

**STATE OF ARKANSAS
SECURITIES DEPARTMENT**

IN THE MATTER OF

ORDER PROVIDING A
TRANSACTION EXEMPTION
FROM REGISTRATION

THE WOOD FLOOR GALLERY, INC.

ORDER NO. 03-80004377-OR041

FINDINGS OF FACT

1. On May 12, 2003, a letter was received by the Arkansas Securities Commissioner requesting that the proposed offering and sale of seven (7) shares of the issued and outstanding capital stock (the "Stock") of The Wood Floor Gallery, Inc. (the "Company") to Charles B. Moyers (the "Transaction"), be determined to be an exempt transaction pursuant to Ark. Code Ann. § 23-42-504(a)(12).
2. The Company is a corporation organized under the laws of the State of Arkansas. The Stock consists of seven (7) shares of common stock owned by Mr. Morris D. Witter, III.
3. The Buyer will be Mr. Charles B. Moyers.
4. An exemption from registration has been requested pursuant to the Commissioner's discretionary authority under Ark. Code Ann. § 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 Buyer, during the course of his employment with the Company and otherwise, has had

access to the financial, operating and other information concerning the Company as is necessary to make an informed investment decision.

5. The Buyer will represent in the agreement for the purchase of the Stock that the shares of Stock are being purchased for investment purposes only and not with a view to distribution. Each certificate representing the shares of Stock will contain an appropriate restrictive legend noting that such shares may not be transferred absent registration under federal and state securities laws or pursuant to a valid exemption therefrom.
6. Based upon the foregoing, the Transaction is not the type the Arkansas Securities Act (the "Act") is designed to protect by requiring registration.

CONCLUSIONS OF LAW

1. 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.
2. 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.
3. 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

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.

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

ORDER

IT IS THEREFORE ORDERED that any securities of The Wood Floor Gallery, Inc. offered or sold in Arkansas for the proposed Transaction, if offered and sold in compliance with the representations made in the letter dated May 9, 2003, 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 16th day of May 2003.

A handwritten signature in black ink, appearing to read "M. Johnson", written in a cursive style.

MICHAEL B. JOHNSON
ARKANSAS SECURITIES COMMISSIONER