THE STATE OF NEW HAMPSHIRE
BUREAU OF SECURITIES REGULATION

IN THE MATTER OF:	)	INTERPRETIVE ORDER
	)	
INTERPRETATION OF	)	
RSA 421-B:15(IX-a)	)	
	)	
	)	

PROCEDURAL BACKGROUND

By letter dated April 25, 1996, Laura Siegel of Davis Polk & Wardwell requested interpretation of RSA 421-B:15(IX-a). In part, that statute requires payment of a $25 per day penalty for failing to file a required sales report. Among other things, Atg-Se 702.03 requires sales reports to be filed within *sixty days from the termination of the offering* (emphasis added).

The question presented is when the offering is terminated for unit investment trusts. Since a trust may close sales and then re-open the sale at a later date, the question has arisen as to how the determination of the termination date is calculated.

DISCUSSION

The question of when an offering is terminated is a factual determination that is not, in the first instance, made by the Bureau. It is not necessarily the date of the final sale since the offering may be open and sales may be offered in New Hampshire for months after the last sale is made. The determination to finally terminate the offering is a decision made by the registrant. Thus, the sales report must be filed within 60 days of the reported date of the termination of the offering.

Of course, that determination may be challenged and, if there is evidence that there were offers in New Hampshire after the stated termination date, enforcement action could and should be taken by the Bureau.

ORDER

(1) Effective this date, for the purposes of RSA 421-B:15(IX-a), the date of termination of an offering is that date when an irrevocable decision to terminate the offering in New Hampshire is made by registrant.

(2) Any offers or sales in New Hampshire after the irrevocable termination date shall be construed as unregistered sales of securities.

SO ORDERED,
WILLIAM M. GARDNER
SECRETARY OF STATE
By His Designee

Peter C Hildreth

Date: May 20, 1996

Peter C. Hildreth
Director of Securities Regulation