

STATE OF ARKANSAS
SECURITIES DEPARTMENT

IN THE MATTER OF

EVERGREEN CHINESE
RESTAURANT, INC.

ORDER PROVIDING A
TRANSACTIONAL EXEMPTION
FROM REGISTRATION

ORDER NO. 01-011-S

FINDINGS OF FACT

1. On February 26, 2001, a letter was received by the Arkansas Securities Commissioner requesting that the proposed offering and sale of Seventy-Five (75) shares of the issued and outstanding capital stock (the "Stock") of Evergreen Chinese Restaurant, Inc. (the "Company") to Dian Kai Jiang (50 shares) and Run P. Zhou (25 shares) 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 consists of Seventy-Five (75) shares of common stock owned by Ying Ma (25 shares), Wei Dong Zhou (25 shares) and Qin Bao Zhang (25 shares) (the "Sellers").
3. The Buyers will be Run P. Zhou (25 shares) and Dian Kai Jiang (50 Shares) (the "Buyers").
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 Sellers and the Buyers have fully and completely been involved in the negotiation of an agreement for the sale of the Stock, and they have had the opportunity to be represented in these negotiations by counsel. The Buyers 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") is designed to protect by requiring registration particularly when what is involved is the sale of a business.

CONCLUSIONS OF LAW

1. Under §23-42-504(a)(12) of the Act, the Commissioner may by 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 Sellers 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 Sellers to be required to engage the services of a registered agent for the purpose of making sales of the Company's securities.

OPINION

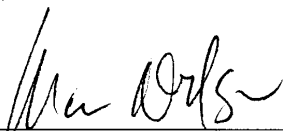
In recognition of the representations made by the Sellers and the Buyers, it appears registration of this offering of shares of common stock is unnecessary in this instance.

This Order does not exempt the parties from the antifraud provisions of the Act.

ORDER

IT IS THEREFORE ORDERED that any securities of Evergreen Chinese Restaurant, Inc. offered or sold in Arkansas for the proposed Transaction, if offered and sold in compliance with the representations made in the letter dated February 26, 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 1st day of March, 2001.



MAC DODSON
SECURITIES COMMISSIONER