas in connection with the offer or sale of securities described above and any other securities.

WITNESS MY HAND AND SEAL this 21<sup>st</sup> day of June, 2007.



Michael B. Johnson  
ARKANSAS SECURITIES COMMISSIONER