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BEFORE THE ARKANSAS SECURITIES COMMISSIONER SEP 23 AM 8:49  
CASE NO. S-14-0078

ARKANSAS SECURITIES DEPT.

IN THE MATTER OF: Order No. S-14-0078-14-OR01

BRENTWOOD INVESTMENTS, LLC RESPONDENT

**CONSENT ORDER**

This Consent Order is entered pursuant to the Arkansas Securities Act, codified at Ark. Code Ann. §§ 23-42-101 through 23-42-509 (“Act”), the Rules of the Arkansas Securities Commissioner (“Rules”) promulgated under the Act and the Arkansas Administrative Procedures Act, codified at Ark. Code Ann. §§ 25-15-201 through 25-15-219 in accordance with an agreement by and between the Staff of the Arkansas Securities Department (“Staff”) and Brentwood Investments, LLC (“Brentwood”) in full and final settlement of all claims that could be brought against Brentwood by the Staff on the basis of the facts set forth herein.

Brentwood admits the jurisdiction of the Act and the Arkansas Securities Commissioner (“Commissioner”), waives its right to a formal hearing, consents to the entry of this order, and agrees to abide by its terms. Brentwood also agrees that entry of this order has no impact on its potential civil liability to Arkansas investors under Ark. Code Ann. § 23-42-106 for the violations detailed below.

**FINDINGS OF FACT**

1. On or about May 16, 2013, agents or employees of Brentwood made a sale of securities in an offering to an Arkansas resident.

2. On or about November 25, 2013, Brentwood filed a Notice of Sale of Securities on United States Securities and Exchange Commission ("SEC") Form D with the Arkansas Securities Department ("Department").

3. In violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(b)(2), Brentwood failed to file the Notice of Sale of Securities on SEC Form D with the Department concerning the sale of securities in Arkansas within the required fifteen days.

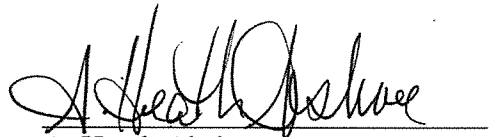
**CONCLUSIONS OF LAW**

4. Brentwood's filing of the Notice of Sale of Securities on SEC Form D with the Department approximately six months after the sale of securities in the offering to an Arkansas resident as detailed in paragraphs 1-3 is a violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(b)(2).

5. Entry of this Order does not affect the potential civil liability of Brentwood under Ark. Code Ann. § 23-42-106 for Arkansas investors in the offering.

**ORDER**

IT IS THEREFORE ORDERED that Brentwood pay a fine in the amount of \$500.00.



A. Heath Abshure  
Arkansas Securities Commissioner

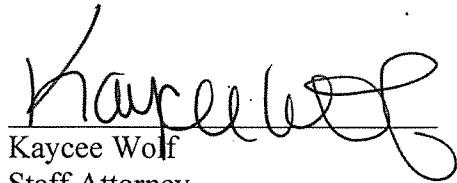
Sept. 23, 2014  
Date

Brentwood Investments, LLC

By: 

Title: manager

Date: 9/15/14



Kaycee Wolf  
Staff Attorney