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ARKANSAS SECURITIES DEPT.

BEFORE THE ARKANSAS SECURITIES COMMISSIONER

Case No. S-13-0063

Order No. S-13-0063-13-OR02

IN THE MATTER OF
PowerOne CORPORATION

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 PowerOne Corporation (PowerOne) in full and final settlement of all claims that could be brought against the Respondent by the Staff on the basis of the facts set forth herein.

The Respondent admits the jurisdiction of the Act and the Arkansas Securities Commissioner (Commissioner), waive its rights to a formal hearing, consents to the entry of this order, and agrees to abide by its terms.

FINDINGS OF FACT

1. PowerOne is a Nevada corporation formed on November 2, 2012. Its address is 770 North LaSalle Street, Suite 600, Chicago, Illinois 60654.
2. As described in more detail below, PowerOne offered securities to a resident of Arkansas (AR) in the form of preferred stock of PowerOne. Stock is defined as a security pursuant to Ark. Code Ann. § 23-42-102(15)(A)(ii).

3. An employee of PowerOne contacted AR by telephone in January 2013 and told him of the offer to sell PowerOne preferred stock. A package of offering documents was delivered to AR by overnight delivery. PowerOne was represented to be a company that delivered electricity to consumers at a lower rate than the traditional electric utility, something said to have been made possible by the deregulation of the electric energy market.
4. AR was told that this offering of preferred stock was a private placement and that, at the discretion of PowerOne's board of directors, he would receive a return on his investment of 8% per annum.
5. AR decided to purchase 100,000 shares of PowerOne stock at \$.25 per share in April 2013, but changed his mind. The sale was never consummated.
6. In connection with the offer of this stock, AR was sent several printed materials and given access to a website containing written materials, including several executive summaries, a subscription agreement, a stock purchase agreement and an issue of a PowerOne company newsletter entitled "The Source."
7. A check of the records of the Arkansas Securities Department shows no registration of any stock issued by PowerOne.

CONCLUSIONS OF LAW

8. The Respondents offered unregistered securities to AR in the form of stock issued by PowerOne that was not registered or exempt from registration at the time of the offer. This offer was a violation of Ark. Code Ann. § 23-42-501.
9. Pursuant to Ark. Code Ann. § 23-42-308(h), matters may be resolved by consent order

without the institution of a formal proceeding.

ORDER

By agreement and with the consent of the Staff and the Respondent, it is hereby ordered that the Respondent pay a fine of \$5,000 within thirty days of the date of this order.

IT IS SO ORDERED.

A handwritten signature in black ink, appearing to read "A. Heath Abshire", written over a horizontal line.

A. Heath Abshire
SECURITIES COMMISSIONER

APPROVED AS TO FORM



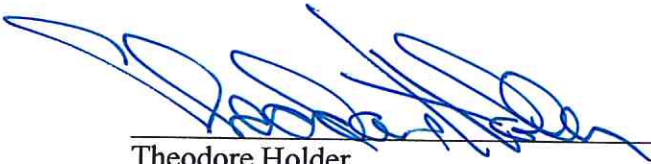
Jeff Moses, Executive Vice President
PowerOne Corporation

Signed this 30 day of December, 2013



Richard M. Rosenfeld
Attorney for the Respondent

Signed this 10th day of January, 2014.



Theodore Holder
Attorney for the Staff

Signed this 13th day of JANUARY, 2014.