

STATE OF ALASKA  
DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT  
DIVISION OF BANKING AND SECURITIES  
550 WEST SEVENTH AVENUE, SUITE 1850  
ANCHORAGE, ALASKA 99501  
PHONE: (907) 269-8140

STATE OF ALASKA  
DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT  
DIVISION OF BANKING AND SECURITIES

In the matter of: )  
 )  
 ) ORDER NO: 12-029-S  
 )  
VirtualMetrix, Inc. ) ORDER IMPOSING A CIVIL PENALTY  
 ) AND CONSENT TO ORDER  
 )  
 )  
 )  
 )  
Respondent. )  
 )

The Director of the Department of Commerce, Community, and Economic Development, Division of Banking and Securities (the Administrator), has conducted an investigation into certain business activities of VirtualMetrix, Inc. (VirtualMetrix or Respondent), and has determined that Respondent violated certain provisions of the Alaska Securities Act, Alaska Statute (AS) 45.55 et seq., by offering and selling securities in Alaska without the securities first being registered or with benefit of exemption from registration.

Respondent agrees that the Administrator has jurisdiction over Respondent and these matters pursuant to the Alaska Securities Act.

Respondent wishes to resolve and settle this matter with the Administrator. As evidenced by the authorized signature on this Order, Respondent consents to the entry of this Order assessing a civil penalty based on the Conclusions of Law and Order. Respondent waives its right of appeal under AS 45.55.920(d).

**I. FACTS**

1. VirtualMetrix (Respondent) is a corporation organized under the laws of the State of California. Respondent was formed in California on May 5, 2005 and was issued entity number C2589945 by the California Secretary of State. Respondent's primary business

1 location and mailing address is 16738 Zumaque Street, Suite A, Rancho Santa Fe, California  
2 92067.

3 2. On February 11, 2011, Respondent issued a Convertible Secured Promissory Note to  
4 an Alaska resident investor for the principal amount of \$10,000.

5 3. On April 22, 2011, respondent issued a Convertible Secured Promissory Note to the  
6 same Alaska resident investor for the principal amount of \$15,000.

7 4. Neither the February 11, 2011 transaction nor the April 22, 2011 transaction was  
8 registered with the State of Alaska, and no exemption from registration filing was made with  
9 the Division of Banking and Securities.

## 10 II. CONCLUSIONS OF LAW

11 1. The Convertible Secured Promissory Notes offered and sold by Respondent were  
12 securities under AS 45.55.990(32).

13 2. The Convertible Secured Promissory Notes offered and sold by Respondent were not  
14 registered under AS 45.55; were not federal covered securities; and no exemption from  
15 registration filings were made pursuant to AS 45.55.900 with the Division.

16 3. Because Respondent did not register the securities or qualify for exemptions,  
17 Respondents violated AS 45.55.070 by offering and selling those securities.

18 4. Respondent is subject to a civil penalty under AS 45.55.920 for selling unregistered  
19 securities.

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1 45.55.930; that VirtualMetrix expressly waives any right to a hearing in this matter; that  
2 VirtualMetrix understands that the Administrator reserves the right to take further actions to  
3 enforce this Order or to take appropriate action upon discovery of other violations of the  
4 Alaska Securities Act; and that VirtualMetrix will fully comply with the terms and conditions  
5 stated herein.

6 VirtualMetrix further assures the Administrator that VirtualMetrix and its members,  
7 officers, employees and agents will only effect securities transactions in Alaska in full  
8 compliance with the terms of this Order, the Alaska Securities Act (AS 45.55) and  
9 regulations (AAC 03.008).

10 VirtualMetrix understands that this Consent Order is a public document.

12 February 11, 2014  
Date

/s/ Val Popescu  
VirtualMetrix, Inc.

14 Name Val Popescu

15 Title CEO

16 SUBSCRIBED AND SWORN TO before me this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ at  
17 \_\_\_\_\_, \_\_\_\_\_.

18 \_\_\_\_\_  
Notary Public in and for

20 \_\_\_\_\_  
Notary Printed Name  
21 My commission expires: \_\_\_\_\_

*See Attached Document*

22 Approved as to form:

23 \_\_\_\_\_  
Name  
24 Attorney for respondent

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