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BEFORE THE ARKANSAS SECURITIES COMMISSIONER

CASE NO. S-18-0096

ORDER NO. S-18-0096-18-OR01

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ARKANSAS SECURITIES DEP

IN THE MATTER OF:
UPSTART NETWORK 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. §§ 25-16-201 through 25-16-303, in accordance with an agreement by and between the Staff of the Arkansas Securities Department and Upstart Network Trust (“Upstart Network”), in full and final settlement of all claims that could be brought against Upstart Network by the Staff on the basis of the facts set forth herein. Upstart Network admits the jurisdiction of the Act and the Arkansas Securities Commissioner (“Commissioner”), neither admits nor denies the findings of fact, waives its right to a formal hearing, consents to the entry of this order, and agrees to abide by its terms.

FINDINGS OF FACT

1. On or about May 12, 2017, agents or employees of Upstart Network sold securities issued by Upstart Network to one Arkansas resident (subsequently five additional sales were made). On August 27, 2018, Upstart Network filed a Notice of Sale of Securities on United States Securities and Exchange Commission (“SEC”) Form D with the Arkansas Securities Department (“Department”) for the Upstart Network securities offering.

2. Upstart Network fully cooperated with the Staff during the Staff's investigation of this matter.

APPLICABLE LAW

3. Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(b)(2) state that with respect to any security that is a covered security under Section 18(b)(4)(F) of the Securities Act of 1933, the Commissioner, by rule or order, may require the issuer to file a notice on SEC Form D and a consent to service of process signed by the issuer no later than fifteen (15) days after the first sale of such covered security in this state.

CONCLUSIONS OF LAW

4. The Notice of Sale of Securities on SEC Form D filed by Upstart Network with the Department over fifteen months after the first sale of securities to one Arkansas resident (subsequently five additional sales were made), as detailed in paragraph one, was a violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(b)(2) of the Rules.

5. This Consent Order is not intended to indicate that Upstart Network should be subject to any statutory disqualification set forth in (a) the federal securities laws or regulations promulgated thereunder, (b) the rules and regulations of any self-regulatory organizations, or (c) various states' securities laws, including any disqualifications from relying upon exemptions from registration or associated safe harbor provisions. The Staff and the Commissioner confirm that disqualification under 17 C.F.R. Section 230.506(d)(1)(iii)(B) should not arise as a consequence of this Consent Order.

UNDERTAKING

In settlement of this matter Upstart Network agrees to pay a fine in the amount of \$1,000.00.

ORDER

IT IS THEREFORE ORDERED that Upstart Network pay a fine in the amount of \$1,000.00 to the Department within 10 days of the entry of this order.



B. Edmond Waters
Arkansas Securities Commissioner

10-26-2018

Date

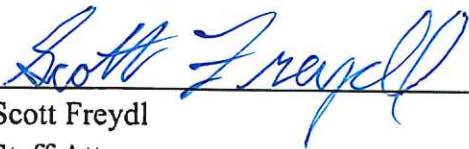
APPROVED AS TO FORM
AND CONTENT:



~~General Counsel~~ and ~~administrator~~ of Upstart Network, Inc, the
service and administrator of Upstart Network

10/23/2018

Date



Scott Freydl
Staff Attorney

10/26/18

Date