

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, 26 May 2010 and 22 June 2010, the parties appeared before the Commission and following these hearings the Commission issued further orders including timelines for submission of the final form of the Documents; and

WHEREAS on 30 June 2010, the Commission issued an order which required the parties to appear before the Commission on 14 October 2010; and

WHEREAS the 14 October 2010 hearing was adjourned to 3 November 2010; and

WHEREAS on 3 November 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 1:30 pm on 23 November 2010; and
- (b) with respect to the Respondent Locate:
 - (i) on or before 12 November 2010, the Respondent Locate shall have transferred to the trust account of Stewart McKelvey the funds to satisfy the Locate rescission offers with an irrevocable direction that the funds are to be used for the satisfaction of the rescission offers; and
 - (ii) that Stewart McKelvey provide to staff, no later than 12 November 2010, written confirmation of receipt of the same funds and irrevocable direction.
- (c) with respect to the Respondent Tubtron, on or before 23 November 2010:
 - (i) 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 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 Panel be provided with satisfactory evidence that there are sufficient funds to satisfy the Tubtron rescission offers; and
 - (iv) that the Documents to be delivered in accordance with paragraph 5.d. of the Settlement Agreement not be delivered until

the Panel has been provided with the satisfactory evidence referenced in sub-paragraph (c) (iii) of this Order; and

- (d) in the event that the Commission is not satisfied that the Respondents have complied with paragraphs (b) and (c) of this Order, the parties shall make submissions respecting the breach of the Settlement Agreement and the sanctions related thereto on 23 November 2010.

DATED this 4th day of November 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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