

STATE OF CALIFORNIA
DEPARTMENT OF CORPORATIONS

File No. Alpha

TO: OTHA COLE aka O.T. COLE
8707-D Lindley Avenue #186
Northridge, CA 91325

DESIST AND REFRAIN ORDER

Pursuant to Section 25532 of the California Corporate Securities Law of 1968, you are hereby ordered to desist and refrain from offering or selling or buying or offering to buy any security in the State of California, including, but not limited to investment contracts in the form of limited partnership interests in HyperOx Institute of California, Inc. and stock in the form of HyperOx Institute of California, Inc. shares by means of any written or oral communication which includes an untrue statement of a material fact or omits to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, including but not limited to, private placement memoranda which fail to disclose accurate shareholder information, oral statements that HyperOx Institute of California Inc. would definitely go public, and that HyperOx had not less than \$1,000,000 in reserves, for the reason that, in the opinion of the Commissioner of Corporations of the State of California, the sale of such securities has violated or is violating Section 25401 under said law, and the Commissioner of Corporations of the State of California finds that this Order is necessary in the public interest for the protection of investors and is consistent with the purposes of the policy and provisions of the Corporate Securities Law of 1968.

Dated: Los Angeles, California
March 25, 1998

DALE E. BONNER
Commissioner of Corporations

By ALAN S. WEINGER
Supervising Counsel