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**BEFORE THE ARKANSAS SECURITIES COMMISSIONER,  
CASE NO. S-12-0128**

ARKANSAS SECURITIES DEPT.

**IN THE MATTER OF:**

**Order No. S-12-0128-12-OR01**

**Conestoga Settlement Trust**

**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 Conestoga Settlement Trust (“Conestoga”) in full and final settlement of all claims that could be brought against Conestoga by the Staff on the basis of the facts set forth herein.

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

**FINDINGS OF FACT**

1. On or about December 6, 2010, agents or employees of Conestoga made its first sale of securities in a Conestoga offering to an Arkansas resident.
2. On or about April 11, 2011, Conestoga filed a Notice of Sale of Securities on United States Securities and Exchange Commission (“SEC”) Form D with the Arkansas Securities Department (“Department”).

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, Conestoga 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.

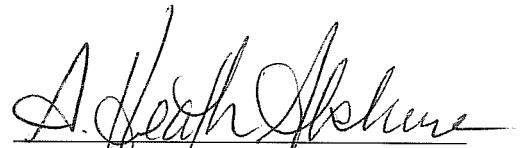
**CONCLUSIONS OF LAW**

4. Conestoga's filing of the Notice of Sale of Securities on SEC Form D with the Department approximately four months after the sale of securities in the Conestoga offering to an Arkansas resident as detailed in paragraphs 1-3 was 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 potential civil liability of Conestoga under Ark. Code Ann. § 23-42-106 for Arkansas investors in the Conestoga offerings.

**ORDER**

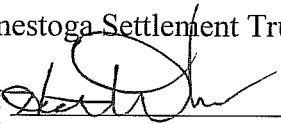
IT IS THEREFORE ORDERED that Conestoga pay a fine in the amount of \$500.00.

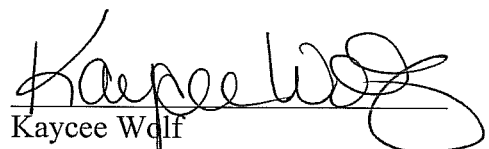


A. Heath Abshure  
Arkansas Securities Commissioner

August 2, 2012  
Date

Conestoga Settlement Trust

By:   
Title: Legal Representative  
Date: 27 Jul 2012



Kaycee Wolf  
Staff Attorney