

**STATE OF ARKANSAS  
SECURITIES DEPARTMENT**

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**IN THE MATTER OF  
JOHN F. COPE CO., INC.**

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**ORDER PROVIDING A  
TRANSACTIONAL EXEMPTION  
FROM REGISTRATION  
NO. 01-008-S**

**FINDINGS OF FACT**

1. On February 1, 2001, a letter was received by the Arkansas Securities Commissioner requesting that the proposed offer and sale of preferred stock (the "Stock") of John F. Cope Co., Inc. (the "Company" or the "Seller") to Razorback Farms, Inc. (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 Commonwealth of Pennsylvania. The Company is a privately owned company that currently has eleven shareholders, nine of whom own voting common stock and two of whom own non-voting common stock.
3. Razorback Farms, Inc. (the "Buyer") is a corporation organized under the laws of the State of Arkansas. The Buyer is a supplier to the Company who, in November of 2000, agreed to convert outstanding accounts receivable into a promissory note with stated payment and interest terms. The Company and the Buyer desire to cancel the promissory note in exchange for the Company issuing to the Buyer shares of the Company's Series 3 Class A Preferred Stock.
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 Seller and the Buyer have fully and completely been involved in the negotiation of an agreement for the sale of the Stock, and they have been, or had the opportunity to be represented in these negotiations by counsel. The Seller and the Buyer have had access to financial and other information concerning the parties 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 Seller or the Buyer 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 the Seller or the Buyer 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 Seller, it appears registration of this Transaction is unnecessary in this instance.

This order does not exempt the Seller or the Buyer 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 February 1, 2001, 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 2nd day of February, 2001.

  
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MAC DODSON  
SECURITIES COMMISSIONER