

STATE OF ARKANSAS
SECURITIES DEPARTMENT

IN THE MATTER OF

ORDER PROVIDING A
TRANSACTIONAL EXEMPTION
FROM REGISTRATION

LEISURE TIME PRODUCTS, INC.

ORDER NO. 98-017-S

FINDINGS OF FACT

1. On March 18, 1998, a letter was received by the Arkansas Securities Commissioner requesting that the proposed offering and sale of 55,190 of the 62,790 issued and outstanding shares of capital stock (the "Stock") of Leisure Time Products, Inc. (the "Company") to Poli-Tron, Inc., a Kansas corporation (the "Transaction") be determined to be an exempt transaction pursuant to Ark. Code Ann. Section 23-42-504 (a) (12).
2. The Company is a corporation organized under the laws of the State of Arkansas. The Stock consists of 55,190 shares of common stock owned by Virgil and Ruth Alexander, Siloam Springs, Arkansas.
3. The Buyer will be Poli-Tron, Inc., a Kansas corporation (the "Buyer").
4. An exemption from registration has been requested pursuant to the Commissioners discretionary authority under Ark. Code Ann. Section 23-42-504 (a) (1 2). The Sellers 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 represented in these negotiations by counsel. The Buyer has 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 Act is designed to protect by requiring registration, particularly when what is involved is the sale of approximately 88% of the capital stock of a business.

OPINION

5. In recognition of the representations made by the Sellers, it appears registration of this offering of shares of common stock is not necessary.
6. This order does not exempt the Sellers from the antifraud provisions of the Act.

CONCLUSIONS OF LAW

7. Under the Section 23-42-504 (a) (1 2) of the Act, the Commissioner may by order exempt from Sections 23-42-501 and 23-42-502 of the Act, transactions as not being necessary or appropriate in the public interest for the protection of investors.
8. 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.

9. 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.

ORDER

IT IS THEREFORE ORDERED that any securities of the Company offered or sold in Arkansas for the proposed Transaction, if offered and sold in compliance with therepresentations made in the letter of March 18, 1998, 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 _____ day of March, 1998.

MAC DODSON

SECURITIES COMMISSIONER