NEBRASKA ADMINISTRATIVE CODE

Title 48 - DEPARTMENT OF BANKING AND FINANCE

Chapter 3 - DEFINITION OF AN OFFER

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 the definition of an offer is consistent with investor protection and is in the public interest.

001.03 The Director may, on a case-by-case basis, and with prior written notice to the affected persons, require adherence to additional standards or policies, as deemed necessary in the public interest.

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

001.05 Federal statutes and rules of the Securities and Exchange Commission ("SEC") or the Financial Industry Regulatory Authority ("FINRA") referenced herein shall mean those statutes and rules as amended on or before the effective date of this Rule. A copy of the statutes or rules referenced in this Rule is available as an appendix to this rule at http://www.ndbf.ne.gov/legal/title48.shtml.

002 OFFERINGS REGISTERED IN NEBRASKA. For the purposes of Section 8-1101(13) of the Act, the term "offer" shall not include the circulation of a preliminary offering document provided.

002.01 The document is circulated by a broker-dealer registered in Nebraska;

002.02 The document is filed with the Director as part of an application to register the securities by qualification prior to its circulation.

002.03 The preliminary offering document is in the form of a prospectus which contains substantially the information required to be included in a prospectus meeting the requirements of Section 8-1107 of the Act for the securities being registered by qualification; and

002.04 The outside front page of the document bears in red ink, the caption "Preliminary Offering Document," the date of its issuance, and the following statement printed in bold type:

"A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE DIRECTOR OF THE DEPARTMENT OF BANKING AND FINANCE OF THE STATE OF NEBRASKA, BUT HAS NOT YET BECOME EFFECTIVE. INFORMATION CONTAINED HEREIN IS SUBJECT TO COMPLETION OR AMENDMENT. THESE SECURITIES MAY NOT BE SOLD NOR MAY OFFERS TO BUY BE ACCEPTED PRIOR TO THE TIME THE

REGISTRATION STATEMENT BECOMES EFFECTIVE. THIS PRELIMINARY DOCUMENT SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY; NOR SHALL THERE BE ANY SALE OF THESE SECURITIES IN NEBRASKA SINCE SUCH OFFER, SOLICITATION, OR SALE WOULD BE UNLAWFUL PRIOR TO QUALIFICATION UNDER SECTION 8-1107 OF THE SECURITIES ACT OF NEBRASKA."

003 OFFERINGS OF FEDERAL COVERED SECURITIES. For purposes of Section 8-1101(13) of the Act, the term "offer" shall not include the circulation of a preliminary offering document for a federal covered security provided:

003.01 The document complies with the provisions of Regulation S-K, 17 CFR ~~Ch. 11,~~ Part 229; and

003.02 The document is circulated by a broker-dealer registered in Nebraska or by an issuer exempt from such registration pursuant to Section 8-1101(2)(b).