

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** each of the Respondents have yet to comply with their obligation to prepare 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 having heard Marc C. Wagg for Staff and Paul Smith for the Respondents; and

**WHEREAS** the Commission is of the opinion that it is in the public interest to make this Order.

**NOW THEREFORE IT IS HEREBY ORDERED THAT:**

**THE RESPONDENT LOCATE TECHNOLOGIES INC:**

- (a) on or before 10 December 2009, the Respondent Locate Technologies Inc. submit to Staff for Staff's review a revised and updated draft of the Documents (excluding any information based upon current financial information); and
- (b) the Respondent Locate Technologies Inc. shall provide written instruction to Manning Elliott LLP (the "Locate Accountants and Auditors") to make all requests to Locate Technologies Inc. for documents and/or information in writing with a copy of all such requests addressed to Staff, and the Respondent Locate Technologies Inc. shall fully respond, in writing (with a copy of such response being sent to Staff), to such requests from the Locate Accountants and Auditors within five (5) business days from the date of receipt of said request . In the event that the Respondent Locate Technologies Inc. is unable to provide the documents or information requested by the Locate Accountants and Auditors, the response shall fully set out the reasons why Locate Technologies Inc. is not able to provide said documents and/or information; and
- (c) the Respondent Locate Technologies Inc. shall respond to all comments from Staff , if any, and deliver further revised Documents within seven (7) business days of receipt of the said comments; and
- (d) the Respondent Locate Technologies Inc. shall instruct the Locate Accountants and Auditors to deliver to Staff a written status report regarding the progress of the audit on or before 31 December 2009 and a further written status report on or before 15 January 2010; and
- (e) on or prior to 29 January 2010, the Respondent Locate Technologies Inc. shall submit to the Regulatory Affairs Division of the Commission the final form of the Documents as per the Settlement Agreement; and

**THE RESPONDENT TUBTRON CONTROLS CORP.**

- (f) on or before 14 December 2009, the Respondent Tubtron Controls Corp. shall submit to Staff a draft of the Documents; and
- (g) the Respondent Tubtron Controls Corp. shall provide written instruction to its accountants and auditors (the "Tubtron Accountants and Auditors") to make all requests to Tubtron Controls Corp. for documents and/or information in writing with a copy of all such requests addressed to Staff, and the Respondent Tubtron Controls Corp. shall fully respond, in writing (with a copy of such response being sent to Staff), to such requests from the Tubtron Accountants and Auditors within five (5) business days from the date of receipt of said request . In the event that the Respondent Tubtron Controls Corp. is unable to provide the documents or information requested by the Tubtron Accountants and Auditors, the response

shall fully set out the reasons why Tubtron Controls Corp. is not able to provide said documents and/or information; and

- (h) the Respondent Tubtron Controls Corp. shall respond to all comments from Staff, if any, and deliver further revised Documents within seven (7) business days of receipt of the said comments; and
- (i) the Respondent Tubtron Controls Corp. shall instruct the Tubtron Accountants and Auditors to deliver to Staff a written status report regarding the progress of the audit on or before 31 December 2009 and a further written status report on or before 15 January 2010; and
- (j) on or before 15 February 2010, the Respondent Tubtron Controls Corp. shall submit to the Regulatory Affairs Division of the Commission the final form of the Documents.

**DATED** this 9<sup>th</sup> day of December, 2009.

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

"original signed by"  
Céline Trifts, Panel Member

New Brunswick Securities Commission  
Suite 300, 85 Charlotte Street  
Saint John, New Brunswick E2L 2J2  
Tel: 506-658-3060, Fax: 506-658-3059