

**BEFORE THE
MARYLAND SECURITIES COMMISSIONER**

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IN THE MATTER OF:

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LOCAL ISSUER EXEMPTION
ELIGIBLE ENTITIES

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October 25, 2013

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ORDER

WHEREAS, section 11-602(9) of the Maryland Securities Act, Title 11, Corporations and Associations Article, Annotated Code of Maryland, sections 11-101 *et seq.* (2007 Repl. Vol. & 2013 Supp.) (the “Act”) and the Maryland Limited Offering Exemption (“MLOE”), COMAR 02.02.04.09, create two exemptions from the securities registration provisions of the Act; and

WHEREAS, COMAR 02.02.04.11 sets forth the requirements under MLOE for the Local Issuer Exemption; and

WHEREAS, section B of COMAR 02.02.04.11 defines “local issuer” as a corporation that meets the provisions set forth in sections B(1) and (2) of that regulation; and

WHEREAS, the Commissioner has determined that it is appropriate to extend the application of COMAR 02.02.04.11 to certain limited liability companies, partnerships and other entities;

WHEREAS, the Commissioner has determined that the provisions set forth in this Order are consistent with the public interest and within the purposes fairly intended by the policy and the provisions of the Act.

NOW, THEREFORE, IT IS HEREBY ORDERED, pursuant to the authority granted

by sections 11-203 and 11-602(9) of the Act, that for purposes of COMAR 02.02.04.11 the definition of local issuer shall also include a limited liability company, partnership or other entity that:

(a) is organized under the laws of Maryland or is organized under the laws of another jurisdiction and is qualified to do business in Maryland under the Corporations and Associations Article, Annotated Code of Maryland;

(b) has its principal place of business in Maryland; and

(c) in the reasonable belief of the issuer, has 50 or fewer beneficial owners of its securities, both immediately before and immediately after the sale of securities under MLOE, as calculated under COMAR 02.02.04.11(B)(2).

DATE OF THIS ORDER:

SO ORDERED:

October 25, 2013

signature on file with original document
Melanie Senter Lubin
Securities Commissioner