

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES ACT OF 1933**  
**Release No. 8631 / October 26, 2005**

**ADMINISTRATIVE PROCEEDING**  
**FILE NO. 3-11780**

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<b>In the Matter of</b>	:	
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<b>Edward D. Jones &amp; Co.,</b>	:	<b>ORDER UNDER RULE 602(e) UNDER</b>
<b>L.P.,</b>	:	<b>THE SECURITIES ACT OF 1933 GRANTING</b>
	:	<b>A WAIVER OF THE DISQUALIFICATION</b>
	:	<b>PROVISION OF RULE 602(c)(3)</b>
<b>Respondent.</b>	:	
	:	

Edward D. Jones & Co., L.P. (“Edward Jones”) has submitted a letter, dated August 1, 2005, requesting a waiver of the disqualification from the exemption under Regulation E arising from its settlement of administrative and cease-and-desist proceedings commenced by the Commission under Section 8A of the Securities Act of 1933 (“Securities Act”) and Sections 15(b) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”).

On December 22, 2004, pursuant to Edward Jones’ offer of settlement, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”). The Order censured Edward Jones, required Edward Jones to cease and desist from committing or causing any violations and any future violations of Section 17(a)(2) of the Securities Act, Section 15B(c)(1) of the Exchange Act, Rule 10b-10 thereunder and Municipal Securities Rulemaking Board (“MSRB”) Rule G-15. The Order also required Edward Jones to pay disgorgement plus prejudgment interest in the amount of \$37.5 million and a civil monetary penalty in the amount of \$37.5 million and to comply with certain undertakings.

Regulation E provides an exemption from registration under the Securities Act, subject to certain conditions, for securities issued by certain small business investment companies and business development companies. The Regulation E exemption is not available for the securities of an issuer if, among other things, any investment adviser or underwriter for the securities to be offered is subject to an order of the Commission entered pursuant to Sections 15(b) or 15A(1) of the Exchange Act or Section 203(d) or (e) of the Investment Advisers Act of 1940. See Rule 602(c)(3) under the Securities Act.

The Commission may waive the disqualification under a showing of good cause. See Rule 602(e) under the Securities Act.

Based on the representations set forth in Edward Jones' August 1, 2005 request, the Commission has determined that a showing of good cause has been made pursuant to Rule 602(e) and that the request for a waiver of the disqualification should be granted.

Accordingly, IT IS ORDERED, pursuant to Rule 602(e) under the Securities Act, that a waiver from the application of the disqualification provision of Rule 602(c)(3) under the Securities Act resulting from the entry of the Order is hereby granted.

By the Commission.

Jonathan G. Katz  
Secretary