

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the Matter of

ORDER OF

Leo G. Kelly

DISCONTINUANCE

File No. S-214462(EX)

WHEREAS, the staff of the State of Wisconsin, Department of Financial Institutions, Division of Securities has conducted an investigation and alleges the following:

1. Leo G. Kelly ("Kelly ") is natural person residing at N 6324 County Road W, Winter, Wisconsin 54896.
2. Kelly was the organizer and controlling person of HookSafe of Hayward, a Wisconsin business entity (~~"HookSafe," and a predecessor entity, Ready To Go~~) with a business address at PO Box ~~13168, Hayward, Wisconsin 54843~~, the business of which involves developing fishing-related products, including the HookSafe product. 
3. At various times during 2009, Kelly met with and discussed with Mr. Theodore Rayfield, the President of Light Tower Fishing Systems, Inc., a Wisconsin corporation ("LTFS") whose business also involves developing fishing-related products, combining their efforts to jointly develop the products of their businesses.
4. Following some preliminary Agreements entered into during 2009, an Assignment Agreement was signed on January 2, 2010 by Kelly and on January 3, 2010 by Mr. Rayfield which states that both Kelly and Mr. Rayfield "...are the owners of a new product called HookSafe," and that both parties "assign the rights of the HookSafe products to LTFS."
5. During 2009, common stock in LTFS was sold to 5 persons in Wisconsin based on representations by both Kelly and Rayfield that LTFS would develop various fishing products of both the businesses, including the HookSafe product.
6. In February 2010, Kelly unilaterally repudiated all prior Agreements, resigned as an officer of LTFS, announced to certain LTFS stockholders that Kelly would be "developing the HookSafe products with other investors, placed newspaper ads during March of 2010 seeking "investors," and specifically offered an investment interest to a Wisconsin person responding to the ad, constituting a violation of sec. 551.501, Wis. Stats, and Rule DFI-Sec 6.01 thereunder.
7. Kelly's representations in his September 14, 2010 letter to the Division (to the effect that Kelly had not attempted on his own to offer or sell investment interests in the HookSafe product) were false, constituting a violation of sec. 551.505, Wis. Stats.

Kelly, wishing to obtain disposition of the above-captioned matter without the institution of a Prohibition Order by the Wisconsin Department of Financial Institutions, Division of Securities,

HEREBY ENTERS INTO THIS ORDER OF DISCONTINUANCE WITH THE WISCONSIN DIVISION OF SECURITIES WHICH PROVIDES THAT:

(A) Kelly agrees to discontinue and not make any further offers or sales for his own account, or for any entity directly or indirectly controlled by Kelly, of investment/security interests to develop any

HookSafe product except upon registration order or exemption order of the Wisconsin Division of Securities; and

(B) Kelly agrees not to deny or contest the validity and enforceability of the Assignment Agreement signed by Kelly and Mr. Theodore Rayfield on January 3, 2010, and January 2, 2010 respectively, whether in the context of discussions with the mold manufacturer of the HookSafe product(s), or court litigation on the subject.

DATED this 31 day of January 2011.



Signature of Named Party
Leo G. Kelly

Order signed and issued on behalf of the Division this 7th day of February 2011.

(SEAL)



Patricia D. Struck
Securities Division Administrator