

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
204 NORTH ROBINSON AVENUE, SUITE 400
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Counslr, Inc.,

Respondent.

ODS File No. 25-005

ORDER VOIDING STOP ORDER

The Administrator of the Oklahoma Department of Securities ("**Administrator**") issues this *Order* pursuant to § 1-302.D. of the Oklahoma Uniform Securities Act of 2004 ("**Act**"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2024), confirming that the *Stop Order* filed against Counslr, Inc. (the "**Respondent**"), is void as of the time of its issuance.

Findings of Fact

1. On May 2, 2024, Respondent filed a United States Securities and Exchange Commission ("**SEC**") Form D (the "**Form D**") and fee with the Oklahoma Department of Securities (the "**Department**").
2. According to the North American Securities Administrators Association's Electronic Filing Depository ("**EFD**"), the date of the first sale made in Oklahoma pursuant to the Form D offering was July 20, 2023.
3. Two hundred and eighty-seven (287) days passed between the date of the first sale made in Oklahoma by Respondent, July 20, 2023, and the date of Respondent's notice filing with the Department, May 2, 2024.
4. On July 11, 2024, the Department sent Respondent a letter of caution informing Respondent of the 287 days between the filing of Respondent's notice and fee and the date of its first sale in Oklahoma (the "**Letter**").
5. In accordance with Section 1-302 of the Act, the Letter assessed a \$250 late fee to be paid by Respondent (the "**Fee**") no later than August 11, 2024. No response was received from the Letter sent to the Respondent, and therefore the Department issued a Stop Order on August 29, 2024.
6. On September 20, 2024, the Department received the Fee via US mail (check #2210305) from the Respondent.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Authorities

7. Section 1-302 of the Act states in pertinent part:

* * * * *

D. [I]f the Administrator finds that there is a failure to comply with a notice or fee requirement of this section, the Administrator may issue a stop order suspending the offer and sale of a federal covered security in this state. If the deficiency is corrected, the stop order is void as of the time of its issuance and no penalty may be imposed by the Administrator.

Conclusions of Law

8. Respondent has corrected the deficiency by tendering the outstanding Fee to the Department.

9. It is in the public interest for the Administrator to issue this *Order* confirming that the *Stop Order*, filed against the Respondent on, August 29, 2024, is void as of the time of its issuance.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

IT IS HEREBY ORDERED that the *Stop Order* filed against the Respondent is void as of August 29, 2024.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 26th day of September, 2024.

(SEAL)



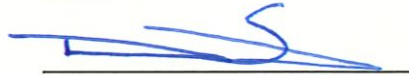
MELANIE HALL, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 26th day of September, 2024, a true and correct copy of the above and foregoing *Order Voiding Stop Order* was emailed to the Respondent and the Respondent's Attorney:

Counslr, Inc.
c/o Roy Reichbach
Email: roy@counslr.com

Perkins Coie, LLP
c/o Anita Christopher-Mabbula
Email: AChristopher-Mabbula@perkinscoie.com



Michelle Statham
Paralegal