

STATE OF ARKANSAS
SECURITIES DEPARTMENT

IN THE MATTER OF

ORDER PROVIDING A
TRANSACTIONAL EXEMPTION
FROM REGISTRATION

DUCKBILL FARMS, INC.

ORDER NO. 01-009-S

FINDINGS OF FACT

1. On February 15, 2001, a letter was received by the Arkansas Securities Commissioner requesting that the proposed offering and sale of 100 shares of capital stock (the "Stock") of Duckbill Farm, Inc., to Ty Callahan (the "Transaction"), be determined to be an exempt transaction pursuant to Arkansas Code Annotated §23-42-504(a)(12).
2. The Company is a corporation organized under the laws of the State of Arkansas. The Stock involved in the sale consists of 100 shares of capital stock of the Company owned by Cynthia Callahan (the "Seller").
3. The buyer will be Ty Callahan (the "Buyer").
4. An exemption from registration has been requested pursuant to the Commissioner's discretionary authority under Arkansas Code Annotated §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 be order exempt certain transactions from §§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 purposes 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 13, 2001, and in accordance with the Findings of Fact stated herein, shall be exempted from §§23-42-501 and 23-42-502 of the Act.

WITNESS MY HAND AND SEAL this 20th day of February, 2001.



MAC DODSON
SECURITIES COMMISSIONER