

**STATE OF ARKANSAS
SECURITIES DEPARTMENT**

IN THE MATTER OF
HALO SPARK PLUG, INC.

ORDER PROVIDING A
TRANSACTIONAL EXEMPTION
FROM REGISTRATION
NO. 00-062-S

FINDINGS OF FACT

1. On November 16, 2000, a letter was received by the Arkansas Securities Commissioner requesting that the proposed offering and sale of 10,000 shares of the common stock (the "Stock") of Halo Spark Plug, Inc. (the "Company"), to Jeff and Sadie Stamps (the "Transaction"), be determined to be an exempt transaction pursuant to Ark. Code Ann. § 23-42-504(a)(12).

2. The Company is a corporation organized under the laws of the State of Arkansas. The Stock consists of 10,000 shares of the common stock of the Company for one dollar (\$1.00) per share.

3. The buyers will be Jeff and Sadie Stamps (the "Buyers"). The Buyers are residents of the State of Arkansas. The Buyers have represented to the Commissioner that they understand the speculative nature of this investment and can withstand the loss of their entire investment. Currently, the Buyers are noteholders of the Company and they have informed the Commissioner that they will reject the rescission offer relating to the purchase of their note in October 1999. Simultaneously with the purchase of the Stock, their note and related interest due

on that note will be converted into shares of stock of the Company at the rate of one dollar (\$1.00) per share.

4. An exemption from registration has been requested pursuant to the Commissioner's discretionary authority under Ark. Code Ann. § 23-42-504(a)(12). The Buyers have read the draft of the rescission document and have had access to financial and other information concerning the Company as is necessary to make an informed investment decision. Based upon the foregoing, the Transaction is not the type the Arkansas Securities Act (the "Act") was designed to protect by requiring registration.

CONCLUSIONS OF LAW

1. Under Section 23-42-504(a)(12) of the Act, the Commissioner may by order exempt certain transactions from Sections 23-42-501 and 23-42-502 of the Act as not being necessary or appropriate in the public interest for the protection of investors.

2. It is not necessary or appropriate in the public interest for the protection of investors for the Company to be required to register the Transaction under the Act for the purposes of the contemplated offering.

3. It is not necessary or appropriate in the public interest for the protection of investors for Company to be required to engage the services of a registered agent for the purpose of making sales of the securities.

OPINION

In recognition of the representations made by the Company, it appears registration of this Transaction is unnecessary in this instance.

This order does not exempt the Company from the antifraud provisions of the Act.

ORDER

IT IS THEREFORE ORDERED that securities offered or sold in Arkansas for the proposed Transaction, if offered and sold in compliance with the representations made in the letter of November 16, 2000, and the attached exhibits, and in accordance with the Findings of Fact stated herein, shall be exempted from Sections 23-42-501 and 23-42-502 of the Act.

WITNESS MY HAND AND SEAL this 22nd day of November 2000.



MAC DODSON
SECURITIES COMMISSIONER