



---

---

# Rules of Elected Officials

## Division 30—Secretary of State

### Chapter 52—Registration of Securities

Title	Page
15 CSR 30-52.010 General Provisions.....	3
15 CSR 30-52.015 Applications for Registration .....	3
15 CSR 30-52.020 Prospectus.....	3
15 CSR 30-52.025 Financial Statements .....	4
15 CSR 30-52.030 NASAA Statements of Policy .....	4
15 CSR 30-52.040 Selling Expenses and Selling Security Holders (Rescinded February 28, 2003) .....	5
15 CSR 30-52.050 Offering Price (Rescinded February 28, 2003).....	5
15 CSR 30-52.060 Options and Warrants (Rescinded February 28, 2003).....	5
15 CSR 30-52.070 Promotional Shares (Rescinded February 28, 2003) .....	5
15 CSR 30-52.080 Promoters' Investment (Rescinded February 28, 2003).....	5
15 CSR 30-52.090 Escrow (Rescinded January 29, 1988) .....	5
15 CSR 30-52.100 Impoundment of Proceeds.....	5
15 CSR 30-52.110 Voting Rights (Rescinded February 28, 2003).....	6
15 CSR 30-52.120 Debt Securities .....	6
15 CSR 30-52.130 Loans and Other Material-Affiliated Transactions (Rescinded February 28, 2003).....	6
15 CSR 30-52.140 Periodic Payment Plans (Rescinded February 28, 2003).....	6
15 CSR 30-52.150 Real Estate Investment Trusts or Other Unincorporated Real Estate Trusts (Rescinded February 28, 2003) .....	6
15 CSR 30-52.160 Redeemable Securities Issued by Open-End Management Companies (Rescinded February 28, 2003) .....	7
15 CSR 30-52.170 Certificates of Interest or Participation in Oil or Mining Titles or Leases or in Payments Out of Production Thereunder (Rescinded February 11, 1979).....	7



---

---

15 CSR 30-52.180	Limited Partnerships (Rescinded February 28, 2003)	7
15 CSR 30-52.190	Foreign Real Estate Securities (Rescinded February 28, 2003)	7
15 CSR 30-52.200	Offer of Refund Prior to Registration	7
15 CSR 30-52.210	Securities Issued by Closed-End Investment Companies (Rescinded February 28, 2003)	7
15 CSR 30-52.220	Cattle Feeding and Similar Programs (Rescinded February 11, 1979)	7
15 CSR 30-52.230	Sample Form of Security Escrow Agreement (Rescinded February 28, 2003)	7
15 CSR 30-52.240	Sample Form of Promoters' Stock Escrow Agreements (Rescinded January 29, 1988)	7
15 CSR 30-52.250	Impoundment of Proceeds (Rescinded February 28, 2003)	7
15 CSR 30-52.260	Suggested Form of Offer of Refund (Rescission)	7
15 CSR 30-52.270	Suggested Form of Offer of Refund (Rescission)(B) (Rescinded November 11, 1984)	8
15 CSR 30-52.271	Missouri Issuer Registration (Rescinded February 28, 2003)	8
15 CSR 30-52.272	Suggested Form for Escrow Agreement for Missouri Issuer Registration (Rescinded February 28, 2003)	8
15 CSR 30-52.273	Suggested Form of Refund for Missouri Issuer Registration (Rescinded February 28, 2003)	8
15 CSR 30-52.275	Small Company Offering Registrations (formerly Missouri Issuer Registration)	8
15 CSR 30-52.280	Withdrawal of a Registration Statement	9
15 CSR 30-52.290	Effectiveness (Rescinded February 28, 2003)	9
15 CSR 30-52.300	Post-Effective Amendments and Notices to a Registration Statement	9
15 CSR 30-52.310	Report of Completion of a Registration Statement	9
15 CSR 30-52.320	Annual Report for the Renewal of a Registration Statement	10
15 CSR 30-52.330	Records to be Preserved by Issuers	10
15 CSR 30-52.340	Mortgage Revenue Bonds	10
15 CSR 30-52.350	Seasoned Issuer Registration by Filing (Rescinded February 28, 2003)	11



## Title 15—ELECTED OFFICIALS

### Division 30—Secretary of State Chapter 52—Registration of Securities

#### 15 CSR 30-52.010 General Provisions

*PURPOSE: This rule prescribes general policies, and the meaning of terms under the Act and under Chapter 52 of the regulations.*

(1) Securities may be registered by coordination or qualification.

(2) The reference to a registration statement being on file for twenty (20) days with the commissioner under section 409.3-303(c), RSMo shall mean twenty (20) business days. The term “business days” would exclude weekends and holidays.

(3) For purposes of these rules contained in Chapter 52, an issuer in the promotional or development stage shall have the same meaning as the term “promotional or development stage company” that is defined in the North American Securities Administrators Association, Inc. (NASAA) Statement of Policy Regarding Corporate Securities Definitions.

*AUTHORITY: sections 409.3-303, 409.3-304 and 409.6-605, RSMo Supp. 2003.\* Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Dec. 19, 1975, effective Dec. 31, 1975. Amended: Filed Aug. 11, 1978, effective Feb. 11, 1979. Emergency amendment filed Aug. 1, 1980, effective Aug. 13, 1980, expired Dec. 11, 1980. Amended: Filed Oct. 16, 1986, effective Feb. 12, 1987. Amended: Filed March 27, 1989, effective June 12, 1989. Amended: Filed Dec. 24, 1991, effective May 14, 1992. Amended: Filed Feb. 2, 1996, effective July 30, 1996. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.*

*\*Original authority: 409.3-303, RSMo 2003; 409.3-304, RSMo 2003; 09.6-605, RSMo 2003.*

#### 15 CSR 30-52.015 Applications for Registration

*PURPOSE: This rule prescribes the forms and other documents required with a regis-*

*tration statement of securities, as well as the notifications that need to be provided to the Securities Division.*

(1) Registration by Coordination and Qualification. A registration statement to register securities by coordination or qualification shall contain the following:

(A) The form U-1 and accompanying documents (including subscription agreement);

(B) Two (2) copies of the prospectus, including financial statements;

(C) All exhibits filed with the U.S. Securities and Exchange Commission in connection with the registration statement;

(D) The filing fee and registration fee specified in 15 CSR 30-50.030; and

(E) Any additional information or documents requested by the Securities Division.

(2) Warrants and the securities underlying the warrants shall each be registered separately.

(3) All applicants for registration shall immediately notify the Securities Division in writing of the following events:

(A) Any change to the information in the registration statement;

(B) Any stop order, denial, order to show cause, suspension order, revocation order, consent order, cease and desist order, injunction, restraining order, or similar order entered or issued by any state, regulatory authority or court, regarding the applicant, issuer, their subsidiaries or affiliates; and

(C) Any request by the applicant or issuer to any other state or regulatory authority for permission to withdraw any application to register the securities covered by the registration statement.

*AUTHORITY: sections 409.3-303, 409.3-304, 409.3-305, 409.3-307, 409.6-605 and 409.6-611, RSMo Supp. 2003.\* Original rule filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.*

*\*Original authority: 409.3-303, RSMo 2003; 409.3-304, RSMo 2003; 409.3-305, RSMo 2003; 409.3-307, RSMo 2003, 409.6-65, RSMo 2003.*

#### 15 CSR 30-52.020 Prospectus

*PURPOSE: This rule prescribes the preparation and use of a disclosure document in the offer or sale of registered securities.*

(1) Each registration statement shall include at least two (2) copies of the prospectus to be used in the proposed securities offering.

(2) Form and Content. The prospectus shall be prepared using the following forms and shall contain the information specified in the forms, together with any additional information the Securities Division may require—

(A) Registration by Coordination. The prospectus for a securities registration by coordination under section 409.3-303, RSMo shall be prepared using the forms required under the Securities Act of 1933.

(B) Registration by Qualification.

1. Other than small company offering registrations, the prospectus for a securities registration by qualification under section 409.3-304, RSMo shall be prepared using the following forms:

A. Missouri form SR-1, Form of Prospectus for Registration of Securities by Qualification (available from the Securities Division upon request); or

B. Any applicable form under the Securities Act of 1933 that substantially comports with the requirements of form SR-1.

2. For small company offering registrations pursuant to 15 CSR 30-52.275, the prospectus to be used shall be form U-7, as adopted and revised by North American Securities Administrators Association, Inc. (NASAA) in September 1999.

(3) Delivery of Prospectus. As a condition of registration, an applicant shall comply with the following:

(A) A person offering or selling a security under a registration by qualification, other than through a broker-dealer, shall deliver a copy of the final prospectus to each prospective purchaser before the confirmation of a sale made by or for the account of the person. Each subscription agreement shall contain a statement by the purchaser that the purchaser has received a copy of the prospectus; and

(B) A person offering or selling a security under a registration by coordination shall deliver a copy of the prospectus as required by the Securities Act of 1933.

(4) Each prospectus must be typed and clearly legible.

*AUTHORITY: sections 409.3-303, 409.3-304, 409.3-305, 409.3-307, 409.5-501 and 409.6-605, RSMo Supp. 2003.\* Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Aug. 11, 1978, effective Feb. 11, 1979. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 25, 2003, effective*



Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 25, 2003, effective Feb. 29, 2004.

\*Original authority: 404.3-303, RSMo 2003, 409.3-304, RSMo 2003; 409.3-305, RSMo 2003; 409.3-307, RSMo 2003; 409.5-501, RSMo 2003; 409.6-605, RSMo 2003.

### 15 CSR 30-52.025 Financial Statements

*PURPOSE:* This rule prescribes the general standards for financial statements to be used in a registration statement.

(1) All historical financial statements in the registration statement shall be in conformity with generally accepted accounting principles (GAAP).

(2) Registration by Coordination. Financial statements filed with a registration statement by coordination shall comply with the requirements of the United States Securities and Exchange Commission.

(3) Registration by Qualification. The financial statements filed with a registration statement by qualification shall consist of the following:

(A) Audited Balance Sheet. An audited balance sheet of the issuer within four (4) months prior to the filing of the registration statement;

(B) Audited Financial Statements. Audited financial statements that include a balance sheet (fiscal year end) and statements of income, cash flows and changes in stockholders' equity for the last fiscal year (or such shorter period as the issuer has been in business);

(C) Reviewed Financial Statements. Reviewed financial statements for the two (2) fiscal years preceding the last fiscal year, unless audited financial statements are available for those periods. The reviewed financial statements shall include a balance sheet (fiscal year end) and statements of income, cash flow and changes in stockholders' equity;

(D) Reviewed Interim Financial Statements. Reviewed interim financial statements between the close of the last fiscal year and the date of the balance sheet. The interim financial statements shall include statements of income, cash flow and changes in stockholders' equity;

(E) Notes. All financial statements shall include applicable notes to the financial statements to explain accounting policies and provide other disclosures required by GAAP; and

(F) Reports. An auditor's report shall be included with the financial statements.

Audited financial statements shall include an unqualified opinion that indicates the financial statements are presented fairly, in all material respects, in conformity with GAAP.

A reviewed report shall not be modified for a departure from GAAP.

(4) The financial statements and report described in section (3) above shall be included in the prospectus under a registration by qualification.

(5) Prospective financial statements may be used in connection with a registered offering if all of the following conditions exist:

(A) The prospective financial statements shall be financial forecasts that conform with guidelines established by the American Institute of Certified Public Accountants; and

(B) The financial forecasts shall be included in the prospectus.

(6) *Pro forma* financial information may be used in connection with a registered offering and not be subject to the conditions of subsection (5)(A) above if such *pro forma* financial information complies with 17 CFR 210.11-02.

*AUTHORITY:* sections 409.3-303, 409.3-304 and 409.6-605, RSMo Supp. 2003.\* Original rule filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.

\*Original authority: 409.3-303, RSMo 2003, 409.3-304, RSMo 2003, 409.6-605; RSMo 2003.

### 15 CSR 30-52.030 NASAA Statements of Policy

*PURPOSE:* This rule promotes uniformity with other states and prescribes the guidelines to be applied to securities registrations in order to determine if the offering is fair, just and equitable.

*PUBLISHER'S NOTE:* The secretary of state has determined that the publication of the entire text of the material which is incorporated by reference as a portion of this rule would be unduly cumbersome or expensive. Therefore, the material which is so incorporated is on file with the agency who filed this rule, and with the Office of the Secretary of State. Any interested person may view this material at either agency's headquarters or the same will be made available at the Office of the Secretary of State at a cost not to exceed actual cost of copy reproduction. The

entire text of the rule is printed here. This note refers only to the incorporated by reference material.

(1) The Securities Division will apply the applicable statement of policy adopted by North American Securities Administrators Association, Inc. (NASAA) when conducting a merit review to determine whether an offering is fair, just and equitable.

(A) The following statements of policy are hereby incorporated by reference:

1. Corporate Securities Definitions, as amended by NASAA on September 28, 1999;

2. Loans and Other Material Affiliated Transactions, as amended by NASAA on November 18, 1997;

3. Options and Warrants, as amended by NASAA on September 28, 1999;

4. Preferred Stock, as amended by NASAA on April 27, 1997;

5. Promoter's Equity Investment, as adopted by NASAA on April 27, 1997;

6. Promotional Shares, as amended by NASAA on September 28, 1999;

7. Risk Disclosure Guidelines, as adopted by NASAA on September 9, 2001;

8. Specificity in Use of Proceeds, as amended by NASAA on September 28, 1999;

9. Underwriting Expenses, Underwriter's Warrants, Selling Expenses and Selling Security Holders, as adopted by NASAA on September 28, 1999;

10. Unsound Financial Condition, as adopted by NASAA on September 28, 1999;

11. Unequal Voting Rights, as adopted by NASAA on October 24, 1991;

12. Registration of Asset-Backed Securities, as adopted by NASAA on October 25, 1995;

13. Mortgage Program Guidelines, as adopted by NASAA on September 10, 1996;

14. Real Estate Programs, as amended by NASAA on September 29, 1993;

15. Real Estate Investment Trusts, as revised by NASAA on September 29, 1993;

16. Registration of Oil and Gas Programs, as amended by NASAA on October 24, 1991;

17. Equipment Programs, as amended by NASAA on October 24, 1991;

18. Commodity Pool Programs, as amended by NASAA on August 30, 1990;

19. Cattle-Feeding Programs, as adopted by NASAA on September 17, 1980;

20. Omnibus Guidelines, as adopted by NASAA on March 29, 1992; and

21. Viatical Investment Guidelines, as adopted by NASAA on October 1, 2002.

(B) The Omnibus Guidelines shall be applied to limited partnerships programs or other entities in which more specific state-



ments of policy have not been adopted by NASAA.

(2) Cross-Reference Sheet. If requested by the Securities Division, a registration statement to register securities shall include a cross-reference table to indicate compliance with, or deviation from, the various sections of the applicable statement of policy.

(3) Suitability for Direct Participation Programs.

(A) In establishing standards of fairness and equity, the Securities Division has established the following investor suitability guidelines for direct participation programs registered under the Act:

1. A gross income of forty-five thousand dollars (\$45,000) and a net worth of forty-five thousand dollars (\$45,000) (exclusive of home, home furnishings and automobiles); or

2. A net worth of one hundred fifty thousand dollars (\$150,000) (exclusive of home, home furnishings and automobiles); and

3. No more than ten percent (10%) of any one (1) Missouri investor's liquid net worth shall be invested in the securities being registered with the Securities Division.

(B) The suitability standard in subsection (3)(A) is a guideline. Higher or lower suitability standards may be established or may be required by the Securities Division as a condition of registration.

(C) The suitability standards must be disclosed in the prospectus.

*AUTHORITY:* sections 409.3-303, 409.3-304, 409.3-305, 409.3-306, 409.3-307, 409.5-501, 409.6-605 and 409.6-608, RSMo Supp. 2003.\* Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 25, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 25, 2003, effective Feb. 29, 2004.

\*Original authority: 409.3-303, RSMo 2003; 409.3-304, RSMo 2003; 409.3-305, RSMo 2003; 409.3-306, RSMo 2003; 3-307, RSMo 2003; 409.5-501, RSMo 2003; 409.6-605, RSMo 2003; 409.6-608, RSMo 2003.

**15 CSR 30-52.040 Selling Expenses and Selling Security Holders**  
(Rescinded February 28, 2003)

*AUTHORITY:* sections 409.306 and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Aug. 11, 1978, effective Feb. 11, 1979. Rescinded and readopted: Filed Aug. 1, 1984, effective Nov. 11, 1984. Amended: Filed Oct. 15, 1987, effective Jan. 29, 1988. Rescinded and readopted: Filed Jan. 3, 1990, effective March 11, 1990. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.050 Offering Price**  
(Rescinded February 28, 2003)

*AUTHORITY:* sections 409.306 and 409.413(a), RSMo (1986). Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Aug. 1, 1984, effective Nov. 11, 1984. Amended: Filed Jan. 3, 1990, effective March 11, 1990. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.060 Options and Warrants**  
(Rescinded February 28, 2003)

*AUTHORITY:* sections 409.306 and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Aug. 1, 1984, effective Nov. 11, 1984. Amended: Filed June 2, 1986, effective Oct. 27, 1986. Amended: Filed Oct. 16, 1986, effective Feb. 12, 1987. Amended: Filed Oct. 15, 1987, effective Jan. 29, 1988. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.070 Promotional Shares**  
(Rescinded February 28, 2003)

*AUTHORITY:* sections 409.306 and 409.413(a), RSMo (1986). Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Oct. 15, 1987, effective Jan. 29, 1988.

Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.080 Promoters' Investment**  
(Rescinded February 28, 2003)

*AUTHORITY:* sections 409.306 and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Oct. 15, 1987, effective Jan. 29, 1988. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.090 Escrow**  
(Rescinded January 29, 1988)

*AUTHORITY:* sections 409.306 and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded: Filed Oct. 15, 1987, effective Jan. 29, 1988.

**15 CSR 30-52.100 Impoundment of Proceeds**

*PURPOSE:* This rule promotes uniformity with other states and prescribes procedures for impounding proceeds that are obtained from the sale of registered securities.

*PUBLISHER'S NOTE:* The secretary of state has determined that the publication of the entire text of the material which is incorporated by reference as a portion of this rule would be unduly cumbersome or expensive. Therefore, the material which is so incorporated is on file with the agency who filed this rule, and with the Office of the Secretary of State. Any interested person may view this material at either agency's headquarters or the same will be made available at the Office of the Secretary of State at a cost not to exceed actual cost of copy reproduction. The entire text of the rule is printed here. This note refers only to the incorporated by reference material.

(1) The Securities Division hereby incorporates by reference the North American Securities Administrators Association, Inc. (NASAA) Statement of Policy Regarding the Impoundment of Proceeds, as amended by NASAA on September 28, 1999.



(2) The Securities Division will apply the NASAA Statement of Policy Regarding the Impoundment of Proceeds when conducting its merit review to determine whether an offering is fair, just and equitable.

(3) As a condition of registration, the minimum amount of proceeds needed to implement the business plan shall be impounded when:

(A) The registration is sought by a promotional or developmental stage company that is financing an initial or proposed business;

(B) The registration is sought by a company in poor financial condition; or

(C) The offering is not firmly underwritten.

(4) The applicant shall set a minimum amount of proceeds that is reasonably sufficient to implement the business plan so as to accomplish the purpose of the offering.

(5) The applicant shall use the Missouri form SR-4, Impoundment of Funds Agreement, as the agreement for the impoundment of proceeds, unless the Securities Division permits another similar form to be used (the form SR-4 is available from the Securities Division upon request).

*AUTHORITY: sections 409.3-305(f), 409.3-306 and 409.6-605, RSMo Supp. 2003.\* Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.*

*\*Original authority: 409.3-305, RSMo 2003; 409.3-306, RSMo 2003; 409.6-605, RSMo 2003.*

**15 CSR 30-52.110 Voting Rights**  
(Rescinded February 28, 2003)

*AUTHORITY: sections 409.306 and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Oct. 16, 1986, effective Feb. 12, 1987.*

*Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.*

**15 CSR 30-52.120 Debt Securities**

*PURPOSE: This rule promotes uniformity with other states and prescribes standards to be used in connection with the registration of debt securities.*

*PUBLISHER'S NOTE: The secretary of state has determined that the publication of the entire text of the material which is incorporated by reference as a portion of this rule would be unduly cumbersome or expensive. Therefore, the material which is so incorporated is on file with the agency who filed this rule, and with the Office of the Secretary of State. Any interested person may view this material at either agency's headquarters or the same will be made available at the Office of the Secretary of State at a cost not to exceed actual cost of copy reproduction. The entire text of the rule is printed here. This note refers only to the incorporated by reference material.*

(1) The Securities Division will apply the North American Securities Administrators Association, Inc. (NASAA) Statement of Policy Regarding Debt Securities when conducting a merit review of debt offerings to determine whether an offering is fair, just and equitable.

(2) The Securities Division hereby incorporates by reference the NASAA Statement of Policy Regarding Debt Securities, as adopted by NASAA on April 25, 1993.

(3) Development Stage Issuers. The issuance of debt securities by an issuer in the promotional or development stage with no substantial net earnings from normal business operations during each of its last three (3) fiscal years will be viewed by the division as being unfair, unjust and inequitable.

(4) Suitability.

(A) In establishing standards of fairness and equity, the Securities Division has established the following investor suitability guidelines for debt offerings registered under the Act:

1. A gross income of forty-five thousand dollars (\$45,000) and a net worth of forty-five thousand dollars (\$45,000) (exclusive of home, home furnishings and automobiles); or
2. A net worth of one hundred fifty thousand dollars (\$150,000) (exclusive of home, home furnishings and automobiles); and
3. No more than ten percent (10%) of any one (1) Missouri investor's liquid net

worth shall be invested in the securities being registered with the Securities Division.

(B) The suitability standard in subsection (4)(A) is a guideline. Higher or lower suitability standards may be established or may be required by the Securities Division as a condition of registration.

(C) The suitability standards must be disclosed in the prospectus.

*AUTHORITY: sections 409.3-306 and 409.6-605, RSMo Supp. 2003.\* Original rule filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.*

*\*Original authority: 409.3-306, RSMo 2003; 409.6-605, RSMo 2003.*

**15 CSR 30-52.130 Loans and Other Material-Affiliated Transactions**  
(Rescinded February 28, 2003)

*AUTHORITY: sections 409.306 and 409.413(a), RSMo (1986). Original rule filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Jan. 3, 1990, effective March 11, 1990. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.*

**15 CSR 30-52.140 Periodic Payment Plans**  
(Rescinded February 28, 2003)

*AUTHORITY: sections 409.306 and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed April 14, 1992, effective Jan. 15, 1993.*

*Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.*

**15 CSR 30-52.150 Real Estate Investment Trusts or Other Unincorporated Real Estate Trusts**  
(Rescinded February 28, 2003)



*AUTHORITY:* sections 409.306 and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Aug. 1, 1984, effective Nov. 11, 1984. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.160 Redeemable Securities Issued by Open-End Management Companies**

(Rescinded February 28, 2003)

*AUTHORITY:* sections 409.306 and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Dec. 19, 1975, effective Dec. 31, 1975. Amended: Filed Aug. 1, 1984, effective Nov. 11, 1984. Amended: Filed Sept. 14, 1993, effective May 9, 1994. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.170 Certificates of Interest or Participation in Oil or Mining Titles or Leases or in Payments Out of Production Thereunder**

(Rescinded February 11, 1979)

*AUTHORITY:* section 409.413, RSMo 1969. Original rule filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 5, 1974, effective Nov. 25, 1974. Amended: Filed Dec. 19, 1975, effective Dec. 31, 1975. Rescinded: Filed Aug. 11, 1978, effective Feb. 11, 1979.

**15 CSR 30-52.180 Limited Partnerships**

(Rescinded February 28, 2003)

*AUTHORITY:* sections 409.306 and 409.413(a), RSMo 1986. Original rule filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Dec. 19, 1975, effective Dec. 31, 1975. Amended: Filed Aug. 11, 1978, effective Feb. 11, 1979. Amended: Filed Aug. 1, 1984, effective Nov. 11, 1984. Amended: Filed June 2, 1986, effective Oct. 27, 1986. Amended: Filed Oct. 15, 1987, effective Jan. 29, 1988. Amended: Filed March 27, 1989, effective June 12, 1989. Amended: Filed April 14, 1992, effective Jan.

15, 1993. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.190 Foreign Real Estate Securities**

(Rescinded February 28, 2003)

*AUTHORITY:* sections 409.306 and 409.413(a), RSMo 1986. Original rule filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed July 3, 1989, effective Sept. 28, 1989. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.200 Offer of Refund Prior to Registration**

*PURPOSE:* This rule requires, as a prerequisite to securities registration, that rescission be offered to all investors having a cause of action against the applicant or issuer.

An offer of refund (rescission), pursuant to section 409.5-510, RSMo, to each person having a cause of action against the applicant or the issuer, within the meaning of section 409.5-509, RSMo, shall be a prerequisite to the registration of securities. A suggested form of offer of refund (rescission) is located at 15 CSR 30-52.260.

*AUTHORITY:* sections 409.3-306, 409.5-509, 409.5-510 and 409.6-605, RSMo Supp. 2003.\* Original rule filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.

\*Original authority: 409.3-306, RSMo 2003; 409.5-501, RSMo 2003; 409.5-510, RSMo 2003; 409.6-605, RSMo 2003.

**15 CSR 30-52.210 Securities Issued by Closed-End Investment Companies**

(Rescinded February 28, 2003)

*AUTHORITY:* sections 409.306 and 409.413(a) RSMo 1986. Original rule filed Dec. 19, 1975, effective Dec. 31, 1975. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.220 Cattle Feeding and Similar Programs**

(Rescinded February 11, 1979)

*AUTHORITY:* section 409.413, RSMo 1969. Original rule filed Dec. 19, 1975, effective Dec. 31, 1975. Rescinded: Filed Aug. 11, 1978, effective Feb. 11, 1979.

**15 CSR 30-52.230 Sample Form of Security Escrow Agreement**

(Rescinded February 28, 2003)

*AUTHORITY:* sections 409.306 and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded: Filed Oct. 15, 1987, effective Jan. 29, 1988. Readopted: Filed Jan. 3, 1990, effective March 11, 1990. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.240 Sample Form of Promoters' Stock Escrow Agreements**

(Rescinded January 29, 1988)

*AUTHORITY:* sections 409.306 and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded: Filed Oct. 15, 1987, effective Jan. 29, 1988.

**15 CSR 30-52.250 Impoundment of Proceeds**

(Rescinded February 28, 2003)

*AUTHORITY:* sections 409.305 and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Jan. 3, 1990, effective March 11, 1990. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.

**15 CSR 30-52.260 Suggested Form of Offer of Refund (Rescission)**

*PURPOSE:* This rule suggests a simplified form of rescission offer to be provided to investors.

(1) The sample rescission letter contained in this regulation is based upon a violation of



section 409.3-301, RSMo but may be adapted for any other violations of the Missouri Securities Act of 2003.

(2) The Securities Division suggests the following letter be used to offer rescission:

Certified/Return Receipt Requested

Dear Investor:

This letter is to inform you of your rights under the Missouri Securities Act of 2003, Chapter 409, RSMo (the "Act"). The (describe securities) that you were sold constitute "securities" under the Act.

Section 409.3-301, RSMo, requires that any security offered or sold in Missouri must be registered, exempt from registration or a federal covered security. The securities that you purchased were not registered, exempt or federal covered securities. (Include herein any other statutory violation, along with an explanation of the violation).

Section 409.5-509, RSMo, provides that any person who sells a security in violation of section 409.3-301, RSMo is liable to the purchaser for the amount of the consideration paid for the security, together with interest of eight percent (8%) per year from the date of purchase, costs and reasonable attorney fees, less the amount of any income received on the security.

This letter is to inform you of these rights and to offer to rescind your securities purchase. Attached is a statement as to whether or not you wish to take advantage of this offer. Please fill out the attached form and return it to this office within thirty (30) days of your receipt of this notice. If you wish to take advantage of the rescission, the amount you originally invested plus eight percent (8%) interest, less any income you received, will be returned to you within ten (10) business days of the receipt of your rescission request. If you do not respond to this offer within thirty (30) days of the date you receive it, your right to rescind your purchase will be extinguished as provided in the Act.

(Name of Issuer)  
(Signature)  
(Printed Name of Signatory)

I have been informed of my right to rescission under the Missouri Securities Act of 2003 by (name of firm offering rescission). I do/do not (circle one) wish to take advantage of this rescission offer.

(Investor's Signature)

*AUTHORITY: sections 409.5-509, 409.5-510 and 409.6-605, RSMo Supp. 2003.\* Original rule filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Aug. 1, 1984, effective Nov. 11, 1984. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.*

*\*Original authority: 409.5-509, RSMo 2003; 409.5-510, RSMo 2003; 409.6-605, RSMo 2003.*

**15 CSR 30-52.270 Suggested Form of Offer of Refund (Rescission)(B)**

(Rescinded November 11, 1984)

*AUTHORITY: sections 409.411 and 409.413(a), RSMo 1969. Original rule filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded: Filed Aug. 1, 1984, effective Nov. 11, 1984.*

**15 CSR 30-52.271 Missouri Issuer Registration**

(Rescinded February 28, 2003)

*AUTHORITY: section 409.413(a), RSMo 1986. Original rule filed April 14, 1992, effective Jan. 15, 1993. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.*

**15 CSR 30-52.272 Suggested Form for Escrow Agreement for Issuer Registration**

(Rescinded February 28, 2003)

*AUTHORITY: section 409.413(a), RSMo 1986. Original rule filed April 14, 1992, effective Jan. 15, 1993. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.*

**15 CSR 30-52.273 Suggested Form of Refund for Missouri Issuer Registration**

(Rescinded February 28, 2003)

*AUTHORITY: section 409.413(a), RSMo 1986. Original rule filed April 14, 1992, effective Jan. 15, 1993. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.*

**15 CSR 30-52.275 Small Company Offering Registrations (formerly Missouri Issuer Registration)**

*PURPOSE: This rule promotes uniformity with other states and facilitates capital formation for small business owners.*

*PUBLISHER'S NOTE: The secretary of state has determined that the publication of the entire text of the material which is incorporated by reference as a portion of this rule would be unduly cumbersome or expensive. Therefore, the material which is so incorporated is on file with the agency who filed this rule, and with the Office of the Secretary of State. Any interested person may view this material at either agency's headquarters or the same will be made available at the Office of the Secretary of State at a cost not to exceed actual cost of copy reproduction. The entire text of the rule is printed here. This note refers only to the incorporated by reference material.*

(1) The Securities Division hereby incorporates by reference the North American Securities Administrators Association (NASAA) Statement of Policy Regarding Small Company Offering Registrations (SCOR), as adopted by NASAA on April 28, 1996.

(2) A registration statement to register securities under SCOR shall contain the following:

- (A) The form U-1 and accompanying documents (including subscription agreement);
- (B) Two (2) copies of the prospectus, including financial statements;
- (C) Copies of any documents filed with the U.S. Securities and Exchange Commission in connection with the registration statement;
- (D) The filing fee and registration fee specified in 15 CSR 30-50.030; and
- (E) Any additional information or documents requested by the Securities Division.

(3) Financial Statements. The financial statements for SCOR offerings over one (1) million dollars shall comply with 15 CSR 30-52.025. The financial statements for SCOR offerings up to one (1) million dollars shall also comply with 15 CSR 30-52.025, but only need to be reviewed as determined under the NASAA Statement of Policy Regarding SCOR.

(4) The Securities Division may apply any rule contained in Chapter 52 to SCOR offerings.

*AUTHORITY: sections 409.3-304, 409.3-305, 409.3-306, 409.3-307 and 409.6-605,*





*RSMo Supp. 2003.\* Original rule filed Nov. 1, 1996, effective June 30, 1997. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.*

*\*Original authority: 409.3-304, RSMo 2003; 409.3-305, RSMo 2003; 409.3-306, RSMo 2003; 409.3-307, RSMo 2003; 409.6-605, RSMo 2003.*

### 15 CSR 30-52.280 Withdrawal of a Registration Statement

*PURPOSE: This rule prescribes policies and procedures for withdrawing a registration statement prior to effectiveness.*

(1) The withdrawal of an application (prior to effectiveness) may be issued by the commissioner upon the request of the applicant.

(2) The abandonment of an application, where there has been no activity on the application by the applicant for a period of six (6) months or more, may be considered to signify a request for withdrawal.

*AUTHORITY: sections 409.3-305(h) and 409.6-605, RSMo Supp. 2003.\* Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed March 21, 1974, effective April 1, 1974. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.*

*\*Original authority: 409.3-305, RSMo 2003; 409.6-605, RSMo 2003.*

### 15 CSR 30-52.290 Effectiveness

(Rescinded February 28, 2003)

*AUTHORITY: sections 409.302(c), 409.303(c), 409.304(c), 409.305(h) and 409.413(a), RSMo 1986. Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.*

### 15 CSR 30-52.300 Post-Effective Amendments and Notices to a Registration Statement

*PURPOSE: This rule prescribes policies and procedures for amending a registration statement.*

(1) During the effective period of a registration statement, except as mentioned in section (2) below, the registrant shall notify the Securities Division within fifteen (15) business days of the following:

(A) Any change to any of the documents contained in the registration statement on file with the Securities Division.

(B) Any inaccurate, incorrect, or misleading statements contained in the registration statement.

(C) Any material change relating to the issuer, offering or registration statement that includes, but is not limited to, the following:

1. Change in issuer's address;
2. Change in issuer's law firm or accounting firm;
3. Change in risk factors;
4. Change in the use of proceeds;
5. Change in the underwriting or plan of distribution;
6. Change in management or control or transactions with management;
7. Change in ownership of principal properties;
8. Acquisition, revaluation or disposition of principal assets;
9. Legal proceedings, other than in the ordinary course of business;
10. Defaults upon senior or subordinate securities;
11. Release of securities or funds from escrow or impoundment, or modification of escrow arrangements;
12. Issuance, purchase or exercise of options;
13. Increase or decrease in authorized securities;
14. Change in stock transfer agent;
15. Change in securities, amount offered, offering price, par value, stock dividends or splits, rights of shareholders or matters of vote by security holders; and
16. Change in financial condition or financial statements, including financial forecasts.

(D) Any stop order, denial, order to show cause, suspension order, revocation order, consent order, cease and desist order, injunction, restraining order, or similar order entered or issued by any state, regulatory authority or court, regarding the applicant, registrant, issuer, their subsidiaries or affiliates.

(E) Any request by the registrant or issuer to any other state or regulatory authority for permission to withdraw any application to register the securities covered by the registration statement or of any termination by the issuer of the offering in any state where the securities are registered.

(F) Any other information requested by the Securities Division in connection with the offering or the registration statement.

(2) For registrations by coordination, the registrant shall promptly forward to the commissioner all amendments and supplements to the registration statement within one (1) business day after these documents are filed with the U.S. Securities and Exchange Commission.

(3) Enclosed with each amendment shall be a written cover letter that describes the material changes to the registration statement. Additionally, the amended prospectus shall be relined or marked to reflect the changes.

*AUTHORITY: sections 409.3-303(b)(3) and (4), 409.3-304, 409.3-305, 409.3-306 and 409.6-605, RSMo Supp. 2003.\* Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.*

*\*Original authority: 409.3-303, RSMo 2003; 409.3-304, RSMo 2003; 409.3-305, RSMo 2003; 409.3-306, RSMo 2003; 409.6-605, RSMo 2003.*

### 15 CSR 30-52.310 Report of Completion of a Registration Statement

*PURPOSE: This rule prescribes the notice to be provided to the Securities Division upon the completion of an offering in Missouri.*

(1) Within thirty (30) days of the completion of an offering in Missouri, the registrant shall provide a written statement to the Securities Division that states the following:

(A) The date the offering was completed in Missouri; and

(B) The number and amount of registered securities sold in Missouri.

(2) The written statement needs to be signed by an officer, director or agent of the issuer or by an authorized signatory of the registrant.



AUTHORITY: sections 409.3-305(i) and 409.6-605, RSMo Supp. 2003. \* Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Amended: Filed Nov. 26, 2002, effective Aug. 30, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.

\*Original authority: 409.3-305, RSMo 2003; 409.6-605, RSMo 2003.

15 CSR 30-52.320 Annual Report for the Renewal of a Registration Statement

PURPOSE: This rule requires that an annual report be provided to the Securities Division for the renewal of the effective period of a registration statement.

(1) To renew a registration statement for an additional year, the registrant shall file with the Securities Division a completed form SR-2 within thirty (30) days before the anniversary of the effective date of the registration statement in Missouri.

(2) The registrant shall include a filing fee of one hundred dollars (\$100).

AUTHORITY: sections 409.3-305(b), (h) and (i), and 409.6-605, RSMo Supp. 2003. \* Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed March 21, 1974, effective Nov. 25, 1974. Amended: Filed Oct. 15, 1987, effective Jan. 29, 1988. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.

\*Original authority: 409.3-305, RSMo 2003; 409.6-605, RSMo 2003.

15 CSR 30-52.330 Records to be Preserved by Issuers

PURPOSE: This rule prescribes the records to be preserved by issuers who effect sales of registered securities other than through broker-dealers.

(1) All issuers who effect sales of registered securities, other than through a broker-dealer, shall preserve the following records for at least three (3) years following the expiration of the registration:

(A) Copies of all documents contained in the registration statement;

(B) Copies of all advertisements, including a record of the dates, names and addresses of media carrying those advertisements;

(C) Copies of all communications received and sent by the issuer pertaining to the offer, sale and transfer of the securities, including purchase agreements and confirmations; and

(D) A list of the name, address and telephone number of each investor to whom the securities were sold, and for each such person, information regarding—

- 1. The type of securities sold;
2. The number and amount of securities sold;
3. The type of consideration paid; and
4. The name of the agent that sold the securities.

(2) An issuer will need to retain the records set forth in section (1) for each investor at least three (3) years after the investor's investment has terminated, even if more than three (3) years has lapsed since the expiration of the registration.

(3) Records may be stored in paper form or electronically.

AUTHORITY: sections 409.3-305(g) and 409.6-605, RSMo Supp. 2003. \* Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Rescinded and readopted: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.

\*Original authority: 409.3-305, RSMo 2003; 409.6-605, RSMo 2003.

15 CSR 30-52.340 Mortgage Revenue Bonds

PURPOSE: This rule specifies the securities registration requirements created by sections 108.450-108.470, RSMo which require certain mortgage revenue bonds to comply with Chapter 409, RSMo. It details the information which issuers must submit and limits the method to registration by qualification. It

also provides a new form to be used for this type of registration.

(1) Mortgage revenue bonds issued pursuant to authority contained in sections 108.450-108.470, RSMo must be registered by qualification.

(A) The information listed for registration statements by qualification under section 409.3-304(b), RSMo is required, modified or omitted as follows for the purpose of registering mortgage revenue bonds authorized by sections 108.450-108.470, RSMo. (Note: The numbers without brackets listed in this rule correspond to the bracketed numbers in section 409.3-304(b), RSMo):

1. The issuer's name, address and form and date of organization (Other items from this subsection should be omitted);

2. With respect to every elected official performing legislative functions for the issuer, the chief executive officer of the issuer and the chief appointed fiscal officer of the issuer; his/her name, address and position; a description of any material interest held by any such person in any material transaction with the issuer or any of its agencies effected within the past three (3) years or proposed to be effected (Other items from this subsection should be omitted);

3. (Information from this subsection should be omitted);

4. (Information from this subsection should be omitted);

5. (Information from this subsection should be omitted);

6. (Information from this subsection should be omitted);

7. (Information from this subsection should be omitted);

8. The kind and amount of securities to be offered; the proposed offering price or the method by which it is to be computed; any variations therefrom at which any proportion of the offering is to be made to any person or class or persons other than underwriters, with a specification of any such person or class; the basis upon which the offering is to be made if otherwise than for cash; the estimated aggregate underwriting and selling discounts or commissions and finder's fees (including, listed separately, cash, securities, contracts or anything else of value to accrue to the underwriters or finders in connection with the offering) or, if the selling discounts or commissions are variable, the basis for determining them and their maximum and minimum amounts; the estimated amounts of other selling expenses, including legal, engineering and accounting charges; the name and address of every underwriter and every recipient of a finder's fee; a copy of any



underwriting or selling group agreement pursuant to which the distribution is to be made or the proposed form of any such agreement whose terms may not yet have been determined; and a description of the plan of distribution of any securities which are to be offered otherwise than through an underwriter;

9. The estimated cash proceeds to be received by the issuer from the offering; the purposes for which the proceeds are to be used by the issuer; the amounts to be used for each purpose; the order or priority in which the proceeds will be used for the purposes stated; the amounts of any funds to be raised from other sources to achieve the purposes stated; and the sources of any such funds (Other items from this subsection should be omitted);

10. (Information from this subsection should be omitted);

11. (Information from this subsection should be omitted);

12. (Information from this subsection should be omitted);

13. A copy of any preliminary official statement, prospectus, pamphlet, circular, form letter, advertisement or other sales literature intended as of the effective date to be used in connection with the offering;

14. A specimen or copy of the security being registered and a copy of any indenture or other instrument covering the security to be registered (Other items from this subsection should be omitted);

15. A copy of the form of an opinion of counsel which will be executed upon delivery of the bonds to the underwriter or other purchaser and which opines as to the legality of the bonds being registered, whether the bonds when, if and as delivered, will be legally issued and whether the bonds will be binding obligations of the issuer (Other items from this subsection should be omitted);

16. The written consent of any accountant, engineer, appraiser or other person whose profession gives authority to a statement made by him/her, if any such person is named as having prepared or certified a report or valuation (other than a public and official document or statement) which is used in connection with the registration statement;

17. (Information from this subsection should be omitted); and

18. The following additional information:

A. A description of the trustee;

B. A description of the terms and conditions of any indenture covering the bonds (which may be included in the official statement);

C. A description of the mortgage pool insurance and any other insurance policies

relating to the mortgage loans or loans to mortgage lenders;

D. A general description of terms and conditions of the purchase of, investment in, or assignment of mortgage loans from mortgage lenders or loans made to mortgage lenders, provisions for the security of the loans and provisions requiring the proceeds of the loans to be used by those mortgage lenders for the making of new mortgages for single family residential housing; provisions for securing new mortgages; and a general description of the terms and conditions of new mortgage loans including origination, service and administration of the new mortgage loans;

E. The plans covering the events of default and remedies;

F. A copy of the ordinance or court order authorizing issuance of the bond;

G. Statement indicating the provisions made by the political subdivision to secure the payment of the bonds including the creation of reserve and capitalized interest funds; action taken by the political subdivision with respect to the setting and collection of fees and charges deemed necessary to pay the debt service on the bonds; statement indicating whether there are provisions permitting or restricting the issuance of additional securities, the release or substitution of assets securing the issue, the modification of terms of the security; statement indicating the terms and conditions, if any, under which the holders, or any specified percentage of the holders, of the bonds or any coupons representing interest accrued on the bonds or coupons may, by civil action, compel the issuer to perform all duties imposed upon it by statute (that is, sections 108.450–108.470, RSMo) and to enforce the performance of any and all of the covenants made by the issuer with respect to the issuance of the bonds; and statement of the provisions relating to maturity, redemption, amortization, sinking fund or retirement;

H. Statement indicating whether there is litigation of any nature pending or threatened against the issuer, as of the date of the registration statement, to restrain or enjoin the issuance, sale, execution or delivery of the bond or in any way contesting or affecting the validity of the bonds or the security of the bonds, or contesting the validity of any proceedings of the issuer taken with respect to the issuance or sale; and form of certificate to be signed at time of closing; and

I. Statement of factual assumptions that were made by the issuer that must occur to enable it to make full and timely payments of principal, or premiums, if any, and interest on the bonds, service fees, insurance premi-

ums, trustee's fees and the paying agent's fees.

(2) An issuer must submit form SR-5, Application for Registration of Single Family Mortgage Revenue Bonds, which is hereby adopted and approved for filing with the Securities Division (the Securities Division will provide a copy of this form upon request).

*AUTHORITY: sections 409.3-304, 409.3-307 and 409.6-605, RSMo Supp. 2003.\* Emergency rule filed Aug. 8, 1980, effective Aug. 18, 1980, expired Dec. 26, 1980. Original rule filed Sept. 11, 1980, effective Dec. 11, 1980. Amended: Filed Aug. 30, 2002, effective Feb. 28, 2003. Emergency amendment filed Aug. 19, 2003, effective Sept. 12, 2003, expired March 9, 2004. Amended: Filed Aug. 22, 2003, effective Feb. 29, 2004.*

*\*Original authority: 409.3-304, RSMo 2003; 409.3-307, RSMo 2003; 409.6-605, RSMo 2003.*

#### **15 CSR 30-52.350 Seasoned Issuer Registration by Filing**

(Rescinded February 28, 2003)

*AUTHORITY: section 409.413, RSMo 1986. Original rule filed June 2, 1986, effective Oct. 27, 1986. Rescinded: Filed Aug. 30, 2002, effective Feb. 28, 2003.*