

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 66876 / April 30, 2012**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14858**

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<b>In the Matter of</b>	:	
	:	
<b>LocatePlus Holdings Corporation</b>	:	<b>ORDER INSTITUTING</b>
	:	<b>ADMINISTRATIVE</b>
	:	<b>PROCEEDINGS AND NOTICE</b>
	:	<b>OF HEARING PURSUANT TO</b>
<b>Respondent.</b>	:	<b>SECTION 12(j) OF THE</b>
	:	<b>SECURITIES EXCHANGE ACT</b>
	:	<b>OF 1934</b>
	:	

**I.**

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Respondent LocatePlus Holdings Corporation, and any successor under Exchange Act Rules 12b-2 and 12g-3 or new corporate name, (“Respondent” or “LocatePlus”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENT**

LocatePlus (CIK No. 0001160084) is a Delaware corporation located in Beverly, Massachusetts that provides online access to public record databases for investigative searches. LocatePlus has a class of securities that is registered with the Commission pursuant to Section 12(g) of the Exchange Act and is currently quoted under the symbol LPHCQ.PK on OTC Link operated by OTC Markets Group Inc. LocatePlus’ fiscal year ends on December 31 and it files as a smaller reporting company. On October 14, 2010, the Commission filed a civil injunctive action against LocatePlus alleging violations of the antifraud, books and records, and periodic reporting provisions of the federal securities laws. That action remains pending. On June 17, 2011, LocatePlus filed a Form 8-K reporting that it and its subsidiaries had filed a voluntary petition under

Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Massachusetts.

## B. MATERIAL DEFICIENCIES AND DELINQUENT FILINGS

1. Respondent is delinquent in its periodic filings with the Commission. In particular, LocatePlus filed a materially deficient Form 10-K for the 2010 fiscal year, filed a materially deficient Form 8-K on May 3, 2011, and filed a materially deficient Form 10-Q for the first quarter of 2011. In addition, LocatePlus failed to file Forms 10-Q for the second and third quarters of 2011.

2. On April 14, 2011, LocatePlus filed a Form 10-K that contained financial statements for the fiscal year ended December 31, 2010. The financial statements contained in this Form 10-K are unaudited and the filing was materially deficient because Respondent's independent accountant issued a qualified audit opinion on those financial statements.

3. On May 3, 2011, LocatePlus filed a Form 8-K to report a change in its independent accountant. This filing was materially deficient because Respondent failed to address certain items required by Regulation S-K Item 304, which pertains to mandatory disclosures when reporting changes in and disagreements with accountants on accounting and financial disclosure. Specifically, LocatePlus did not provide any information in the Form 8-K concerning whether it had (i) any disagreements with its terminated accountant, (ii) any reportable events that had occurred between the date of its last audited financial statements and the date it terminated its prior accountant, or (iii) any consultations with its new independent accountants about any such disagreements with the prior accountants or any reportable events.

4. On May 6, 2011, LocatePlus filed a Form 10-Q to report its financial results for the first quarter of 2011 (the quarter ended March 31, 2011) that compared current financial results with those from fiscal 2010, which were unaudited. This filing was materially deficient because Respondent's independent accountant did not review the filing in conjunction with audited financial statements for the prior fiscal year.

5. To date, the deficiencies in the Form 10-K filed on April 14, 2011, Form 8-K filed on May 3, 2011, and Form 10-Q filed on May 6, 2011 have not been cured.

6. LocatePlus is delinquent in filing its other recent required periodic reports since the Form 10-Q for the quarter ended March 31, 2011.

7. Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file with the Commission current and accurate information in periodic reports. Specifically, Rule 13a-1 requires issuers to file annual reports (Forms 10-K or 10-KSB), Rule 13a-11 requires issuers to file current reports (Form 8-K), and Rule 13a-13 requires issuers to file quarterly reports (Forms 10-Q or 10-QSB).

8. Section 13(a)(2) of the Exchange Act requires annual reports to be certified by independent public accountants if required by the rules and regulations of the Commission.

9. Rule 8-02 under Article 8 of Regulation S-X requires smaller reporting companies following the end of their fiscal year to file an audited balance sheet, and statements of income and cash flows.

10. Rule 8-03 under Article 8 of Regulation S-X requires smaller reporting companies to file interim financial statements with a balance sheet as of the end of the issuer's preceding fiscal year.

11. Items 304(a)(1)(iv) and 304(a)(1)(v) of Regulation S-K require a reporting company to disclose, when reporting a change in its independent accountant, whether there were any disagreements or reportable events for the two most recent fiscal years, or any subsequent interim period, before the termination of the prior independent accountant.

12. Item 304(a)(2) of Regulation S-K requires a reporting company to disclose, if it engaged a new independent accountant within the company's two most recent fiscal years, or any subsequent interim period, information about certain consultations with its newly-engaged accountants, including consultations about disagreements with the company's former accountants and reportable events..

13. As a result of its violation of Rules 8-02 and 8-03 of Article 8 of Regulation S-X and Items 304(a)(1)(iv), 304(a)(1)(v) and 304(a)(2) of Regulation S-K, Respondent failed to comply with Section 13(a) of the Exchange Act and Rules 13a-1, 13a-11 and 13a-13 thereunder.

### **III.**

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II are true and, in connection therewith, to afford the Respondent an opportunity to establish any defenses to such allegations; and

B. Whether it is necessary or appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of, each class of securities of the Respondent registered pursuant to Section 12 of the Exchange Act.

### **IV.**

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and

place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Respondent fails to file the directed Answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Respondent personally or by certified, registered, or Express Mail, or by other means of verifiable delivery.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Elizabeth M. Murphy  
Secretary