

**MEMO# 1257**

July 17, 1989

## **UNIFORM LEGEND RESOLUTION AMENDED BY NASAA**

July 17, 1989 TO: STATE SECURITIES MEMBERS NO. 25-89 UNIT INVESTMENT TRUST  
MEMBERS NO. 37-89 CLOSED-END FUND MEMBERS NO. 30-89 RE: UNIFORM LEGEND  
RESOLUTION AMENDED BY NASAA

\_\_\_\_\_ The North American Securities Administrators Association recently amended their resolution urging states to adopt the uniform disclosure legend which must appear on the cover page of any prospectus used for the purpose of offering and selling securities subject to registration by the provisions of the Securities Act of 1933 and the applicable state securities laws where such securities are offered and sold. The amended legend states: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. Except for the language referencing state securities administrators, the amended language is identical to the language required by the Securities and Exchange Commission. The staff of the Division of Corporation Finance has advised that it will not object to the use of this language to satisfy the legend requirement of the Securities Act of 1933. The language contained in the amended legend is identical to the language that the Institute and Iowa agreed upon last year. As you may recall, the staff of the Division of Investment Management of the SEC indicated they did not object to the use of the additional language. (See Memorandum to State Securities Members No. 2-88, Unit Investment Trust Members No. 3-88, and Closed-End Fund Members No. 3-88, dated February 16, 1988). - 2 - It is anticipated that other states will follow suit in adopting the amended legend language. Patricia Louie Assistant General Counsel