

**STATE OF ARKANSAS**  
**SECURITIES DEPARTMENT**

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IN THE MATTER OF

ORDER PROVIDING A

TRANSACTIONAL  
EXEMPTION

FROM REGISTRATION

NORTHWEST CONTROLS

SYSTEMS, INC.

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ORDER NO. 98-075-S

**FINDINGS OF FACT**

1. On December 14, 1998, a letter was received by the Arkansas Securities Commissioner requesting that the proposed offering and sale of Fifty (50) shares of the issued and outstanding capital stock (the "Stock") of Northwest Controls Systems, Inc. (the "Company") to Mr. Scott Archer (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 Fifty (50) shares of common stock owned by E. Murl Meredith (the "Seller").
3. The Buyer will be M. Scott Archer (the "Buyer").
4. An exemption from registration has been requested pursuant to the Commissioner's discretionary authority under Ark. Code Ann. Section 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 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 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**

5. 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.
6. It is not necessary or appropriate in the public interest for the protection of investors for the Seller to be required to register the Transaction under the Act for the purposes of the contemplated offering.
7. It is not necessary or appropriate in the public interest for the protection of investors for the Seller to be required to engage the services of a registered agent for the purpose of making sales of the Company's securities.

**OPINION**

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

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

**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 the representations made in the letter of December 11, 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 December, 1998.

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MAC DODSON

SECURITIES COMMISSIONER