

CONNS INC  
Form SC 13D/A  
September 17, 2007

CUSIP No. 208242107

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)**

**Conn s Inc.**

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

208242107

(CUSIP Number)

David A. Knight

SF Holding Corp. (f/k/a Stephens Group, Inc.)

111 Center Street

Little Rock, AR 72201

(501) 377-2573

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 11, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

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CUSIP No. 208242107

**SCHEDULE 13D**

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Conn s Voting Trust, Steven Patterson, Trustee

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

Not applicable

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 11,178,244

**SHARES** **8** Shared Voting Power

**BENEFICIALLY**  
**OWNED BY** 0

**EACH  
REPORTING  
PERSON**      **9**  
0

**WITH**      Shared Dispositive Power  
**10**  
0

**11**      Aggregate Amount Beneficially Owned by Each Reporting Person

11,178,244

**12**      Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

o

**13**      Percent of Class Represented by Amount in Row (11)

48.8

**14**      Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)  
SF Holding Corp. (formerly, Stephens Group, Inc.)

**2** Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)  
WC

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization  
Arkansas

	<b>7</b>	Sole Voting Power
<b>NUMBER OF</b>	0	
<b>SHARES</b>		Shared Voting Power
<b>BENEFICIALLY</b>	<b>8</b>	
<b>OWNED BY</b>	0	
<b>EACH</b>		Sole Dispositive Power
<b>REPORTING</b>	<b>9</b>	

**PERSON** 921,538

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

921,538

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

4.0

**14** Type of Reporting Person (See Instructions)

HC, CO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Stephens Inc.

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 152,312

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 22,789

**EACH** Sole Dispositive Power

**REPORTING** **9**



**PERSON** 301,511

**WITH** Shared Dispositive Power

**10**

22,789

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

324,300

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

1.4

**14** Type of Reporting Person (See Instructions)

BD, CO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Jackson T. Stephens Trust No. One

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 0

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

0

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.0

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Bess C. Stephens Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**8** Shared Voting Power

**SHARES**  
**BENEFICIALLY**  
**OWNED BY**

0

**9** Sole Dispositive Power

**EACH**  
**REPORTING**

**PERSON** 208,105

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

208,105

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.9

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Warren A. Stephens Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC, AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 424

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 424

**WITH** Shared Dispositive Power

**10**

0

**11**

Aggregate Amount Beneficially Owned by Each Reporting Person

424

**12**

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**13**

Percent of Class Represented by Amount in Row (11)

0.0

**14**

Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Warren A. Stephens Grantor Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC, AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power  
**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power  
**REPORTING** **9**



**PERSON** 168,498

**WITH** Shared Dispositive Power

**10**

0

Aggregate Amount Beneficially Owned by Each Reporting Person

**11**

168,498

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**12**

Percent of Class Represented by Amount in Row (11)

**13**

0.7

Type of Reporting Person (See Instructions)

**14**

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Harriet C. Stephens Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

<b>PERSON</b>	739,100
<b>WITH</b>	Shared Dispositive Power
<b>10</b>	0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person  
739,100

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
b

**13** Percent of Class Represented by Amount in Row (11)  
3.2

**14** Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Warren & Harriet Stephens Children's Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC, AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power  
**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power  
**REPORTING** **9**

**PERSON** 918,123

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

918,123

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

4.0

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Warren Miles Amerine Stephens 95 Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC, AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 51,282

**WITH** Shared Dispositive Power

**10**

0

Aggregate Amount Beneficially Owned by Each Reporting Person

**11**

51,282

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**12**

b

Percent of Class Represented by Amount in Row (11)

**13**

0.2

Type of Reporting Person (See Instructions)

**14**

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Warren Miles Amerine Stephens Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power  
**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power  
**REPORTING** **9**



**PERSON** 4,356

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

4,356

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.0

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

John Calhoun Stephens 95 Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC, AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 51,282

**WITH** Shared Dispositive Power

**10**

0

Aggregate Amount Beneficially Owned by Each Reporting Person

**11**

51,282

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**12**

b

Percent of Class Represented by Amount in Row (11)

**13**

0.2

Type of Reporting Person (See Instructions)

**14**

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

John Calhoun Stephens Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 4,356

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

4,356

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.0

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Laura Whitaker Stephens 95 Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC, AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 51,282

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

51,282

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.2

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Laura Whitaker Stephens Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power  
**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power  
**REPORTING** **9**



**PERSON** 4,356

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

4,356

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.0

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Grandchild s Trust #2

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 565,100

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

565,100

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

2.5

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

W.R. Stephens, Jr. Children's Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC, AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

<b>PERSON</b>	202,774
<b>WITH</b>	Shared Dispositive Power
<b>10</b>	0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person  
202,774

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
b

**13** Percent of Class Represented by Amount in Row (11)  
0.9

**14** Type of Reporting Person (See Instructions)  
OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

W.R. Stephens, III Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC, OO

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**8** Shared Voting Power

**BENEFICIALLY OWNED BY** 0

**9** Sole Dispositive Power

**EACH REPORTING**

**PERSON** 155,489

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

155,489

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.7

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Arden Jewell Stephens Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC, OO

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**8** Shared Voting Power

**BENEFICIALLY OWNED BY** 0

**9** Sole Dispositive Power

**EACH REPORTING** 0



**PERSON** 155,489

**WITH** Shared Dispositive Power

**10**

0

Aggregate Amount Beneficially Owned by Each Reporting Person

**11**

155,489

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**12**

b

Percent of Class Represented by Amount in Row (11)

**13**

0.7

Type of Reporting Person (See Instructions)

**14**

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Carol M. Stephens

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

NUMBER OF 0

SHARES Shared Voting Power

BENEFICIALLY **8**

OWNED BY 0

EACH Sole Dispositive Power

REPORTING **9**

PERSON 12,019

WITH Shared Dispositive Power

**10**

202,774

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

214,793

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**13** Percent of Class Represented by Amount in Row (11)

0.9

**14** Type of Reporting Person (See Instructions)

IN

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

W.R. Stephens, Jr. Revocable Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 424

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 1,162,954

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

1,163,378

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

5.1

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

1

Pamela D. Stephens Trust One

Check the Appropriate Box if a Member of a Group (See Instructions)

2

- (a)
- (b)

SEC Use Only

3

Source of Funds (See Instructions)

4

WC, AF

Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5

Citizenship or Place of Organization

6

Arkansas

Sole Voting Power

7

NUMBER OF 0

Shared Voting Power

SHARES BENEFICIALLY OWNED BY 8

0

Sole Dispositive Power

EACH 9

**REPORTING**

**PERSON** 1,182,864

**WITH** Shared Dispositive Power

**10**

0

Aggregate Amount Beneficially Owned by Each Reporting Person

**11**

1,182,864

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**12**

Percent of Class Represented by Amount in Row (11)

**13**

5.2

Type of Reporting Person (See Instructions)

**14**

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

MAM International Holdings, Inc.

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC, AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power  
**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power  
**REPORTING** **9**



**PERSON** 250,331

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

250,331

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

1.1

**14** Type of Reporting Person (See Instructions)

CO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Elizabeth S. Campbell Revocable Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

WC

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**8** Shared Voting Power

**SHARES**  
**BENEFICIALLY**  
**OWNED BY**

0

**9** Sole Dispositive Power

**EACH**  
**REPORTING**

**PERSON** 0

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

0

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.0

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Jon E.M. Jacoby

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

PF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 43,588

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 613,868

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

613,868

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

2.7

**14** Type of Reporting Person (See Instructions)

IN

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)  
Curtis F. Bradbury, Jr.

**2** Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)  
OO

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization  
Arkansas

	<b>7</b>	Sole Voting Power
<b>NUMBER OF</b>		785
<b>SHARES</b>		Shared Voting Power
<b>BENEFICIALLY</b>	<b>8</b>	
<b>OWNED BY</b>		119,438
<b>EACH</b>		Sole Dispositive Power
<b>REPORTING</b>	<b>9</b>	

**PERSON** 372,141

**WITH** Shared Dispositive Power

**10**

1,037,561

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

1,409,702

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

6.1

**14** Type of Reporting Person (See Instructions)

IN

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Doug Martin IRA

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

PF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 9

**SHARES** Shared Voting Power  
**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power  
**REPORTING** **9**



**PERSON** 9

**WITH** Shared Dispositive Power

**10**

0

Aggregate Amount Beneficially Owned by Each Reporting Person

**11**

9

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**12**

b

Percent of Class Represented by Amount in Row (11)

**13**

0.0

Type of Reporting Person (See Instructions)

**14**

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Douglas H. Martin

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

PF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 40,352

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 119,438

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 194,766

**WITH** Shared Dispositive Power

**10**

119,438

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

314,204

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**13** Percent of Class Represented by Amount in Row (11)

1.4

**14** Type of Reporting Person (See Instructions)

IN

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

C. Ray Gash IRA

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

PF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 19,888

**WITH** Shared Dispositive Power

**10**

0

Aggregate Amount Beneficially Owned by Each Reporting Person

**11**

19,888

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**12**

b

Percent of Class Represented by Amount in Row (11)

**13**

0.1

Type of Reporting Person (See Instructions)

**14**

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

C. Ray Gash

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

PF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 1,734

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 51,622

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

51,622

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.2

**14** Type of Reporting Person (See Instructions)

IN

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Stephens Investment Partners III LLC

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**



**PERSON** 0

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

0

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.0

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Stephens Investment Partners 2000 LLC

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 119,322

**SHARES** Shared Voting Power  
**BENEFICIALLY** **8**  
**OWNED BY** 0

**EACH** Sole Dispositive Power  
**REPORTING** **9**

**PERSON** 119,322

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

119,322

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.0

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Stephens Investment Partners 2001 LLC

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 116

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 116

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

116

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.0

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Stephens Investments Holdings LLC

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 29

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 1,871,608

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

1,871,608

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

8.2

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Francine, Inc.

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Nevada

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**



**PERSON** 1,091,531

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

1,091,531

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

4.8

**14** Type of Reporting Person (See Instructions)

CO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Coral Two Corporation

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Wyoming

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power  
**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power  
**REPORTING** **9**

<b>PERSON</b>	570,280
<b>WITH</b>	Shared Dispositive Power
<b>10</b>	0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person  
570,280

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
b

**13** Percent of Class Represented by Amount in Row (11)  
2.5

**14** Type of Reporting Person (See Instructions)  
CO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Craig Dobbs Campbell, Jr. 1992 Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 83,333

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

83,333

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.4

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Susan Stephens Campbell 1992 Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**8** Shared Voting Power

**BENEFICIALLY**

**OWNED BY** 0

**9** Sole Dispositive Power

**EACH**  
**REPORTING**

**PERSON** 83,333

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

83,333

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.4

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Elizabeth Chisum Campbell 1992 Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**8** Shared Voting Power

**SHARES**  
**BENEFICIALLY**  
**OWNED BY**

0

**9** Sole Dispositive Power

**EACH**  
**REPORTING**



**PERSON** 83,333

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

83,333

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.4

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Ray Gash Conns 2004 Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 15,000

**WITH** Shared Dispositive Power

**10**

0

Aggregate Amount Beneficially Owned by Each Reporting Person

**11**

15,000

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**12**

Percent of Class Represented by Amount in Row (11)

**13**

0.1

Type of Reporting Person (See Instructions)

**14**

OO

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CUSIP No. 208242107

**1** Name of Reporting Persons  
I.R.S. Identification No. of Above Persons (entities only)

Linda M. Gash Conns 2004 Trust

**2** Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

**3** SEC Use Only

**4** Source of Funds (See Instructions)

AF

**5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**6** Citizenship or Place of Organization

Arkansas

**7** Sole Voting Power

**NUMBER OF** 0

**SHARES** Shared Voting Power

**BENEFICIALLY** **8**

**OWNED BY** 0

**EACH** Sole Dispositive Power

**REPORTING** **9**

**PERSON** 30,000

**WITH** Shared Dispositive Power

**10**

0

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

30,000

**12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

b

**13** Percent of Class Represented by Amount in Row (11)

0.1

**14** Type of Reporting Person (See Instructions)

OO

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CUSIP No. 208242107

**Introductory Statement**

This Amendment No. 2 to Schedule 13D relates to the Common Stock, par value \$.01 per share ( Common Stock ), of Conn's Inc., a Delaware corporation (the Issuer ). This Amendment No. 2 amends and supplements (i) the Statement originally filed on December 18, 2003 with the Securities and Exchange Commission (the Commission ) by the reporting persons and (ii) Amendment No. 1 to the Statement filed on June 2, 2004 with the Commission by the reporting persons (collectively, the Prior Filings and collectively with this Amendment No. 2, this Statement ). Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed thereto in the Prior Filings. This Amendment No. 2 is being filed to reflect the information set forth below, including adding the following additional reporting persons: Stephens Investment Holdings LLC, Francine, Inc., Coral Two Corporation, Craig Dobbs Campbell, Jr. 1992 Trust, Susan Stephens Campbell 1992 Trust, Elizabeth Chisum Campbell 1992 Trust, Ray Gash Conns 2004 Trust, and Linda M. Gash Conns 2004 Trust.

**ITEM 2. IDENTITY AND BACKGROUND**

Item 2 is amended and restated to read in its entirety as follows:

(a) Name of reporting persons: Conn's Voting Trust (the Voting Trust ), SF Holding Corp. (formerly known as Stephens Group, Inc.), Stephens Inc., Bess C. Stephens Trust, Warren A. Stephens Grantor Trust, Harriet Calhoun Stephens Trust, Warren and Harriet Stephens Children's Trust, Warren Miles Amerine Stephens 1995 Trust, Warren Miles Amerine Stephens Trust, John Calhoun Stephens 1995 Trust, John Calhoun Stephens Trust, Laura Whitaker Stephens 1995 Trust, Laura Whitaker Stephens Trust, Grandchild's Trust Two, W.R. Stephens, Jr. Children's Trust, W.R. Stephens, III Trust, Arden Jewell Stephens Trust, Carol M. Stephens, W.R. Stephens, Jr. Revocable Trust, Pamela D. Stephens Trust One, MAM International Holdings, Inc., Curtis F. Bradbury, Jr., Douglas H. Martin, C. Ray Gash IRA, Stephens Investment Holdings LLC, Francine, Inc., Coral Two Corporation, Craig Dobbs Campbell, Jr. 1992 Trust, Susan Stephens Campbell 1992 Trust, Elizabeth Chisum Campbell 1992 Trust, Ray Gash Conns 2004 Trust, and Linda M. Gash Conns 2004 Trust (collectively, the Trust Participants ), Stephens Investment Partners III LLC, Stephens Investment Partners 2000 LLC and Stephens Investment Partners 2001 LLC, Jackson T. Stephens Trust No. One, Warren A. Stephens Trust, Elizabeth S. Campbell Revocable Trust, Jon E.M. Jacoby, Douglas H. Martin IRA, and C. Ray Gash.

(i) Steve Patterson is the Trustee of the Conn's Voting Trust, a trust established by the Conn's Voting Trust Agreement, executed by and among Mr. Patterson and the Trust Participants. Mr. Patterson is a citizen of the United States of America, has a business address of 349 Colony Drive, Naples, Florida 34108, and is principally employed as a financial consultant.

(ii) SF Holding Corp. (formerly known as Stephens Group, Inc.) is an Arkansas business corporation, engaged in the business of buying, owning, holding and selling investment securities and other assets. Its principal offices are located at 111 Center Street, Little Rock, Arkansas 72201.

The voting stock of SF Holding Corp. is owned by the following entities, each of which is a trust formed under the laws of the State of Arkansas:

- (1) Jackson T. Stephens Trust No. One, Warren A. Stephens and Jon E.M. Jacoby, Trustees.
- (2) Warren A. Stephens Trust No. One, Warren A. Stephens, Trustee.
- (3) W.R. Stephens, Jr. Revocable Trust, W.R. Stephens, Jr. Trustee.
- (4) WRS Jr. Trust under Art 4 of the Pamela Diane Stephens Trust UID September 5, 1996, W.R. Stephens, Jr., Trustee.

CUSIP No. 208242107

(5) Elizabeth S. Campbell Revocable Trust, Elizabeth S. Campbell, Trustee.

(6) ESC Trust under Art 4 of the Pamela Diane Stephens Trust UID September 5, 1996, Elizabeth Stephens Campbell, Trustee.

(7) Bess C. Stephens Revocable Trust, Bess C. Stephens, Trustee

Trusts (1) and (2) above have a business address of 111 Center Street, Little Rock, Arkansas 72201. Trusts (3) through (7) above have a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202.

The control persons, directors and executive officers of SF Holding Corp., and their respective principal employments, are:

(A) Warren A. Stephens, Co-Chairman of SF Holding Corp. and President and CEO of Stephens Inc.

(B) Wilton R. Stephens, Jr., Co-Chairman of SF Holding Corp. and Co-Chairman and CEO of The Stephens Group, LLC.

(C) Elizabeth S. Campbell, Director of SF Holding Corp. and Co-Chairman of The Stephens Group, LLC.

(D) Douglas H. Martin, Director and Executive Vice President of SF Holding Corp.

(E) Jon E.M. Jacoby, Executive Vice President of SF Holding Corp. and The Stephens Group, LLC.

(F) Bess C. Stephens, Shareholder of SF Holding Corp.

(G) Bill Steve Walker, President and CEO of Stephens Production Company, a division of SF Holding Corp.

Each of the persons listed above is a citizen of the United States of America. Mr. Martin and Warren A. Stephens have a business address of 111 Center Street, Little Rock, Arkansas 72201. The other persons listed above have a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202.

(iii) Stephens Inc., an Arkansas corporation, is a broker-dealer registered with the NASD and a member of the New York Stock Exchange. The principal offices of Stephens Inc. are located at 111 Center Street, Little Rock, Arkansas 72201.

The voting stock of Stephens Inc. is owned by SI Holdings Inc., an Arkansas corporation with a business address of 111 Center Street, Little Rock, Arkansas 72201. All of the stock of SI Holdings Inc. is owned by Warren A. Stephens Trust No. 2, the principal offices of which are located at 111 Center Street, Little Rock, Arkansas 72201. Warren A. Stephens is the sole trustee. The directors and executive officers of Stephens Inc., and their respective principal employments, are Warren A. Stephens, Chairman, President and CEO of Stephens Inc., Curtis F. Bradbury, Jr., Director, Sr. Executive Vice President and Chief Operating Officer of Stephens Inc., Mark C. Doramus, Sr. Executive Vice President, Chief Financial Officer, Assistant to the President, R. Gregory Feltus, Sr. Executive Vice President, and the following Executive Vice Presidents: Brian Bush, Larry Bowden, Martha Byorum, J. Dale Dawson, Ellen Gray, John Green, Zoe Hines, David A. Knight, Douglas H. Martin, J. Mark McBryde, Kevin Scanlon, James D. Simpson, III, J. Warren Simpson, Michael R. Smith, Sr., William L. Tedford, Jr., Abraham R. Towbin, Sr., Kevin Wilcox, Kenneth Gunderman, and J. Brad Eichler.

(iv) Jackson T. Stephens Trust No. One is a trust formed under the laws of the State of Arkansas with a business address of 111 Center Street, Little Rock, Arkansas 72201. Its trustees are Warren A. Stephens and Jon E.M. Jacoby.

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(v) Bess C. Stephens Trust is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustee is Bess C. Stephens.

(vi) Warren A. Stephens Trust is a trust formed under the laws of the State of Arkansas with a business address of 111 Center Street, Little Rock, Arkansas 72201. Its trustee is Warren A. Stephens.

(vii) Warren A. Stephens Grantor Trust is a trust formed under the laws of the State of Arkansas with a business address of 111 Center Street, Little Rock, Arkansas 72201. Its trustee is Harriet C. Stephens.

(viii) Harriet Calhoun Stephens Trust is a trust formed under the laws of the State of Arkansas with a business address of 111 Center Street, Little Rock, Arkansas 72201. Its trustee is Harriet Calhoun Stephens.

(ix) Warren and Harriet Stephens Children's Trust is a trust formed under the laws of the State of Arkansas with a business address of 111 Center Street, Little Rock, Arkansas 72201. Its trustees are John N. Calhoun and Curt Bradbury.

(x) Warren Miles Amerine Stephens 1995 Trust is a trust formed under the laws of the State of Arkansas with a business address of 111 Center Street, Little Rock, Arkansas 72201. Its trustee is Curt Bradbury.

(xi) Warren Miles Amerine Stephens Trust is a trust formed under the laws of the State of Arkansas with a business address of 111 Center Street, Little Rock, Arkansas 72201. Its trustee is Warren A. Stephens.

(xii) John Calhoun Stephens 1995 Trust is a trust formed under the laws of the State of Arkansas with a business address of 111 Center Street, Little Rock, Arkansas 72201. Its trustee is Curt Bradbury.

(xiii) John Calhoun Stephens Trust is a trust formed under the laws of the State of Arkansas with a business address of 111 Center Street, Little Rock, Arkansas 72201. Its trustee is Warren A. Stephens.

(xiv) Laura Whitaker Stephens 1995 Trust is a trust formed under the laws of the State of Arkansas with a business address of 111 Center Street, Little Rock, Arkansas 72201. Its trustee is Curt Bradbury.

(xv) Laura Whitaker Stephens Trust is a trust formed under the laws of the State of Arkansas with a business address of 111 Center Street, Little Rock, Arkansas 72201. Its trustee is Warren A. Stephens.

(xvi) Grandchild's Trust Two is a trust formed under the laws of the State of Arkansas with a business address c/o Stephens Group, Inc., 111 Center Street, Little Rock, Arkansas 72201. Its trustee is Caroline Stephens.

(xvii) W.R. Stephens, Jr. Children's Trust is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustee is Carol A. Stephens.

(xviii) W.R. Stephens, III Trust is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustees are W.R. Stephens, Jr., William Steve Walker and Emon Mahoney, Jr.

(xix) Arden Jewell Stephens Trust is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustees are W.R. Stephens, Jr., William Steve Walker and Emon Mahoney, Jr.

(xx) Carol M. Stephens has a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202.



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(xxi) W.R. Stephens, Jr. Revocable Trust is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustee is W.R. Stephens, Jr.

(xxii) Pamela D. Stephens Trust One is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustees are W.R. Stephens, Jr., Elizabeth S. Campbell and Bess C. Stephens.

(xxiii) MAM International Holdings, Inc. is a Nevada corporation with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its directors and executive officers are Elizabeth Stephens Campbell and Craig Campbell, Directors and Jon E.M. Jacoby, Executive Vice President and Chief Financial Officer.

(xxiv) Elizabeth S. Campbell Revocable Trust is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustee is Elizabeth S. Campbell.

(xxv) Jon E.M. Jacoby is an Executive Vice President of SF Holding Corp. and The Stephens Group, LLC. His business address is 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202.

(xxvi) Curtis F. Bradbury, Jr. is a Director, Senior Executive Vice President and Chief Operating Officer of Stephens Inc.

(xxvii) Douglas Martin IRA is a self-directed individual retirement account for which Stephens Inc. serves as custodian. Its business address is c/o Stephens Inc., 111 Center Street, Little Rock, Arkansas 72201.

(xxviii) Douglas Martin is an Executive Vice President of SF Holding Corp. His business address is 111 Center Street, Little Rock, Arkansas 72201.

(xxix) C. Ray Gash IRA is a self-directed individual retirement account for which Stephens Inc. serves as custodian. Its business address is 16 Phellos Ct, Little Rock, Arkansas 72223.

(xxx) C. Ray Gash is retired. His address is 16 Phellos Ct, Little Rock, Arkansas 72223.

(xxxi) Stephens Investment Partners III LLC is an Arkansas limited liability company with a business address of 111 Center Street, Little Rock, Arkansas 72201. It is engaged in the business of making private equity investments. The managers of the company are Warren A. Stephens, Douglas H. Martin, Curtis F. Bradbury, Jr., Mark Doramus, Kevin Wilcox, David A. Knight, R. Greg Feltus, Warren Simpson, Jackson Farrow, Jr. and Kathy Bryant. The members of the company are officers of Stephens Inc. and affiliated companies.

(xxxii) Stephens Investment Partners 2000 LLC is an Arkansas limited liability company with a business address of 111 Center Street, Little Rock, Arkansas 72201. It is engaged in the business of making private equity investments. The managers of the company are Warren A. Stephens, Douglas H. Martin, Curtis F. Bradbury, Jr., Mark Doramus, Kevin Wilcox, David A. Knight, R. Greg Feltus, Warren Simpson, Jackson Farrow, Jr. and Kathy Bryant. The members of the company are officers and employees of Stephens Inc. and affiliated companies.

(xxxiii) Stephens Investment Partners 2001 LLC is an Arkansas limited liability company with a business address of 111 Center Street, Little Rock, Arkansas 72201. It is engaged in the business of making private equity investments. The managers of the company are Warren A. Stephens, Douglas H. Martin, Curtis F. Bradbury, Jr., Mark Doramus, Kevin Wilcox, David A. Knight, R. Greg Feltus, Warren Simpson, Jackson Farrow, Jr. and Kathy Bryant. The members of the company are officers and employees of Stephens Inc. and affiliated companies.

(xxxiv) Stephens Investment Holdings LLC is an Arkansas limited liability company with a business address of 111 Center Street, Little Rock, Arkansas 72201. It is engaged in the business of making private equity investments. The managers of the company are Warren A. Stephens, Curtis F. Bradbury, Jr., and Douglas H. Martin.

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(xxxv) Francine, Inc. is a Nevada corporation with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. It is engaged in the business of making private equity investments. The executive officers and control persons of the corporation are Jon E.M. Jacoby, Elizabeth Stephens Campbell and Craig Campbell.

(xxxvi) Coral Two Corporation is a Wyoming corporation with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. It is engaged in the business of making private equity investments. Jon E.M. Jacoby is the president and sole director of the corporation.

(xxxvii) Craig Dobbs Campbell, Jr. 1992 Trust is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustees are Bess C. Stephens, W.R. Stephens, Jr. and Elizabeth S. Campbell.

(xxxviii) Susan Stephens Campbell 1992 Trust is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustees are Bess C. Stephens, W.R. Stephens, Jr. and Elizabeth S. Campbell.

(xxxix) Elizabeth Chisum Campbell 1992 Trust is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustees are Bess C. Stephens, W.R. Stephens, Jr. and Elizabeth S. Campbell.

(xxxx) Ray Gash Conns 2004 Trust is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustee is Linda M. Gash.

(xxxxi) Linda M. Gash Conns 2004 Trust is a trust formed under the laws of the State of Arkansas with a business address of 100 Morgan Keegan Drive, Suite 500, Little Rock, Arkansas 72202. Its trustee is C. Ray Gash.

(b) Except as noted below, during the past five years none of the reporting persons or the persons listed as directors, executive officers or shareholders of the reporting persons have been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) nor been the subject of any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws: In September 2002, the NASD accepted an offer of settlement in which Stephens Inc. consented to the entry of findings that in 2000 and 2001 it did not adequately comply with MSRB Rules G-12 and G-14 regarding the reporting of municipal securities trades to the National Securities Clearing Corporation. Stephens Inc. paid a \$1,500 administrative penalty. On June 28, 2005 Stephens Inc. consented to a finding by the NASD that Stephens Inc., along with 19 other firms, failed to adequately report to the MSRB certain inter-dealer municipal transactions during the period from January 2003 through October 2004. Such failure constituted a violation of MSRB Rule G-27. Stephens Inc. received a censure and monetary fine in the amount of \$110,000. On July 19, 2005, Stephens Inc. consented to a finding by the NASD that (i) during a period of time in May 2004 reviewed by NASD examiners, Stephens Inc. in certain instances, failed to properly prepare customer confirmations and improperly transmitted data to the Order Audit Trail System and (ii) the firm's supervisory system did not provide for supervision reasonably designed to ensure compliance with the applicable rules. Such conduct violated SEC Rule 10b-10, NASD Marketplace Rule 6955 (a) and NASD Conduct Rules 2110 and 3010. Stephens Inc. received a censure and monetary fine in the amount of \$12,500.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is supplemented by adding the following:

In addition to the market making activities of Stephens Inc. in the Common Stock, Stephens Inc. purchased 200,000 shares of the Common Stock in open market transactions between February 25, 2005 and May 10, 2005 at an average cost of \$16.75 per share. The shares of Common Stock were purchased with working capital of Stephens Inc.

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On January 24, 2007, Warren A. Stephens Trust transferred the beneficial ownership in its 1,871,549 shares of the Common Stock in the Voting Trust to Stephens Investments Holdings LLC for no consideration. Such shares remain subject to the Voting Trust Agreement.

On February 9, 2006, Elizabeth S. Campbell Revocable Trust transferred the beneficial ownership in its 1,091,531 shares of the Common Stock in the Voting Trust to Francine, Inc. for no consideration. Such shares remain subject to the Voting Trust Agreement.

On December 9, 2005, Jon E.M. Jacoby transferred the beneficial ownership in his 570,280 shares of the Common Stock in the Voting Trust to Coral Two Corporation for no consideration. Such shares remain subject to the Voting Trust Agreement.

On February 23, 2006, Pamela Diane Stephens Trust One transferred, for no consideration, its beneficial ownership in 499,999 of its shares of the Common Stock in the Voting Trust. 83,333 of such shares were transferred to each of Craig Dobbs Campbell, Jr. 1992, Susan Stephens Campbell 1992 Trust, and Elizabeth Chisum Campbell 1992 Trust, and 125,000 of such shares were transferred to each of W.R. Stephens, III and Arden Jewell Stephens Trust. All of such shares remain subject to the Voting Trust Agreement.

On June 3, 2005, Ray Gash transferred, for no consideration, the beneficial ownership in his 160,580 shares of the Common Stock in the Voting Trust. Of such shares of Common Stock, 100,580 shares were transferred to Linda M. Gash Conns 2004 Trust II and subsequently sold, 30,000 shares were transferred to Ray Gash Conns 2004 Trust, and 30,000 shares were transferred to Linda M. Gash Conns 2004 Trust. The remaining unsold shares continue to be subject to the Voting Trust Agreement.

#### ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is amended and restated to read in its entirety as follows:

The Common Stock was acquired by the reporting persons primarily for investment purposes. The Common Stock acquired by Stephens Inc. subsequent to the initial public offering was acquired for trading purposes and for purposes of promoting an active market in the Common Stock by Stephens Inc. as a market maker for the Common Stock and not for any purpose of controlling or exercising control over the Company. Stephens Inc. may serve as financial advisor or provide other investment banking services to the Company. Collectively, the reporting persons beneficially own approximately 50.1% of the outstanding Common Stock.

Stephens Inc. is a registered broker dealer and desires to engage in certain market making activities and other principal transactions in the Common Stock without the need to deliver a prospectus under current law and regulations. In order to do so, it is necessary that Stephens Inc. not be deemed an affiliate under the Securities Act of 1933, as amended (the Securities Act ), and the Securities Exchange Act of 1934, as amended (the Exchange Act ). Therefore, the initial Trust Participants entered into the Voting Trust Agreement prior to the initial public offering of the Common Stock because certain relationships among them, Stephens Inc., and SF Holding Corp. may create an inference that Stephens Inc. is an affiliate of the Company under the Securities Act and the Exchange Act.

The reporting persons regularly review, and evaluate strategies with respect to, their various investments, including their investment in the Issuer. As a consequence of such review, evaluation and other factors that the reporting persons deem relevant, they are presently considering various alternatives which may ultimately lead to one or more possible transactions with respect to their investment in the Issuer. In the course of such consideration, the reporting persons may discuss internally and with the Issuer, other shareholders, industry analysts, existing or potential strategic partners or competitors, investment and financing professionals, sources of credit and other investors, their holdings in the Issuer. Possible transactions may include the acquisition of additional shares or selected divestitures of shares of Common Stock of the Issuer, a going private transaction in the form of the acquisition of all outstanding shares of Common Stock not currently owned by the reporting persons, or another form of extraordinary transaction. In this regard, a representative of one of the reporting persons discussed the

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above-mentioned consideration of the idea of a possible going private transaction with a member of management of the Issuer.

In the event that the reporting persons determine to proceed with one or more extraordinary transaction, Stephens Inc. may elect to terminate its market making activities with respect to the Common Stock of the Issuer, and not to resume such market making activities under any circumstance where it would be deemed to be an affiliate of the Issuer. Such action would enable the reporting persons, in their discretion, and pursuant to the terms of the Voting Trust Agreement, to dissolve the Voting Trust Agreement and to vote their shares for or against an extraordinary transaction or any other matter presented to the shareholders for a vote, including any extraordinary transaction proposed by them. For so long as the Voting Trust Agreement remains in effect, the Trustee is obligated to vote the reporting persons' shares held in the Voting Trust in the same manner as the shares held by the other shareholders.

There can be no assurance as to whether the reporting persons will take any action with respect to their ownership of the Issuer's Common Stock, or enter into any discussions with respect to their investments, whether any such discussions will lead to any transaction, the terms of any such transaction, or the timing or certainty of any such transaction.

Additionally, if the reporting persons were to submit a proposal to the Board of Directors of the Issuer with respect to any of the actions described above, the reporting persons are not aware of how the Board of Directors would react or whether the Board of Directors would support or take any action with respect to any proposal.

In reaching any conclusions regarding their investments, the reporting persons will take into consideration a variety of factors, including, but not limited to, the Issuer's operations, prospects, business development, management, competitive and strategic matters, capital structure, and prevailing market conditions, as well as alternative investment opportunities, liquidity requirements of the reporting persons and other investment considerations.

Except as noted above, the reporting persons, at this time, do not have any plans or proposals which relate to or would result in (i) any extraordinary corporate transactions involving the Issuer or (ii) any of the other actions set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

The reporting persons reserve the right to change their intent at any time and to formulate other plans and/or make other proposals, and take such actions with respect to their investment in the Issuer, including any or all of the actions set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Mr. Martin, a director of SF Holding Corp. and an executive officer of Stephens Inc., and Mr. Jacoby serve on the board of directors of the Company.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is amended and restated to read in its entirety as follows:

(a) The following table discloses the ownership of the Common Stock by the reporting persons and their respective directors and control persons. Because of interrelationships among the various reporting persons, certain shares of the Common Stock may be reported as being beneficially owned by more than one person.

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Name	Number of Shares	Percent of Outstanding		Dispositive Power		
		Shares(1)	Voting Power Sole	Shared	Sole	Shared
Conn s Voting Trust(2)	11,178,244	48.8	11,178,244	0	0	0
SF Holding Corp.	921,538	4.0	0	0	921,538	0
Stephens Inc.(3)	324,300	1.4	152,312	22,789	301,511	22,789
Jackson T. Stephens Trust One	0	0	0	0	0	0
Bess C. Stephens Trust	208,105	0.9	0	0	208,105	0
Warren A. Stephens Trust	424	0	424	0	424	0
Warren A. Stephens Grantor Trust	168,498	0.7	0	0	168,498	0
Harriet C. Stephens Trust	739,100	3.2	0	0	739,100	0
Warren & Harriet Stephens Children s Trust	918,123	4.0	0	0	918,123	0
Warren Miles Amerine Stephens 95 Trust	51,282	0.2	0	0	51,282	0
Warren Miles Amerine Stephens Trust	4,356	0.0	0	0	4,356	0
John Calhoun Stephens 95 Trust	51,282	0.2	0	0	51,282	0
John Calhoun Stephens Trust	4,356	0.0	0	0	4,356	0
Laura Whitaker Stephens 95 Trust	51,282	0.2	0	0	51,282	0
Laura Whitaker Stephens Trust	4,356	0.0	0	0	4,356	0
Grandchild s Trust #2	565,100	2.5	0	0	565,100	0
W.R. Stephens, Jr. Children s Trust	202,774	0.9	0	0	202,774	0
W.R. Stephens, III Trust	155,489	0.7	0	0	155,489	0
Arden Jewell Stephens Trust	155,489	0.7	0	0	155,489	0
Carol M. Stephens(4)	214,793	0.9	0	0	12,019	202,774
W.R. Stephens, Jr. Revocable Trust	1,163,378	5.1	424	0	1,162,954	0
Pamela D. Stephens Trust One	1,182,864	5.2	0	0	1,182,864	0
	250,331	1.1	0	0	250,331	0

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MAM International Holdings, Inc.						
Elizabeth S. Campbell Revocable Trust	0	0	0	0	0	0
Jon E.M. Jacoby(5)	613,868	2.7	43,588	0	613,868	0
Curtis F. Bradbury, Jr.(6)	1,409,702	6.1	785	119,438	372,141	1,037,561
Douglas H. Martin IRA	9	0	9	0	9	0
Douglas H. Martin(7)	314,204	1.4	40,352	119,438	194,766	119,438
C. Ray Gash IRA	19,888	0.1	0	0	19,888	0
C. Ray Gash(8)	51,622	0.2	1,734	0	51,622	0
Stephens Investment Partners III LLC	0	0.0	0	0	0	0
Stephens Investment Partners 2000 LLC	119,322	0	119,322	0	119,322	0
Stephens Investment Partners 2001 LLC	116	0	116	0	116	0
Warren A. Stephens(9)	3,250,346	14.2	152,341	142,227	2,186,581	1,063,765
Harriet C. Stephens(10)	907,598	4.0	0	0	907,598	0
Bess C. Stephens(11)	1,868,741	8.2	0	0	0	1,868,741

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Name	Number of Shares	Percent of Outstanding Shares(1)	Voting Power		Dispositive Power	
			Sole	Shared	Sole	Shared
W.R. Stephens, Jr.(12)	3,517,353	15.3	424	0	1,162,954	2,354,399
Elizabeth S. Campbell(13)	2,774,722	12.1	0	0	0	2,774,722
Stephens Investments Holdings LLC	1,871,608	8.2	29	0	1,871,608	0
Francine, Inc.	1,091,531	4.8	0	0	1,091,531	0
Coral Two Corporation	570,280	2.5	0	0	570,280	0
Craig Dobbs Campbell, Jr. 1992 Trust	83,333	0.4	0	0	83,333	0
Susan Stephens Campbell 1992 Trust	83,333	0.4	0	0	83,333	0
Elizabeth Chisum Campbell 1992 Trust	83,333	0.4	0	0	83,333	0
Ray Gash Conns 2004 Trust	15,000	0.1	0	0	15,000	0
Linda M. Gash Conns 2004 Trust	30,000	0.1	0	0	30,000	0
Steve Patterson, Voting Trustee	11,178,244	48.8	11,178,244	0	0	0

(1) Based on 22,923,038 shares outstanding on the date of filing of this Amendment No. 2.

(2) Pursuant to the terms of the Voting Trust Agreement, the trustee of the Voting Trust must vote the shares of Common Stock held by the voting trust for or against any

proposal or other matter submitted to the stockholders of the company for approval in the same proportion as the votes cast for and against such proposal or other matter by all other stockholders, not counting abstentions.

- (3) Includes 149,199 shares which have been contributed to the Voting Trust and as to which Stephens Inc. has no voting power and sole dispositive power; 152,312 shares held in inventory accounts as to which Stephens Inc. has sole voting power and sole dispositive power, and 22,789 shares held in discretionary trading accounts on behalf of Stephens Inc. clients as to which the firm has shared voting power and shared dispositive power.



- (4) Includes 12,019 shares beneficially owned by Ms. Stephens which have been contributed to the Voting Trust and as to which Ms. Stephens has no voting power and sole dispositive power, and 202,774 shares beneficially owned by W.R. Stephens Children's Trust which have been contributed to the Voting Trust and as to which Ms. Stephens, as co-trustee with Bess Stephens, has no voting power and shared dispositive power.
- (5) Includes 570,280 shares beneficially owned by Coral Two Corporation which have been contributed to the Voting Trust and as to which Mr. Jacoby, as President and sole Director, has no voting power and sole dispositive

power, and  
3,588 shares  
owned  
individually as  
to which  
Mr. Jacoby has  
sole voting  
power and sole  
dispositive  
power. Also  
includes 40,000  
shares which  
Mr. Jacoby has  
the right to  
receive upon the  
exercise of  
options  
exercisable on  
or within  
60 days of the  
date of the filing  
of this  
Amendment  
No. 2 as to  
which  
Mr. Jacoby has  
sole voting  
power and sole  
dispositive  
power.

- (6) Includes  
217,510 which  
have been  
contributed to  
the Voting Trust  
and as to which  
Mr. Bradbury  
has no voting  
power and sole  
dispositive  
power, and 785  
shares owned  
individually as  
to which  
Mr. Bradbury  
has sole voting  
power and sole  
dispositive  
power. Also  
includes

119,322 shares  
owned by  
Stephens  
Investment  
Partners 2000  
LLC and 116  
shares owned by  
Stephens  
Investment  
Partners 2001  
LLC as to which  
Mr. Martin, as a  
co-manager of  
the LLCs, has  
shared voting  
power and  
shared  
dispositive  
power. Also  
includes 51,282  
shares  
beneficially  
owned by each  
of John Calhoun  
Stephens 95  
Trust, Laura  
Whitaker  
Stephens 95  
Trust and

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Warren Miles  
Amerine  
Stephens 95  
Trust, as to  
which  
Mr. Bradbury,  
as sole manager  
of the trusts, has  
no voting power  
and sole  
dispositive  
power.

- (7) Includes 9  
shares owned by  
Douglas H.  
Martin IRA as  
to which  
Mr. Martin has  
sole voting  
power and sole  
dispositive  
power, 154,414  
shares which  
have been  
contributed to  
the Voting Trust  
and as to which  
Mr. Martin has  
no voting power  
and sole  
dispositive  
power, and 343  
shares owned  
individually as  
to which  
Mr. Martin has  
sole voting  
power and sole  
dispositive  
power. Also  
includes  
119,322 shares  
owned by  
Stephens  
Investment  
Partners 2000

LLC and 116 shares owned by Stephens Investment Partners 2001 LLC as to which Mr. Martin, as a co-manager of the LLCs, has shared voting power and shared dispositive power. Also includes 40,000 shares which Mr. Martin has the right to receive upon the exercise of options exercisable on or within 60 days of the date of the filing of this Amendment No. 2 as to which Mr. Martin has sole voting power and sole dispositive power.

- (8) Includes 19,888 shares beneficially owned by Ray Gash IRA and 30,000 shares beneficially owned by Linda M. Gash Conns 2004 Trust for which Mr. Gash serves as sole trustee which have been contributed to the Voting Trust

and as to which Mr. Gash has no voting power and sole dispositive power. Also includes 1,734 shares owned directly as to which Mr. Gash has sole voting power and sole dispositive power.

- (9) Includes 921,538 shares beneficially owned by SF Holding Corp. which have been contributed to the Voting Trust and as to which Mr. Stephens, as Co-Chairman of S.F. Holding Corp. with W.R. Stephens, Jr., has no voting power and shared dispositive power, and includes 141,600 shares owned by Stephens Inc. which have been contributed to the Voting Trust and as to which Mr. Stephens, as President, has no voting power and sole dispositive power. Also includes

152,312 shares owned directly by Stephens Inc. as to which Mr. Stephens has sole voting power and sole dispositive power, and 22,789 shares held in discretionary trading accounts on behalf of Stephens Inc. clients as to which Stephens Inc. has shared voting power and shared dispositive power. Also includes 424 shares beneficially owned by Warren A. Stephens Trust and 4,356 shares owned by each of Warren Miles Amerine Stephens Trust, John Calhoun Stephens Trust, and Laura Whitaker Stephens Trust, which have been contributed to the Voting Trust and as to which Mr. Stephens, as sole trustee of the trusts, has no voting power and sole dispositive power. Also includes

1,871,549  
shares owned by  
Stephens  
Investments  
Holdings LLC  
which have  
been contributed  
to the Voting  
Trust and as to  
which  
Mr. Stephens, as  
Manager, has no  
voting power  
and sole  
dispositive  
power. Also  
includes 29  
shares owned  
directly by  
Stephens  
Investments  
Holdings LLC  
as to which  
Mr. Stephens  
has sole voting  
power and sole  
dispositive  
power. Also  
includes  
119,322 shares  
directly owned  
by Stephens  
Investment  
Partners 2000  
LLC and 116  
shares owned by  
Stephens  
Investment  
Partners 2001  
LLC as to which  
Mr. Stephens, as  
a co-manager,  
has shared  
voting power  
and shared  
dispositive  
power. Total  
does not  
include shares  
owned by  
Mr. Stephens



wife, Harriet C.  
Stephens.

(10) Includes  
739,100 shares  
beneficially  
owned by  
Harriet C.  
Stephens Trust  
and 168,498  
shares  
beneficially  
owned by  
Warren A.  
Stephens  
Grantor Trust  
which have  
been contributed  
to the Voting  
Trust and as to  
which  
Ms. Stephens,  
as sole trustee of  
both trusts, has  
no voting power  
and sole  
dispositive  
power. Total  
does not include  
shares owned by  
Warren A.  
Stephens.

(11) Includes  
208,105 shares  
beneficially  
owned by Bess  
C. Stephens  
Trust, 1,182,863  
shares  
beneficially  
owned by  
Pamela Diane  
Stephens Trust  
One, and 83,333  
shares  
beneficially  
owned by each  
of Elizabeth  
Chisum  
Campbell 1992

Trust, Susan  
Stephens  
Campbell 1992  
Trust and Craig  
Dobbs  
Campbell, Jr.  
1992 Trust  
which have  
been contributed  
to the Voting  
Trust and as to  
which Ms.  
Stephens, as  
co-trustee with  
W.R. Stephens,  
Jr. and Elizabeth  
S. Campbell,  
has no voting  
power and  
shared  
dispositive  
power. Also  
includes  
227,774 shares  
beneficially  
owned by W.R.  
Stephens, Jr.  
Children s Trust  
which have  
been contributed  
to the Voting  
Trust and as to  
which  
Ms. Stephens,  
as co-trustee  
with Carol  
Stephens, has no  
voting power  
and shared  
dispositive  
power.

- (12) Includes  
921,538 shares  
beneficially  
owned by SF  
Holding Corp.  
which have  
been contributed  
to the Voting  
Trust and as to

which  
Mr. Stephens, as  
Co-Chairman of  
S.F. Holding  
Corp. with  
Warren A.  
Stephens, has no  
voting power  
and shared  
dispositive  
power. Also  
includes  
1,162,530  
shares  
beneficially  
owned by W.R.  
Stephens, Jr.  
Revocable Trust  
which have  
been contributed  
to the Voting  
Trust and as to  
which  
Mr. Stephens, as  
sole trustee, has  
no voting power  
and sole  
dispositive  
power. Also  
includes 424  
shares owned  
directly by W.R.  
Stephens, Jr.  
Revocable Trust  
as to which  
Mr. Stephens  
has sole voting  
power and sole  
dispositive  
power. Also  
includes  
1,182,863  
shares  
beneficially  
owned by  
Pamela Diane  
Stephens Trust  
One, and 83,333  
shares  
beneficially  
owned by each

of Elizabeth  
Chisum  
Campbell 1992  
Trust, Susan  
Stephens  
Campbell 1992  
Trust and

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Craig Dobbs  
Campbell, Jr.  
1992 Trust,  
which have  
been contributed  
to the Voting  
Trust and as to  
which  
Mr. Stephens, as  
co-trustee with  
Bess C.  
Stephens and  
Elizabeth S.  
Campbell, has  
no voting power  
and shared  
dispositive  
power.

(13) Includes  
250,330 shares  
beneficially  
owned by MAM  
International  
Holdings, Inc.  
and 1,091,531  
shares  
beneficially  
owned by  
Francine, Inc. as  
to which  
Ms. Stephens  
has no voting  
power and  
shared  
dispositive  
power. Also  
includes  
1,182,862  
shares  
beneficially  
owned by  
Pamela Diane  
Stephens Trust  
One and 83,333  
shares  
beneficially

owned by each of Elizabeth Chisum Campbell 1992 Trust, Susan Stephens Campbell 1992 Trust and Craig Dobbs Campbell, Jr. 1992 Trust, which have been contributed to the Voting Trust and as to which Ms. Stephens, as co-trustee with Bess C. Stephens and W.R. Stephens, Jr., has no voting power and shared dispositive power.

(b) Jackson T. Stephens Trust No. One ceased to own any shares of the Common Stock on May 10, 2006. Elizabeth S. Campbell Revocable Trust ceased to own any shares of the Common Stock on February 9, 2006. Douglas H. Martin IRA ceased to own any shares of the Common Stock on December 5, 2005. Stephens Investment Partners III ceased to own any shares of the Common Stock on December 6, 2006.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Agreement to File Joint Schedule 13D
2. Consent to Voting Trust Agreement by Ray Gash Conns 2004 Trust
3. Consent to Voting Trust Agreement by Linda Gash
4. Consent to Voting Trust Agreement by Linda Gash Conns 2004 Trust
5. Consent to Voting Trust Agreement by Linda Gash Conns 2004 Trust II
6. Consent to Voting Trust Agreement by Coral Two Corporation
7. Consent to Voting Trust Agreement by Francine, Inc.
8. Consent to Voting Trust Agreement by Elizabeth Chisum Campbell 1992 Trust
9. Consent to Voting Trust Agreement by Craig Dobbs Campbell 1992 Trust
10. Consent to Voting Trust Agreement by Susan Stephens Campbell 1992 Trust

11. Consent to Voting Trust Agreement by W.R. Stephens, III Trust
  12. Consent to Voting Trust Agreement by Arden Jewell Stephens Trust
  13. Consent to Voting Trust Agreement by Stephens Investments Holdings LLC
  14. Power of Attorney executed by certain of the reporting persons
  15. Power of Attorney executed by Grandchild s Trust #2
  16. Power of Attorney executed by Douglas H. Martin
  17. Power of Attorney executed by Conn s Voting Trust
  18. Power of Attorney executed by certain of the reporting persons
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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 14, 2007

Date

/s/ David A. Knight

David A. Knight, as attorney in fact for Conn's Voting Trust, SF Holding Corp., Stephens Inc., Jackson T. Stephens Trust No. One, Warren A. Stephens Trust, Warren A. Stephens Grantor Trust, Harriet C. Stephens Trust, Warren & Harriet Stephens Children's Trust, Warren Miles Amerine Stephens 95 Trust, Warren Miles Amerine Stephens Trust, John Calhoun Stephens 95 Trust, John Calhoun Stephens Trust, Laura Whitaker Stephens 95 Trust, Laura Whitaker Stephens Trust, Grandchild's Trust #2, Curtis F. Bradbury, Jr., Doug Martin IRA, Douglas H. Martin, Stephens Investment Partners III LLC, Stephens Investment Partners 2000 LLC, Stephens Investment Partners 2001 LLC, and Stephens Investments Holdings LLC.

/s/ Ronald M. Clark

Ronald M. Clark, as attorney in fact for Bess C. Stephens Trust, W.R. Stephens, Jr. Children's Trust, W.R. Stephens, III Trust, Arden Jewell Stephens Trust, Carol M. Stephens, W.R. Stephens, Jr. Revocable Trust, Pamela D. Stephens Trust One, MAM International Holdings, Inc., Elizabeth S. Campbell Revocable Trust, Jon E.M. Jacoby, C. Ray Gash, IRA, C. Ray Gash, Francine, Inc., Coral Two Corporation, Craig Dobbs Campbell, Jr. 1992 Trust, Susan Stephens Campbell 1992 Trust, Elizabeth Chisum Campbell 1992 Trust, Ray Gash Conns 2004 Trust, Linda M. Gash Conns 2004 Trust.