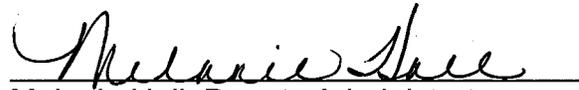


5. This Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 818.F of the Act.

FURTHER AFFIANT SAYETH NOT.

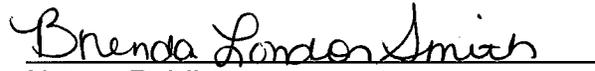
Dated this 31st day of July, 2002.

(SEAL)


Melanie Hall, Deputy Administrator

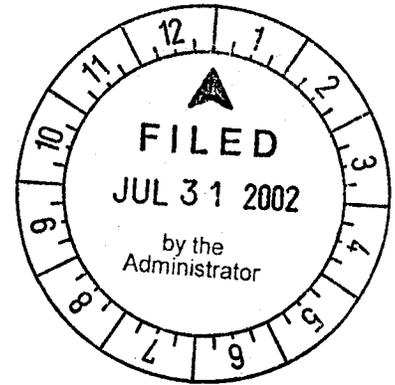
Subscribed and sworn to before me this 31st day of July, 2002.

(NOTARY SEAL)


Notary Public

My Commission Expires: August 26, 2005
Commission Number: 01013792

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Rubaroc International, Inc., Rubaroc International, Ltd.
and Barry E. Meakings,

Respondents.

File No. ODS 02-079

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 813 of the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001), the Administrator of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of Rubaroc International, Inc. (Rubaroc, Inc.), Rubaroc International, Ltd. (Rubaroc, Ltd.) and Barry E. Meakings (Meakings) in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

2. On the 31st day of July, 2002, the attached Recommendation to Issue an Order to Cease and Desist and Imposing Civil Penalty (Recommendation) was left in the office of the Administrator.

3. Pursuant to Section 814.B of the Act, the Administrator hereby gives notice to Rubaroc, Inc., Rubaroc, Ltd. and Meakings of their right to request a hearing to show why an order based on the Recommendation should not be issued.

4. The request for a hearing on the Recommendation must be received by the Administrator within fifteen (15) days after service of this Notice. Pursuant to Section 814.B of the Act, failure to request a hearing within fifteen (15) days after service of this Notice shall result in the issuance of an order to cease and desist and imposing a civil penalty against Rubaroc, Inc., Rubaroc, Ltd. and Meakings.

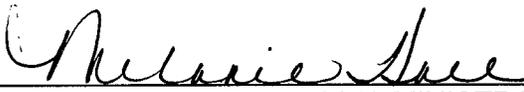
5. The request for hearing shall be in writing and Rubaroc, Inc., Rubaroc, Ltd. and Meakings shall specifically admit or deny each allegation, or state that Rubaroc, Inc., Rubaroc, Ltd. and Meakings do not have, and are unable to obtain, sufficient information to admit or deny each allegation in said request as required by 660:2-9-1(c) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

6. Upon receipt of a written request, pursuant to 660:2-9-2 of the Rules, a hearing on this Notice shall be set within sixty (60) days or a written order denying hearing shall be issued.

7. Notice of the date, time and location of the hearing shall be given to Rubaroc, Inc., Rubaroc, Ltd. and Meakings not less than ten (10) days in advance thereof pursuant to 660:2-9-3(a) of the Rules. Additionally, the notice may contain matters to supplement this Notice and the Recommendation attached hereto.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 31st day of July, 2002.

(SEAL)



MELANIE HALL, DEPUTY ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF CERTIFIED MAILING

The undersigned hereby certifies that on the 31st day of July, 2002, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Recommendation to Issue an Order to Cease and Desist and Imposing Civil Penalty was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

Rubaroc International, Inc.
10902 Spicewood Parkway
Austin, TX 78750

Rubaroc International, Ltd.
10902 Spicewood Parkway
Austin, TX 78750

Barry E. Meakings
10902 Spicewood Parkway
Austin, TX 78750

Rubaroc International, Inc.
238 Starlane Drive
La Canada, CA 91011

Rubaroc International, Ltd.
238 Starlane Drive
La Canada, CA 91011

Barry E. Meakings
238 Starlane Drive
La Canada, CA 91011


Brenda London Smith
Paralegal

CERTIFICATE OF REGISTERED MAILING

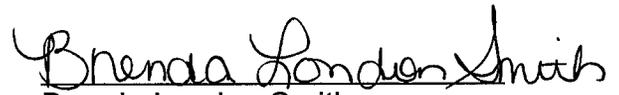
The undersigned hereby certifies that on the 31st day of July, 2002, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Recommendation to Issue an Order to Cease and Desist and Imposing Civil Penalty was mailed by registered mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

Rubaroc International, Inc.
2306 Lakeshore Road West
Oakville, Ontario L6L 1H3

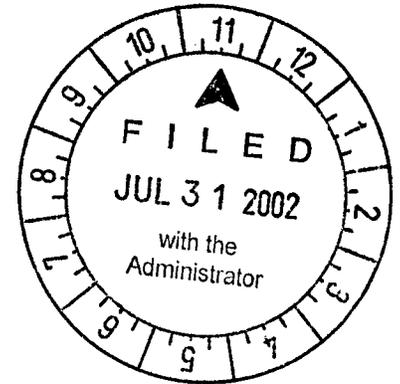
Rubaroc International, Ltd.
53 Chantry Road
Marden, Tonbridge, Kent TN12 9HU

Barry E. Meakings
2306 Lakeshore Road West
Oakville, Ontario L6L 1H3

Barry E. Meakings
53 Chantry Road
Marden, Tonbridge, Kent TN12 9HU


Brenda London Smith
Paralegal

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Rubaroc International, Inc., Rubaroc International, Ltd.
and Barry E. Meakings,

Respondents.

File No. ODS 02-079

RECOMMENDATION TO ISSUE AN ORDER
TO CEASE AND DESIST AND IMPOSING CIVIL PENALTY

Pursuant to the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001), an investigation was conducted into the activities of Rubaroc International, Inc. (Rubaroc, Inc.), Rubaroc International, Ltd. (Rubaroc, Ltd.) and Barry E. Meakings (Meakings) in connection with the offer and/or sale of business opportunities in and/or from the state of Oklahoma.

Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are submitted to the Administrator (Administrator) of the Oklahoma Department of Securities (Department), or his designee, in support of the issuance of an order to cease and desist and imposing a civil penalty.

Findings of Fact

1. At all times material hereto, Rubaroc, Inc. was a corporation located at 2306 Lakeshore Road West, Oakville, ON L6L 1H3.
2. At all times material hereto, Rubaroc, Ltd. was an entity located at 53 Chantry Road, Marden, Tonbridge, Kent TN12 9HU.
3. At all times material hereto, Meakings was the president of Rubaroc, Inc. and Rubaroc, Ltd.
4. In June, 2001, Rubaroc, Inc., Rubaroc, Ltd. and Meakings offered and sold to an Oklahoma resident an exclusive distributor agreement ("Distributor Agreement") to market, sell and install synthetic safety surfacing.

5. Under the terms of the Distributor Agreement, Rubaroc, Inc. agreed to provide training for selling and installing the product, all marketing literature, sales leads, technical and sales assistance, and a co-op advertising program.

6. The Distributor Agreement was not registered under the Act.

7. It is in the public interest to order Rubaroc, Inc., Rubaroc, Ltd. and Meakings to cease and desist from engaging in violations of the Act and to pay a civil penalty.

Authorities

1. Section 802 of the Act provides in pertinent part:

* * *

3.a. "*Business opportunity*" means a contract or agreement, between a seller and purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person recommended by the seller shall provide to the purchaser any products, equipment, supplies or services enabling the purchaser to start a business and the seller represents directly or indirectly, orally or in writing, that:

* * *

(3) The seller or a person recommended by the seller will provide or assist the purchaser in finding outlets or accounts for the purchaser's products or services;

* * *

(6) The seller will provide a marketing plan.

* * *

6. "Marketing plan" means advice or training, provided to the purchaser by the seller or a person recommended by the seller, pertaining to the sale of any products, equipment, supplies or services and the advice or training includes, but is not limited to, preparing or providing:

a. Promotional literature, brochures, pamphlets or advertising materials;

b. Training regarding the promotion, operation or management of the business opportunity; or

c. Operational, managerial, technical or financial guidelines or assistance.

* * *

12. "Seller" means a person who sells or offers to sell a business opportunity or any agent or person who directly or indirectly acts on behalf of such person.

2. Section 806 of the Act provides:

It is unlawful for any person to offer or sell any business opportunity, as defined in Section 802 of this title, in this state unless the business opportunity is registered under the provisions of the Oklahoma Business Opportunity Sales Act or is exempt under Section 803 of this title.

3. Section 814 of the Act provides in pertinent part:

A. Whenever it appears to the Administrator that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of the Oklahoma Business Opportunity Sales Act or any rule or order hereunder, the Administrator may:

1. Issue an order directing each person to cease and desist from continuing the act or practice and/or issue an order imposing a civil penalty up to a maximum of Five Thousand Dollars (\$5,000.00) for a single violation or transaction or of Fifty Thousand Dollars (\$50,000.00) for multiple violations or transactions in a single proceeding or a series of related proceedings[.]

Conclusions of Law

1. The Distributor Agreement is a business opportunity.
2. Rubaroc, Inc., Rubaroc, Ltd. and Meakings offered and/or sold a business opportunity in the state of Oklahoma.
3. The offer and sale of the Distributor Agreement by Rubaroc, Inc., Rubaroc, Ltd. and Meakings without registration under the Act is a violation of Section 806 of the Act.
4. It is in the public interest to order Rubaroc, Inc., Rubaroc, Ltd. and Meakings to cease and desist from engaging in violations of the Act and to pay a civil

penalty.

WHEREFORE, it is recommended that the Administrator issue an order to cease and desist from the offer and sale of business opportunities in violation of Section 806 of the Act against Rubaroc, Inc., Rubaroc, Ltd. and Meakings and imposing a civil penalty in the amount of Five Thousand Dollars (\$5,000.00).

Dated this 31st day of July, 2002.

Respectfully Submitted,



Patricia A. Labarthe, #10391
Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700