

STATE OF ARKANSAS
SECURITIES DEPARTMENT

IN THE MATTER OF

AMENDED ORDER PROVIDING A
TRANSACTIONAL EXEMPTION
FROM REGISTRATION

AMERICAN FIBER INDUSTRIES, LLC

ORDER NO. 98-009-S

FINDINGS OF FACT

1. On February 19, 1998, a letter was received by the Arkansas Securities Commissioner requesting that the proposed offering and sale of 30% of the limited liability interests (the "Interests") of American Fiber Industries, LLC (the "Company") to A.A.A.H. Holdings, Inc. (the "Transaction") be determined to be an exempt transaction pursuant to Ark. Code Ann. Section 23-42-504(a)(12).
2. The Company is a limited liability company organized under the laws of the State of Arkansas. The Interests consists of the total interest owned by AFI, Inc. (the "Seller").
3. The Buyer will be A.A.A.H. Holdings, Inc. which owns the other 70% interest (the "Buyer").
4. An exemption from registration has been requested pursuant to the Commissioner's discretionary authority under Ark. Code Ann. Section 23-42-504(a)(12). The Seller and Buyer have fully and completely been involved in the negotiation of an agreement for the sale of the Interest and have been represented in these negotiations by counsel. The Buyer has had access to financial and other information concerning the Company as is necessary to make an informed investment decision. Based upon the foregoing, the Transaction is not the type the Arkansas Securities Act (the "Act") was designed to protect by requiring registration.

CONCLUSIONS OF LAW

5. 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.
6. 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.
7. 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 Interests in the Company.

OPINION

In recognition of the representations made by the Seller, it appears registration of this Transaction 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 Interest of the Company offered or sold in Arkansas for the proposed Transaction, if offered and sold in compliance with the representations made in the letter of February 19, 1998, 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 19th day of February, 1998.

MAC DODSON
SECURITIES COMMISSIONER