

MICHIGAN CORPORATION & SECURITIES BUREAU

RELEASE NO. 88-1-S

TO: ALL INTERESTED PARTIES

SUBJECT: Series Partnerships

General Background:

Since January 1, 1985, it has been the position of the Bureau regarding series partnerships that separate fees should be collected for each partnership within the series. An issue which has been plaguing both examiners and the attorneys filing such partnerships is whether a separate set of documents (prospectus, underwriting agreement, specimen of the security and legal opinion) must be filed for each partnership within the series.

Action or Interpretation:

Starting immediately, the Bureau will adopt the following procedures when receiving series partnerships:

- 1) In order to avoid the filing of duplicate exhibits for each partnership within a series (prospectus, underwriting agreement, specimen of the security and legal opinion), it will be necessary for all of the partnerships within a series partnership to be identified and filed with the Bureau at the time of the initial filing.
- 2) The Bureau will require a separate U-1, U-2 and U-2A to be filed for each of the partnerships within a series.
- 3) At the time of the filing of the series partnerships, waivers of automatic effectiveness for each partnership, except the first, within the series must be filed. Fees must be paid for all partnerships within the series at time of filing.
- 4) When the first partnership within the series is declared effective, all documents will be obtained for such partnership. As subsequent partnerships are declared effective, only a copy of the supplement or post-effective amendment for that partnership and an amended form U-1 must be filed. Additionally, material changes in any exhibit previously filed must be filed. If an exhibit pertains to a particular partnership within a series, that exhibit must be filed with the Bureau as part of that partnership filing.

- 5) In the absence of any material changes in the offering and upon receipt of notice of the offering commencement date for a new partnership within the series, the Bureau will declare that partnership effective for sale in Michigan. The offering supplement must be filed with the Bureau within 30 days of the time the new partnership is declared effective.

Note that if any partnership within a series partnership is not submitted with the initial filing, the Bureau will treat that partnership as a separate filing and all exhibits and documents will be required to be filed for that partnership.

AUTHORITY:

Act 265 of 1964.

Signed by Carl L. Tyson, Director
Corporation & Securities Bureau
Dated: March 1, 1988