STATE OF OREGON
DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
DIVISION OF FINANCIAL REGULATION

In the Matter of: PAYRANGE INC., Respondent.	Case No. S-17-0005 FINAL ORDER TO CEASE AND DESIST, FINAL ORDER ASSESSING CIVIL PENALTY, AND CONSENT TO ENTRY OF ORDER

The Director of the Department of Consumer and Business Services for the State of Oregon (hereinafter "the Director"), acting in accordance with the Oregon Securities Law, Oregon Revised Statutes ("ORS") 59.005 to 59.451, 59.991 and 59.995, and Oregon Administrative Rules ("OAR") chapter 441 promulgated thereunder, has investigated the business activities of PayRange, Inc., ("PayRange" or "Respondent").

Respondent has cooperated with the Director's investigation and wishes to resolve this matter with the Director;

Now, therefore, as evidenced by the signature subscribed herein, Respondent hereby CONSENTS to the entry of this Order.

Division of Financial Regulation
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387

FINDINGS OF FACT

The Director FINDS that:

The Respondent

1. PayRange Inc. ("PayRange" or "Respondent"), is a Delaware corporation that is registered in Oregon as a foreign corporation. Its principal place of business is 919 SW Taylor St,, Suite 500, Portland, Oregon 97205. Paresh Patel is President of PayRange.

Background

2. On or about January 6, 2015, pursuant to OAR 441-065-0270, PayRange

submitted an application to the Director to register securities under PayRange's 2013 Equity Incentive Plan ("the Plan"). On or about January 28, 2015, the Director issued an Order of Registration for PayRange's securities offered and sold under the Plan.

3. The Order of Registration expired on January 28, 2016, and PayRange did not seek to renew the Order of Registration at that time.

Offer of Unregistered Securities

4. On or about October 28, 2016, PayRange disclosed to the Director that on October 4, 2016, PayRange granted options under the Plan to eleven Oregon residents. Those options granted the holder the right to purchase PayRange's common stock at a specified price.

5. Also on our about October 28, 2016, PayRange submitted an application to register securities under the Plan.

CONCLUSIONS OF LAW

The Director CONCLUDES that:

6. The grant of options on October 4, 2016 to eleven Oregon residents constitutes the "offer" of securities under ORS 59.015(13) because the options represented the right to purchase or subscribe to PayRange's common stock.

7. By offering securities on October 4, 2016 that were not registered, PayRange violated ORS 59.055.

ORDERS

The Director issues the following ORDERS:

Final Order to Cease and Desist

8. In accordance with ORS 59.245, Respondent, and any successor or assign, is hereby ORDERED to CEASE AND DESIST from:

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A. Offering or selling unregistered securities in Oregon, in violation of ORS 59.055; and

B. Violating any provision of Oregon Revised Statutes chapter 59 or Oregon Administrative Rules chapter 441 promulgated thereunder.

Final Order Assessing Civil Penalty

9. Pursuant to the authority under ORS 59.995, the Director may assess CIVIL PENALTIES in an amount not to exceed $20,000 per violation against persons who violate the Oregon Securities Law. In the case of a continuing violation, each day's continuance is a separate violation, but the maximum penalty for any continuing violation shall not exceed $100,000.

10. Pursuant to the authority under ORS 59.995(1), the Director hereby ORDERS Respondent to pay a CIVIL PENALTY in the total amount of $1,500 (one thousand, five hundred dollars) for violation of ORS 59.055. Respondent must pay the civil penalty in full at signing, prior to the entry of this Order.

11. This Order is a "Final Order" under ORS 183.310(6)(b). Subject to that provision, the entry of this Order does not limit the remedies available to the Director under Oregon law.

SO ORDERED this 9th day of February, 2017.

PATRICK M. ALLEN, Director
Department of Consumer and Business Services

/s/ David Tatman
David C. Tatman, Chief of Enforcement
Division of Financial Regulation

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CONSENT TO ENTRY OF ORDER BY PAYRANGE INC.

PayRange Inc. ("PayRange") states that one or more of its employees and/or officers with appropriate authority has read this Order, fully understand its contents; consents to the entry of this Order, and will take any necessary steps to ensure that PayRange fully complies with the terms of the Order.

PayRange further states that it has been advised of its right to a hearing and voluntarily and without any force or duress expressly waives any right to a hearing in this matter.

PayRange understands that this Order is a public document.

Paresh Patel is President of PayRange and is authorized to execute this Consent to Entry of Order on behalf of PayRange.

PayRange Inc.

By: /s/ Paresh Patel
Paresh Patel
President

State of: Oregon

County of: Multnomah

Subscribed and affirmed before me by Lisa Jurries this 31st day of January, 2017.

/s/ Lisa Jurries
Notary Public

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