BEFORE THE SECURITIES COMMISSIONER
OF THE STATE OF DELAWARE

IN THE MATTER OF:
LEGALGARD, INC.,
Respondent.

CASE NO. 90-06-01

CONSENT ORDER

WHEREAS, on May 16, 1990, the Delaware Securities Division ("Division") was informed by counsel for Legalgard, Inc. ("Legalgard") that Legalgard, through four of its officers and/or directors, had sold 102,500 unregistered shares of its stock to two Delaware residents from October 3, 1988 to May 31, 1989. Legalgard failed to satisfy Delaware's registration requirements in violation of 6 Del. C. sec. 7305 and sec. 7313 of the Delaware Securities Act ("Act").

WHEREAS, a settlement of this matter has been agreed to by the Division and by Legalgard and accepted by the Securities Commissioner ("Commissioner") through his execution of this Consent Order;

WHEREAS, pursuant to discussions between the Division and counsel for Legalgard, it is the belief of the parties hereto that these matters may be expeditiously resolved without the necessity of the Division issuing charges and holding a formal hearing in the matter; and

WHEREAS, Legalgard, for the purpose of settlement and in lieu of any proceeding or action on the matters raised herein,
CONSENT ORDER: LEGALGARD, INC.

agrees to enter into this Consent Order under the following terms and conditions:

1. Legalgard is hereby censured by the Commissioner for selling unregistered securities on three occasions in Delaware through unregistered agents during the period of October 3, 1988 through May 31, 1989.

2. Legalgard, without admitting or denying the allegations, consents to pay TWO HUNDRED DOLLARS ($200.00) in back registration fees (1988 and 1989) and a FIVE HUNDRED DOLLAR ($500.00) fine to the Division by July 13, 1990.

3. Legalgard agrees to offer rescission to the two Delaware residents who purchased its shares between October 3, 1988 and May 31, 1989.

4. Legalgard agrees to register its 1 million Class A Convertible Stock in Delaware or to make any filings which may be required in relying on an exemption from registration as set forth in Section 7309 of the Act.

5. The Division agrees to refrain from taking any further administrative action against Legalgard for the aforementioned registration violations provided that Legalgard fully complies with the preceding terms and conditions. Failure to comply with any term of the Consent Order will be a basis for action by the Commissioner.

6. Legalgard shall not seek judicial review with respect to the terms of this Consent Order.
CONSENT ORDER: LEGALGARD, INC.

CONSENTED TO:

Robert J. Marques
President
Legalgard, Inc.

Lawrence R. Kwasny
Vice President, Operations
Legalgard, Inc.

7/2/90
Date

7/3/90
Date

IT IS SO ORDERED this 23rd day of July, 1990.

Richard W. Hubbard
Securities Commissioner