

BEFORE THE ARKANSAS SECURITIES COMMISSIONER

CASE NO. S-23-0000

ORDER NO. S-23-0000-23-OR01

RECEIVED
23 FEB -3 AM 10:47
ARKANSAS SECURITIES DEPT.
70

**IN THE MATTER OF:
STONEHENGE TECHNOLOGY LABS, INC.**

RESPONDENT

CONSENT ORDER

This Consent Order is entered pursuant to the Arkansas Securities Act ("Act"), codified at Ark. Code Ann. § 23-42-101 through § 23-42-509, the Rules of the Arkansas Securities Commissioner ("Rules") promulgated under the Act, and the Arkansas Administrative Procedures Act, codified at Ark. Code Ann. § 25-15-101 through § 25-15-220, in accordance with an agreement by and between the Staff of the Arkansas Securities Department ("Staff") and Stonehenge Technology Labs, Inc. ("Stonehenge") in full and final settlement of all claims that could be brought against Stonehenge by the Staff on the basis of the facts set forth herein.

Stonehenge admits the jurisdiction of the Act and the Arkansas Securities Commissioner ("Commissioner"), waives its right to a formal hearing and appeal, and without admitting or denying the finding of facts made herein, consents to the entry of this order and agrees to abide by its terms.

FINDINGS OF FACT

1. Stonehenge is a corporation organized and operating under the laws of the State of Delaware with its principal address in Rogers, Arkansas. Stonehenge is not registered with the Arkansas Securities Department ("Department") in any capacity.

2. On January 18, 2023, Stonehenge made an exemption filing pursuant to Ark. Code Ann. § 23-42-504(a)(13) and Rule 504.01(a)(13)(N) with the Department.

3. On April 27, 2021, agents or employees of Stonehenge sold securities issued by Stonehenge to residents of the State of Arkansas.

4. Stonehenge has fully cooperated with the Staff during the Staff's review of this matter.

CONCLUSIONS OF LAW

5. Under the Act, the commissioner can exempt any other securities by rule or order as not being necessary or appropriate in the public interest for the protection of investors. Ark. Code Ann. § 23-42-504(a)(13). Pursuant to Rule 504.01(a)(13)(N) certain offers and sales of securities sold to accredited investors, if in compliance with the NASAA Model Accredited Investor Exemption, are exempt securities transactions. Additionally, the issuer must file notice of the transaction, the consent to service of process required by § 23-42-107(a), and a copy of the general announcement of the proposed offering with the commissioner within fifteen (15) days of the first sale in Arkansas. Stonehenge violated Ark. Code Ann. § 23-42-504(a)(13) and Rule 504.01(a)(13)(N) by failing to make its exemption filing within fifteen (15) days of the first sale in the State of Arkansas.

UNDERTAKINGS

In settlement of this matter Stonehenge agrees to pay a fine in the amount of \$500.00.

OPINION

This order is in the public interest. The facts as set out in paragraphs two and three support the violations of the Act and Rules as set out in paragraph five.

ORDER

IT IS THEREFORE ORDERED that Stonehenge Technology Labs, Inc. pay a fine in the amount of \$500.00 to the Department upon entry of this order.

WITNESS MY HAND AND SEAL on this 3rd day of February, 2023.



J. Campbell McLaurin
Arkansas Securities Commissioner

APPROVED AS TO FORM AND CONTENT:




2/2/2023

Date

Title: CEO

Stonehenge Technology Labs, Inc.



Christina Redmann
Staff Attorney
Arkansas Securities Department

2/3/2023

Date