

STATE OF ARKANSAS
SECURITIES DEPARTMENT

IN THE MATTER OF

ORDER PROVIDING A
TRANSACTIONAL EXEMPTION
FROM REGISTRATION

NATIONS EXPRESS, INC.

NO. 99-053-S

FINDINGS OF FACT

1. On September 3, 1999, a letter was received by the Arkansas Securities Commissioner requesting that the proposed offering of options to purchase 10,000 shares of the common stock (the "Stock") of Nations Express, Inc. (the "Company"), to Gary Wheeler (the "Transaction"), be determined to be an exempt transaction pursuant to Ark. Code Ann. § 23-42-504(a)(12).
2. The Company is a corporation organized under the laws of the State of North Carolina. The Company adopted a 1999 Stock Option Plan (the "Plan") that is open to key employees and certain independent contractors who act as Express Center agents for the Company in various cities in the United States.
3. Gary Wheeler, who resides in the State of Arkansas, is one of the Company's Express Center agents (the "Buyer"). The Buyer will be offered options to purchase 10,000 shares of the Company's common stock at an exercise price of \$2.00 per share. A portion of the options will be immediately vested and exercisable upon grant. The remainder of the options will be exercisable over a period of three years in accordance with the Stock Option Agreement.
4. An exemption from registration has been requested pursuant to the Commissioner's discretionary authority under Ark. Code Ann. § 23-42-504(a)(12). 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 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

In recognition of the representations made by the Company, it appears registration of this Transaction is unnecessary in this instance.

This order does not exempt the Company from the antifraud provisions of the Act.

ORDER

IT IS THEREFORE ORDERED that the shares of common stock offered or sold in Arkansas pursuant to the 1999 Stock Option Plan of Nations Express, Inc., if offered and sold in compliance with the representations made in the letter of September 3, 1999, 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 8th day of September, 1999.



MAC DODSON
SECURITIES COMMISSIONER