

REGULATION D 504, 505, & 506 FILINGS

For all Regulation D 504, 505, and 506 filings, submit the following:

- (1) Copy of electronic Form D filed with the Securities and Exchange Commission.
- (2) \$300 filing fee made payable to the South Carolina Securities Commissioner.
- (3) If acknowledgement of receipt is desired, a duplicate cover letter with a stamped, return address envelope.

Renewals-These filings are effective for one year from the date of its filing with the Securities Commissioner after which time, if the offering is to continue, a renewal notice must be filed. The renewal filing shall include the same items as are required for the initial filing, including payment of the \$300 filing fee.

For REG D 506 filings, submit items 1-3 above not later than 15 days after the first sale in South Carolina.

For REG D 504 filings submit items 1-3 above plus the following:

- (1) One copy of the Private Placement Memorandum or other offering document(s).
- (2) A letter indicating that the conditions of South Carolina Code of Regulations 13-204(H), indicated below, have been met:
 - (a) The aggregate offering price for securities sold in South Carolina shall not exceed two hundred fifty thousand (\$250,000.00) dollars during any twelve (12) month period;
 - (b) The limitation on the manner of offering and resale of securities set forth in Rules 502(c) and (d) of SEC Regulation D shall be satisfied; and
 - (c) The "sophisticated investor" qualifications for the nature of purchasers set forth in Rule 506(b)(2)(ii) of SEC Regulation D shall be satisfied.

File all required documents and exhibits at least 5 business days before the first offering to an investor in South Carolina.

For REG D 505 filings submit items 1-3 above plus the following:

- (1) One copy of the Private Placement Memorandum or other offering document(s).

File all required documents and exhibits at least 5 business days before the first offering to an investor in South Carolina.

If you have any questions regarding the filing requirements, please call (803) 734-9916. All filings should be sent to the following address:

Office of the Attorney General
Securities Division
Rembert C. Dennis Building
1000 Assembly Street
Columbia, SC 29201