

State of Missouri  
Office of Secretary of State

Case No. AP-05-42

IN THE MATTER OF:

SAVE THE PLANET ENERGY CORPORATION  
a/k/a SAVE THE PLANET USA COMPANY;  
KRYSTAL PLANET CORPORATION;  
KRYSTAL ENERGY CORPORATION;  
TROY HELMING, and  
ALYSIA CARLSON HELMING;

*Respondents.*

**CONSENT ORDER**

**WHEREAS**, the Missouri Securities Division (“Division”) alleged that Respondents offered and sold unregistered, nonexempt securities in the State of Missouri in violation of §409.3-301, RSMo. Supp. 2005 and Respondents offered and sold the securities without making full disclosure to the investors in violation of §409.5-501 (2), RSMo Cum. Supp. 2005.

**Whereas**, The Division and Respondents, Krystal Energy Corporation and Troy Helming (hereafter “Respondents”), recognize that there is no certainty that either party will prevail in continued litigation. Respondents, without admitting or denying they violated Missouri law, stipulate and agree to the issuance of this Consent Order.

**WHEREAS**, Respondents and the Division desire to settle the allegations and the matters raised by the staff of the Division relating to said violations.

**STIPULATIONS AND AGREEMENTS**

1. Respondents and the Division consent to the issuance of this Consent Order.
2. Respondents stipulate and agree to the issuance of this Consent Order without further proceedings in this matter, agreeing to be fully bound by the terms and conditions specified herein and waive their rights to a hearing with respect to this matter and further stipulate and agree that they waive any right they may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Consent Order.
3. Respondents stipulate and agree that, should the facts contained herein prove to be false or incomplete, the Missouri Securities Division preserves the right to pursue any and all legal or administrative remedies at its disposal.
4. Respondents and the Division stipulate and agree to the following set of facts:

## **STIPULATIONS OF FACT**

5. Krystal Energy Corporation (“KEC” or the “Company”) is a Delaware corporation headquartered in Lenexa Kansas.
6. The primary business of KEC and its subsidiaries as stated in their private placement memorandum is the provision of energy products for residential and commercial use, which include wind energy products, solar energy and solar heating products.
7. During the period between December 30, 2002 and January 16, 2004, the Company was known as Save the Planet Energy Corporation. During the period between January 16, 2004 and July 7, 2004, the Company was known as Krystal Planet Corporation. On July 7, 2004, the Company changed its name to KEC. Also on July 7, 2004, one of KEC’s subsidiaries, a Delaware corporation headquartered in Lenexa, Kansas, changed its name from Save the Planet Marketing Corporation to Krystal Planet Corporation (“KP”).
8. Troy Helming was and is the President and CEO of KP and KEC and maintains a business address of 8527 Bluejacket Street, Lenexa, Kansas 66214.
9. KEC on four occasions during 2003 and 2004 issued securities to four Missouri residents, two of whom were employees or independent contractors of KEC.
10. KEC’s debentures and stock qualify as securities pursuant to § 409.1-102 (28), RSMo, Supp. 2005.
11. At the time the offers and sales were made to Missouri residents, KEC’s securities were not registered with the State of Missouri.
12. The Division alleged that Respondents sold unregistered securities and failed to make full disclosure regarding these securities to these Missouri residents.
13. Respondents dispute that their disclosures were insufficient and allege that the securities transactions were exempt from the registration requirements.
14. The Division dismisses the allegations against Respondents Save the Planet Energy Corporation; Save the Planet U.S.A Company; Krystal Planet Corporation, and Alysia Carlson Helming.
15. This Order is in the public interest.

## **JURISDICTIONAL BASIS**

16. Respondents and the Division stipulate and agree that the Commissioner has jurisdiction over these matters pursuant to the Missouri Securities Act of 2003, Chapter 409, *et seq.*
17. Respondents and the Securities Division stipulate and agree that the Commissioner has authority to enter this Consent Order pursuant to § 409.6-604(h), RSMo, Supp. 2005, which provides that the Commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act.

## **ORDER**

**WHEREAS**, the Commissioner, after consideration of the stipulations set forth above and on the consent of Respondents and the Division, finds the following Order to be in the public interest and necessary for the protection of public investors and consistent with the provisions of Chapter 409, RSMo, *et seq.*

**NOW, THEREFORE**, it is hereby Ordered that:

- A. Respondents and their agents, employees and servants are prohibited from violating §§409.3-301 and 409.5-501 (2), RSMo, Supp. 2005, by offering or selling securities in Missouri without registering or qualifying for an applicable exemption and making full disclosure to investors.
- B. KEC has paid two of the Missouri investors twenty one thousand one hundred fifteen dollars and fifteen cents (\$21,115.15). The other two Missouri investors did not wish to cancel their investments.
- C. KEC will pay eighteen thousand dollars (\$18,000) without interest to the Missouri Investor Education and Protection Fund. KEC shall pay \$1,000 a month beginning November 1, 2006, and continuing each month and on the first of each month until such amount is paid in full. KEC's payment must be made payable to the Missouri Secretary of State and delivered or sent to the Securities Division, 600 West Main Street, PO Box 1276, Jefferson City, Missouri 65102, and will be deposited into the Missouri Secretary of State's Investor Education and Protection Fund. The full amount shall be paid on or before March 1, 2008. If KEC fails to make any payment described in this Paragraph C, the full amount remaining shall be immediately due and payable after five days notice to cure, and if any amount remains unpaid after such five-day cure period, the Commissioner may refer this matter for enforcement as provided in Sections 409.6-603 and 409-6-604, RSMo.
- D. Respondents will be responsible for their own costs and attorney fees.

**SO ORDERED:**

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,  
MISSOURI THIS 19<sup>TH</sup> DAY OF JUNE, 2006.

ROBIN CARNAHAN  
SECRETARY OF STATE

(Signed/Sealed)  
MATTHEW D. KITZI  
COMMISSIONER OF SECURITIES

Consented to by:  
Missouri Securities Division

Mary S. Hosmer  
Assistant Commissioner

KRYSTAL ENERGY CORPORATION F/K/A  
KRYSTAL PLANET CORPORATION F/K/A  
SAVE THE PLANET ENERGY CORPORATION

Troy Helming, President and CEO

Troy Helming, in his individual capacity