

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-20408

In the Matter of

OrangeHook, Inc.,

Respondent.

**RESPONDENT'S ANSWER TO ORDER
INSTITUTING ADMINISTRATIVE
PROCEEDINGS AND NOTICE OF
HEARING PURSUANT OT SECTION
12(j) OF THE SECURITIES EXCHANGE
ACT OF 1934**

OrangeHook, Inc. ("Respondent" or "OrangeHook" or "ORHK") answers the allegations contained in the Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934 ("OIP"), as follows:

SECTION I.

Section I of the OIP contains legal conclusions, orders, and/or instructions to which no responsive pleading is required. In the alternative, should a responsive pleading be required, Respondent denies the allegations

SECTION II.

A. ORHK's answers to the allegations contained in Section II.A. of the OIP are as follows:

Respondent admits that Respondent is a Florida corporation located in Wayzata, Minnesota; admits that Respondent has a class of securities registered with the Securities and Exchange Commission ("Commission"); admits that Respondent last filed a Form 10-Q for the period ended September 30, 2017. To the extent the allegations contained in Section II.A. seek to paraphrase or characterize the contents of a written document, specifically the Form 10-Q for the period ended

September 30, 2017, the document speaks for itself and Respondents deny the allegations to the extent that they are inconsistent with the document;

ORHK admits that as of July 19, 2021, the common stock of ORHK was quoted on the OTC Link (formerly “Pink Sheets”) but lacks sufficient knowledge and information to admit or deny that it had five market makers.

Whether ORHK was eligible for the “piggyback” exception of the Exchange Act Rule 15c2-11(f)(3) is a conclusion of law for which no responsive pleading is required. Should a responsive pleading be required, ORHK denies the allegations.

B. ORHK’s answers to the allegations contained in Section II.B. of the OIP are as follows:

Regarding the first paragraph of Section II.B. ORHK admits it is delinquent in its periodic filings with the Commission. ORHK admits that the Division of Corporate Finance sent a delinquency letter to ORHK’s corporate address and that said letter was dated November 30, 2018. To the extent the allegations contained in Section II.B. of the OIP seek to paraphrase or characterize the contents of a written document(s), the document(s) speak for themselves and ORHK denies the allegations to the extent that they are inconsistent with those documents. ORHK denies all allegations contained in the first paragraph of Section II.B. not specifically admitted herein.

Regarding the second paragraph of Section II.B. of the OIP, ORHK states that the allegations contained therein are conclusions of law for which no responsive pleading is required. Should a responsive pleading be required, ORHK denies the allegations.

Regarding the third paragraph of Section II.B. of the OIP, ORHK states that the allegations contained therein are conclusions of law for which no responsive pleading is required. Should a responsive pleading be required, ORHK denies the allegations.

Regarding the fourth paragraph of Section II.B. of the OIP, ORHK states that the allegations contained therein are conclusions of law for which no responsive pleading is required. Should a responsive pleading be required, ORHK denies the allegations of Section II.B. of the OIP.

SECTION III.

ORHK denies that it would be necessary or appropriate for the protection of investors to suspend or revoke the registration of each class of securities registered pursuant to Section 12 of the Act of ORHK and any successor under Act Rules 12b-2 or 12g-3 and any new corporate names of ORHK.

SECTION IV.

Section IV of the OIP contains conclusions, orders, and/or instructions by the SEC to which no responsive pleading is required. In the alternative, the allegations contained in Section IV of the OIP contain legal conclusions to which no responsive pleading is required. Should a responsive pleading be required, ORHK denies the allegations in Section IV of the OIP.

GENERAL DENIAL

ORHK denies each and every allegation not specifically admitted herein.

DEFENSES

Permitting ORHK the necessary time to cure any deficiencies in its filings is in the best interest of the public and the protection of the investors. Continued suspension of trading or revocation of the registration of ORHK's securities is not in the public interest and would materially impact shareholders who have not played a role in ORHK's delinquencies.

ORHK is in the process of retaining the necessary auditors to complete all delinquent filings and books by the end of its 2021 fiscal year, and any revocation or further restrictions on ORHK's securities threatens its ability to become current.

CERTIFICATE OF SERVICE

I hereby certify that on August 2, 2021, a true and correct copy of the foregoing was sent in the manner indicated below upon the following:

Via Email:

Amy S. Cotter, Esq
Assistant Director
Chicago Regional Office
Securities and Exchange Commission
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175 West Jackson Boulevard, Suite 1450
Chicago, Illinois 60604

Via eFAP:
Securities and Exchange Commission

/s/Matthew K. Steffes

Matthew K. Steffes