

NASAA Corporation Finance Section **Informal Solicitation for Comments**

The NASAA Corporation Finance Section Committee is considering the adoption of a new Statement of Policy Regarding Business Development Companies. In addition, the Committee is studying the need for revisions to the current NASAA Statement of Policy Regarding Real Estate Investment Trusts.

Specific proposals have not yet been developed, but the Committee welcomes advance comments and suggestions from fellow regulators and members of the public with an interest in these matters. In particular, we seek comments in response to the following questions:

- 1) Should NASAA develop a Statement of Policy that is specifically tailored to offerings involving Business Development Companies, or do existing Statements of Policy provide an adequate framework for these offerings? If a new Statement of Policy is needed, what topics should be addressed in the Statement of Policy, and what specific guidelines would you recommend? Which of the existing guidelines from other NASAA Statements of Policy could be applied to Business Development Companies?

- 2) Should NASAA revise the Statement of Policy Regarding Real Estate Investment Trusts? If so, should the Statement of Policy adopt a standardized minimum offering requirement, and what standards should be used in assessing a minimum offering amount? Which of the following provisions should be revised, and what changes would you recommend?
 - Suitability and concentration standards
 - Provisions relating to Net Asset Value
 - Provisions relating to non-GAAP financial measures
 - Gross offering proceeds as a source to fund distributions
 - Other provisions

If you wish to express your views on these issues, please submit comments via email to NASAA Deputy General Counsel Rick A. Fleming at rf@nasaa.org *on or before Monday, May 21, 2012*. Comments will be forwarded to all members of the NASAA Corporation Finance Section Committee and DPP Project Group for consideration. If the Committee determines to move forward with specific proposals, they will be subject to additional internal and public comment in accordance with NASAA Policies and Procedures.