

STATE OF ARKANSAS
SECURITIES DEPARTMENT

IN THE MATTER OF

ORDER PROVIDING A WAIVER
OF THE NUMBER OF PURCHASERS
PURSUANT TO ARK. CODE ANN.
§ 23-42-504(a)(9)(B)

STEPHENS INVESTMENT

PARTNERS III, LLC

ORDER NO. 98-047-S

FINDINGS OF FACT

1. On August 26 and 27, 1998, letters were received by the Arkansas Securities Commissioner requesting that the proposed offering and sale of limited liability interests (the "Interests") of Stephens Investment Partners III LLC (the "Company"), to certain executive officers of Stephens, Inc. and its affiliates (collectively "Stephens") (the "Transaction"), be determined to be an exempt transaction pursuant to Ark. Code Ann. § 23-42-504(a)(9).
2. The Company is a limited liability company organized under the laws of the State of Arkansas. Its principal business will be to participate with Stephens in certain investments as determined by the managers.
3. The buyers will be a limited number of qualified investors who are executive officers of Stephens (the "Buyers"). The proposed buyers have the knowledge and experience in financial and business matters necessary to evaluate an investment in the Company based on the materials set forth in the Confidential Information Memorandum.
4. The Company has filed a proof of exemption pursuant to Ark. Code Ann. §23-42-504(a)(9) and Rule 504.01(A)(9) of the Rules of the Arkansas Securities Commissioner (the "Rules"). The Company has requested a waiver of the number of purchasers permitted in order to permit sales to no more than 50 unaccredited purchasers during any period of twelve consecutive months.

CONCLUSIONS OF LAW

5. Ark. Code Ann. §23-42-504(a)(9)(B) states that the commissioner may by rule or order, as to any security or transaction or any type of security or transaction, withdraw or further condition this exemption, or increase or decrease the number of purchasers permitted, or waive the conditions in subdivisions (a)(9)(A)(i) and (ii) of this section with or without the substitution of a limitation on remuneration.
6. It is not necessary or appropriate in the public interest for the protection of investors for the Company 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 Company to be required to engage the services of a registered agent for the purpose of

making sales of the securities.

OPINION

8. In recognition of the representations made by the Company, it appears registration of this Transaction is unnecessary in this instance.
9. This order does not exempt the Company from the antifraud provisions of the Act.

ORDER

IT IS THEREFORE ORDERED that securities offered or sold in Arkansas for the proposed Transaction, if offered and sold in compliance with the representations made in the letters of August 26 and 27, 1998, and the attached exhibits, 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 28 day of August, 1998.

MAC DODSON

SECURITIES COMMISSIONER