

BEFORE THE ARKANSAS SECURITIES COMMISSIONER

CASE NO. S-10-0087

IN THE MATTER OF:

Order No. S-10-0087-10-OR01

OIL2 HOLDINGS, INC.

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. §§ 25-15-201 through 25-15-219 in accordance with an agreement by and between the Staff of the Arkansas Securities Department (“Staff”) and Oil2 Holdings, Inc. (“Oil2”) in full and final settlement of all claims that could be brought against Oil2 by the Staff on the basis of the facts set forth herein.

Oil2 admits the jurisdiction of the Act and the Arkansas Securities Commissioner (“Commissioner”), waives its right to a formal hearing, consents to the entry of this order and agrees to abide by its terms. Oil2 also agrees that entry of this order has no impact on its civil liability to Arkansas investors under Ark. Code Ann. § 23-42-106 for the violations detailed below.

FINDINGS OF FACT

1. On or about December 17, 2007, agents or employees of Oil2 made sales of securities in two Oil2 offerings to an Arkansas resident.
2. During a desk audit conducted by Staff, it was discovered that Oil2 had failed to file the Notice of Sale of Securities on United States Securities and Exchange

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Commission ("SEC") Form D for these two offerings with the Arkansas Securities Department ("Department"). Oil2 has subsequently made these two notice filings.

3. In violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(B)(2) of the Rules of the Arkansas Securities Commissioner, Oil2 failed to file two Notice of Sale of Securities on SEC Form D's with the Department concerning the sale of securities in Arkansas within the required fifteen days.

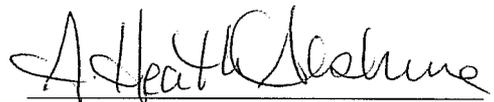
CONCLUSIONS OF LAW

4. The failure of Oil2 to file two Notice of Sale of Securities on SEC Form D with the Department approximately two years and nine months after the sale of securities in the Oil2 offerings to an Arkansas resident as detailed in paragraphs 1-3 was a violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(B)(2) of the Rules.

5. Entry of this Order does not affect the civil liability of Oil2 under Ark. Code Ann. § 23-42-106 for Arkansas investors in the Oil2 offerings.

ORDER

IT IS THEREFORE ORDERED that Oil2 pay a fine in the amount of \$500.00.



A. Heath Abshure
Arkansas Securities Commissioner

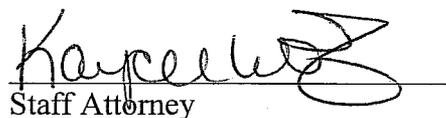
October 26, 2010
Date



Oil2 Holdings, Inc.

By: Robert Couch

Title: President



Staff Attorney