

July 24, 1998

Paul Hogue

Paul J. Hogue & Associates, Ltd.

120 Hill

Hot Springs National Park, Arkansas 71901

Re: Warren Swift Ltd.

No. 98-012

Dear Mr. Hogue:

The Department has received your letter, dated July 14, 1998, regarding the organization of the Warren Swift, Ltd. (the "Partnership") for the purpose of consolidating several business ventures, cash and/or assets into a single family limited partnership. You have requested confirmation that the staff will recommend that the Commissioner take no action to enforce the registration provisions of the Arkansas Securities Act (the "Act") with respect to the proposed transactions. The facts of the proposed transactions, as described in your letter, are briefly stated below.

Warren Swift will be the General Partner and will initially own all of the limited partnership interests (the "Interests"). He will acquire all of the Interests for cash and assets. The Interests will be purchased with investment intent and restricted on retransfer. Within twelve months, Mr. Swift will transfer portions of the Interests to other family members as a gift. It is your opinion that the initial transaction involving the organization of the Partnership will be an exempt transaction pursuant to Rule 504.01(A)(12)(a) of the Rules of the Arkansas Securities Commissioner (the "Rules"). Furthermore, the subsequent transfer of the Interests will not constitute a sale, pursuant to Ark. Code Ann. § 23-42-102(13), because the transactions will not involve the disposition of a security for value. Because the subsequent transactions do not constitute a sale, these transactions will not require registration and will not be in violation of the requirement of investment intent.

Based upon the opinions and representations contained in your letter, the Department will recommend that the Commissioner take no action to enforce the registration provisions of the Act if the securities are offered and sold in the manner described in reliance upon the exemption from registration provided in Rule 504.01(A)(12)(a). Please note that the position of the Department is based solely upon the representations in your letter and applies only to the transactions identified therein. Different facts or circumstances might, and often would, require a different response. The position expressed deals only with anticipated enforcement action by the Department and does not purport to be a legal opinion.

If you have any questions regarding this matter, please contact the undersigned.

Sincerely,

Ann McDougal
Assistant Commissioner