

STATE OF ARKANSAS
SECURITIES DEPARTMENT

IN THE MATTER OF

ORDER PROVIDING A
TRANSACTIONAL EXEMPTION
FROM REGISTRATION

OUTDOOR AMERICA, INC.

NO. 99-024-S

FINDINGS OF FACT

1. On May 28, 1999, a letter was received by the Arkansas Securities Commissioner requesting that the proposed offering and sale of all the issued and outstanding common stock (the "Stock") of Outdoor America (the "Company") to Ralph Walker and Elizabeth Walker (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 450 shares of common stock owned by the Tom Perry, Rick Jones, Joe Kilgore, Erick Offenbacker and Linda Necessary (the "Sellers").
3. The Buyers will be Ralph Walker and Elizabeth Walker (the "Buyers").
4. In exchange for, among other consideration, release and indemnification from prior debt and newly obtained financing, each of the Sellers proposes to sell all of their respective shares to the Buyers who have personally secured the new debt obtained on behalf of the Company.
5. 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 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 been 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

6. 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.
7. It is not necessary or appropriate in the public interest for the protection of investors for the Buyers and Sellers to be required to register the Transaction under the Act for the purposes of the contemplated offering.
8. It is not necessary or appropriate in the public interest for the protection of investors for the Buyers and 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 Buyers and Sellers, it appears registration of this offering of shares of common stock is unnecessary in this instance.

This order does not exempt the Buyers or Sellers 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 May 26, 1999, 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 June 1999.

MAC DODSON
SECURITIES COMMISSIONER