

IN THE MATTER OF THE *SECURITIES ACT*,
SNB 2004, c. S-5.5,

AND

IN THE MATTER OF

**LOCATE TECHNOLOGIES INC., AND
TUBTRON CONTROLS CORP.**
(Respondents)

ORDER

WHEREAS on 25 August 2008, a Panel of the New Brunswick Securities Commission (the "Commission") approved a Settlement Agreement between Staff of the Commission ("Staff") and the Respondents (the "Settlement Agreement"), pursuant to the provisions of section 191 of the *New Brunswick Securities Act* (the "Act"); and

WHEREAS the Settlement Agreement provides that each of the Respondents are to seek the expedient preparation of a Disclosure Document and an Offer of Rescission and Refund satisfactory to the Regulatory Affairs Division of the Commission (the "Documents"); and

WHEREAS on 5 October 2009 Staff filed a motion seeking, *inter alia*, a firm date by which each of the Respondents must comply with their obligation to provide the Documents; and

WHEREAS the parties appeared before the Commission on 17 November 2009, and a Panel of the Commission issued an Order on 9 December 2009 ordering, *inter alia*, the Respondent Locate Technologies Inc. ("Locate") to submit to the Regulatory Affairs Division of the Commission, on or prior to 29 January 2010, the final form of the Documents as per the Settlement Agreement and the Respondent Tubtron Controls Corp. ("Tubtron") to submit to the Regulatory Affairs Division of the Commission, on or prior to 15 February 2010, the final form of the Documents as per the Settlement Agreement; and

WHEREAS on 17 March 2010 Staff filed a motion seeking an Order that the Commission impose such terms and conditions as the Commission considers appropriate and/or impose an administrative penalty; and

WHEREAS on 11 May 2010, the parties appeared before the Commission and the Commission issued an order on the same date ordering the following:

- (a) *the parties appear before the Commission at 10:00 a.m. on Wednesday, 26 May 2010; and*
- (b) *on or before 26 May 2010, the Respondent Locate shall submit to the Commission and to the Regulatory Affairs Division of the Commission, the final form of the Documents; and*
- (c) *on or before 26 May 2010, the Respondent Tubtron shall submit:*
 - (i) *confirmation of the retainer of an Auditor engaged to complete audited financial statements for the years 2007 and 2008; and*
 - (ii) *an Audit Plan showing the timeline for completion of the review; and*
 - (iii) *a timeline for the submission of the final form of the Documents; and*
- (d) *in the event that the Commission is not satisfied the Respondents have complied with paragraphs (b) or (c) of this Order, or that the Commission is not satisfied with the proposed Audit Plan and timelines, the parties shall appear before the Commission at 10:00 a.m. on 22 June 2010 to make submissions respecting the breach of the Settlement Agreement and the sanctions related thereto.*

WHEREAS on 26 May 2010, the parties appeared before the Commission and the Commission was satisfied that the Respondent Locate was in substantial compliance with paragraph (b) of the 11 May 2010 Order, but not satisfied that the Respondent Tubtron was in compliance with paragraph (c) of the 11 May 2010 Order; and

WHEREAS the Commission issued an order on 26 May 2010 ordering namely that Tubtron submit a copy of a Review Engagement Letter for the review of the financial statements for the years 2007 and 2008; a plan showing the timeline for completion of the review; and a timeline for the submission of the final form of the Documents; and

WHEREAS on 22 June 2010, the Commission heard Jake van der Laan for staff and Paul Smith and Paul Harquail for the Respondents; and

WHEREAS the Commission is of the opinion that it is the public interest to make this Order;

NOW THEREFORE IT IS HEREBY ORDERED THAT:

- (a) the parties appear before the Commission at 2 pm on 14 October 2010; and
- (b) with respect to the Respondent Tubtron:
 - (i) on or before 8 October 2010, the Respondent Tubtron shall submit to the Commission and to the Regulatory Affairs Division of the Commission, the final form of the Documents (including the Review

Engagement financial statements for the years 2007, 2008 and 2009); and

- (ii) the Documents will contain a caveat to be finalized by 8 October 2010 in a form satisfactory to staff of the Regulatory Affairs Division of the Commission regarding the inclusion of Review Engagement financial statements rather than audited financial statements; and
- (iii) that the Documents be delivered in accordance with paragraph 5.d. of the Settlement Agreement no later than 18 October 2010; and

(c) in the event that the Commission is not satisfied that the Respondent Tubtron has complied with paragraph (b) of this Order, the parties shall make submissions respecting the breach of the Settlement Agreement and the sanctions related thereto.

DATED this 30th day of June 2010.

"original signed by"
Anne La Forest, Panel Chair

"original signed by"
Céline Trifts, Panel Member

"original signed by"
Denise A. LeBlanc, Panel Member

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