



SUBJECT: Rule Changes and Forms Revisions under the Pennsylvania Securities Act of 1972, Effective January 1, 2000

RELEASE NO.: **00-CF-1**

DATE OF RELEASE: January 4, 2000

TYPE: Rulemaking

PRIOR REFERENCE: None

RULE CHANGES

On January 1, 2000, general revisions to the rules and regulations of the Pennsylvania Securities Commission (64 Pa. Code §§101.000 et seq.) became effective upon publication in the Pennsylvania Bulletin. These revisions were adopted to implement provisions of the federal National Securities Markets Improvement Act of 1996 and Pennsylvania Act 109 of 1998 (effective January 25, 1999). All text of the regulations is unofficial until codified in the Pennsylvania Code. The Pennsylvania Code can be accessed through the Internet at www.pacode.com.

REVISIONS TO COMMISSION FORMS

Included in the rule changes are several revisions to forms used by the Pennsylvania Securities Commission (Commission). Commission Form 203-D and Form D Supplement have been REPEALED. After April 3, 2000, the Commission no longer will accept either Form 203-D or Form D Supplement. All issuers MUST use new Commission Form E to claim an exemption under Section 203(d), (s) or (t) of the Pennsylvania Securities Act of 1972.

Commission Forms 202-G, 203-N, 203-Q, 203R-6 and SE also have been REPEALED. These forms are no longer being accepted by Commission staff for filing.

The Commission made revisions to Forms 203-I, 203-O, 203-P, 207-J and 209. In most cases, the changes have been minor and implement various provisions of Act 109 of 1998. Forms 203-P and 203-O, however, have been substantially revised to reduce the amount of information required by each form.

New Commission Form E and revised Forms 203-I, 203-O, 203-P, 207-J and 209 are available on the Commission's Web site at www.psc.state.pa.us. Further, the Commission is adding Form U-1 (Uniform Application to Register Securities) to its Web site and a hyperlink to SEC Form D.

BRIEF DESCRIPTION OF RULE CHANGES

Set forth below is a brief description of each regulatory change that became effective on January 1, 2000. This information and the text of those regulations which are underlined are available online at www.psc.state.pa.us.

64 Pa. Code	Description of Change
§202.070	Requirement to file Commission Form 202-G has been deleted.
§202.091	The legal citations in this regulation have been updated.
§202.093	Use of advertising in connection with the solicitation of charitable pooled income funds has been clarified.
§202.095	Certain charitable gift annuities are exempt from registration under the Act.
§203.041	Commission Form E has been adopted and Commission Form 203-D and Commission Form D Supplement have been repealed.
§203.091	The prospectus filing requirement has been conformed with amendments made to the Act by the act of November 24, 1998 (P.L.829 No.109) (Act 109) and Commission Form 203-I has been revised.
§203.101	Availability of this exemption has been conformed to amendments made by Act 109 prohibiting use of general solicitation and payment of sales compensation.
§203.141	Requirement to file Commission Form 203-N has been deleted.
§203.151	This regulation has been conformed to amendments made to Section 203(o) of the Act by Act 109.
§203.161	Commission Form 203-P has been revised.
§203.171	Requirement to file Commission Form 203-Q has been deleted.
§203.183	Typographical errors have been corrected and obsolete language removed.
§203.184	"Son-in-law" and "daughter-in-law" have been included in the definition of principal.
§203.185	Obsolete language has been removed.

- §203.186 Requirement to file Commission Form 203R-6 has been deleted.
- §203.187 Integration provisions adopted by Act 109 have been incorporated.
- §203.189 Integration provisions adopted by Act 109 have been incorporated and waiver of 90 offer limitation has been extended to offerings made under Section 5 of the 1933 Act or SEC Regulation A.
- §203.191 New regulation adopted to implement the exemption in Section 203(s) of the Act.
- §203.201 New regulation adopted to implement the exemption in Section 203(t) of the Act.
- §204.010 References to offerings made under SEC Rule 505 or 506 are deleted.
- §204.011 Language relating to when waivers under this section are available has been clarified.
- §204.012 This regulation establishes a waiver of the requirement to file a registration statement with the Commission prior to making offers (but not sales) in Pennsylvania where the issuer had filed a registration statement with the SEC under Section 5 of the 1933 Act.
- §205.040 This section clarifies that each unit investment trust is considered a separate issuer.
- §207.071 Escrow of promotional shares provision has been modified in accordance with amendments adopted by Act 109.
- §207.072 A new regulation concerning the escrow of use of proceeds has been adopted.
- §207.101 The maximum effectiveness period for a registration by coordination cannot exceed three years from the date of initial effectiveness in Pennsylvania. Commission Form 207-J has been revised.
- §207.130 The regulation governing the two business day right of withdrawal notice has been changed to conform to Act 126 of 1994.
- §207.140 Issuers making notice filings with the Commission through electronic means may type signatures on electronic forms.
- §209.010 Language in Commission Form 209 has been clarified.
- §211.010 Notice filings for federally covered securities must be made on Form NF or SEC Form D.
- §504.060 The type of communication to purchasers and sellers in connection with a rescission offer made under Section 504(d) or (e) has been clarified.
- §513.010 Regulation 504.060 for rescission offers applies to any rescission offer ordered under Section 513 of the Act unless otherwise specified by

order of the Commission.

§603.011 Filing addresses have been updated.

§606.041 Various delegations of authority have been made to Commission staff.

§609.031 Legal citations have been updated.

§609.034 Legal citations have been updated.

FURTHER ASSISTANCE

Any questions concerning this Release may be directed to the Division of Corporation Finance at (717) 787-5401.