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COMMISSIONER



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## ARKANSAS SECURITIES DEPARTMENT

June 14, 2010

Will G. Loudon  
President/CEO  
VGIS, Inc.  
P.O. Box 251741  
Little Rock, AR 72225

RE: VGIS, Inc./VGISCORP.COM  
Legal Opinion Letter No. 10-43337-CS

Dear Mr. Loudon:

The Staff of the Arkansas Securities Department ("Staff") is in receipt of your letter dated June 7, 2010, requesting that the Staff issue a legal opinion letter concerning the use of real estate/land and/or facilities by VGIS, Inc./VGISCORP.COM ("VGIS") to meet the net capital requirement contained in the Uniform Money Services Act codified at Ark. Code Ann. § 23-55-207. A copy of your request letter is attached for your reference.

Based on the specific facts contained in your request letter, at the present time, the Staff is of the opinion that if real estate/land and/or facilities are allowable assets under generally accepted accounting principles for net capital purposes, then VGIS could use real estate/land and/or facilities to meet the net capital requirement contained in Ark. Code Ann. § 23-55-207. I should point out that real estate/land and/or facilities are not an allowable investment under the permissible investments provisions contained in Ark. Code Ann. § 23-55-701 and § 23-55-702.

Please note that the position of the Staff is based solely upon the representations made in your request letter and applies only to the facts as set out therein. Different facts or circumstances might and often would require a different response or opinion from the Staff.

Sincerely,

A handwritten signature in cursive script that reads "Scott S. Freydl".

Scott S. Freydl  
Attorney Specialist

Enclosure



Monday, June 7<sup>th</sup>, 2010

Arkansas Securities Department  
Heritage West Building, Suite #300  
201 East Markham Street  
Little Rock, Arkansas 72201-1692

Email: [sfreydl@securities.arkansas.gov](mailto:sfreydl@securities.arkansas.gov), [khicks@securities.arkansas.gov](mailto:khicks@securities.arkansas.gov),  
[habshure@securities.arkansas.gov](mailto:habshure@securities.arkansas.gov)

Again Greetings Mr. Scott S. Freydl (Attorney Specialist):

Thank you for your letter and official opinion to me dated, Wednesday, April 28<sup>th</sup>, 2010 with respect to our developing enterprise, VGIS, Inc. (VGISCORP.COM<sup>TM</sup>) and its proposed money order business.

Please accept this letter as an additional request for opinion.

Would appraised real estate that is located within the state of Arkansas serve as an acceptable form of "required net capital" for our proposed money order business?

We are considering purchasing one and/or more "high end" real estate investments which could serve multiple purposes for the enterprise, chief among them being able to serve as the firm's required net capital for the proposed money order business unit. One of the facilities in question pertains to a potential "central Arkansas and/or Pulaski County based multipurpose corporate operations center. We may be interested in purchasing land and/or facilities to serve these purposes and are interested in knowing if the facilities could also serve as the "required capital" for the money order business unit.

Please let me know if this is acceptable and/or if you have any additional questions about our perspective plans ASAP. We are completing our business plans and moving rapidly to the Investor phase and will therefore need our ducks in a row. Thanks again for the rapid reply on the 28<sup>th</sup> of April and we are looking forward to hearing back from you again real soon.

Sincerely,

Will G. Louden<sup>TM</sup>  
willglouden.com<sup>TM</sup>

President: VGIS, Inc.  
VGISCORP.COM<sup>TM</sup>