

GUIDELINES FOR COVER LEGENDS

Adopted October 2, 2004

I. INTRODUCTION. In order to effectuate the full disclosure of all material facts, the following legends must be included on the cover of the prospectus or offering documents used for the purpose of offering and selling securities. Where good cause is shown or factual accuracy requires, any provisions of these guidelines may be waived by the Administrator or modified, as necessary.

The required language shall be prominently displayed in contrasting color or type.

II. REGULATORY DISCLAIMERS AND LEGENDS.

A. Coordinated Registrations.

One of the alternative legends contained in Item 501(b)(7) of Securities and Exchange Commission Regulation S-K must appear on the cover page of any prospectus in an application to register securities under state securities law that will be registered with the SEC, as well.

B. Registrations that will not be registered with the SEC.

A legend must appear on the cover page of any prospectus in an application to register securities that is filed with the state administrator, and that will not be registered with the SEC, that embodies each of the following items:

1. The securities or offering has not been approved, disapproved, endorsed, or recommended by the state securities administrator.
2. You should make an independent decision whether the offering meets your investment objectives and financial risk tolerance.
3. The administrator has not confirmed the accuracy or truthfulness of the disclosure, or whether it is complete.
4. Any representation to the contrary is illegal.

This guideline requires use of the following example, or other clear, plain language:

You Should Make Your Own Decision Whether This Offering Meets Your Investment Objectives And Risk Tolerance Level. No Federal Or State Securities Commission Has Approved, Disapproved, Endorsed, Or Recommended This Offering. No Independent Person Has Confirmed The Accuracy Or Truthfulness Of This Disclosure, Nor Whether It Is Complete. Any Representation To The Contrary Is Illegal.

C. Other Securities Offerings.

A legend must appear on the cover page of any disclosure document used in an offering subject to a notice filing under state securities law, but that will neither be registered with the SEC, nor used in an offering under SEC Rule 506 of Regulation D. The legend must include the following, in addition to items 1 through 4 in part B, above:

5. The state administrator has not reviewed the disclosure.
6. The issuer is relying on an exemption from registration or qualification.

In addition to the legend, the cover page of the disclosure documents must include a statement that the investor may be required to hold the investment for an indefinite period of time, that other important risk factors are explained in detail in this document, and that the nature of the offering's risk requires that investors meet minimum asset/income conditions.

If the state securities administrator has statutory authority, the administrator may, by rule or order, extend the legend and statement requirement in this part C to appear on the cover of disclosure documents used in securities offerings not subject to a notice filing under state securities laws, and exempt from registration with the SEC.

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[Note: The NASAA Guidelines for Cover Legends replace the Uniform Disclosure Guideline for Legend, adopted in 1987 and last amended April 29, 1989. Any person considering an offering should consult with the appropriate securities regulators regarding the specific legend requirements of the jurisdictions.]