

NEBRASKA ADMINISTRATIVE CODE

Title 48 - DEPARTMENT OF BANKING AND FINANCE

Chapter 41 - INTEGRATION OF EXEMPT OFFERINGS PURSUANT TO SECTION 8-1111

001 GENERAL.

001.01 This Rule has been promulgated pursuant to authority delegated to the Director in Section 8-1120(3) of the Securities Act of Nebraska ("Act").

001.02 The Department has determined that this Rule relating to integration of offerings is consistent with investor protection and is in the public interest.

001.03 The definitions in 48 NAC 2 shall apply to the provisions of this Rule, unless otherwise specified.

002 INTEGRATION OF OFFERINGS.

002.01 An offering made by an issuer attempting to rely on the exemptions from registration provided by Section 8-1111 of the Securities Act must be separate and distinct from any other offering. Offers and sales of an offering will be deemed integrated with offers and sales of another offering when a review of the integration factors provided below indicates that the offers and sales are part of a larger offering. Integration may occur between two claimed exempt offerings as well as between a claimed exempt offering and a registered offering.

002.02 The following five factors are deemed relevant to a determination as to whether two different offerings are in fact integrated and thus part of a larger offering:

002.02A The different offerings are part of a single plan of financing;

002.02B The offerings involve the issuance of the same class of security;

002.02C The offerings are made at or about the same time;

002.02D The same type of consideration is to be received; and

002.02E The offerings are made for the same general purpose.

002.02 The determination as to whether integration has occurred between two offerings shall be made on a case by case basis. The presence of all the integration factors shall not be required to establish the integration of two offerings.