



**STATE OF NEW MEXICO  
REGULATION AND LICENSING DEPARTMENT  
SECURITIES DIVISION**

**No: 04-01-21**

**ORDER**

***Increase in Regulation A Offering Limits Contained in 12.11.10.10 NMAC***

**WHEREAS**, pursuant to the current Code of Federal Regulations, offerings made pursuant to 17 C.F.R §§ 230.251 through 230.263 (“Regulation A”) are limited to the following amounts:

- (1) Tier 1. Offerings pursuant to Regulation A in which the sum of all cash and other consideration to be received for the securities being offered (“aggregate offering price”) plus the gross proceeds for all securities sold pursuant to other offering statements within the 12 months before the start of and during the current offering of securities (“aggregate sales”) does not exceed \$20,000,000, including not more than \$6,000,000 offered by all selling securityholders that are affiliates of the issuer (“Tier 1 offerings”).
- (2) Tier 2. Offerings pursuant to §§ 230.251 through 230.263 (Regulation A) in which the sum of the aggregate offering prices and aggregate sales does not exceed \$75,000,000, including not more than \$22,500,000 offered by all selling securityholders that are affiliates of the issuer (“Tier 2 offerings”). 17 C.F.R. § 230.251(a)(1)(2).

**WHEREAS**, 12.11.10.10 NMAC currently provides that any aggregate offering of securities within this state made under Regulation A shall not exceed \$5,000,000.

**WHEREAS**, offerings made pursuant to Tier 2 of Regulation A are preempted by existing federal law. *See* 17 C.F.R. § 230.256; 15 U.S.C.A. § 77r(b)(3); 15 U.S.C.A. § 77r(a)(1)(A).

**WHEREAS**, increasing the offerings made pursuant to Regulation A in order to achieve uniformity and coordination with Regulation A is appropriate in the public interest and consistent with the purposes intended by the New Mexico Uniform Securities Act.

**THEREFORE**, in consideration of and specifically regarding the above circumstances, and pursuant to NMSA 1978 § 58-13C-605, it is hereby **ORDERED** that:

1. Offerings of securities made pursuant to Tier 1 of Regulation A in which the sum of all cash and other consideration to be received for the securities being offered plus the

gross proceeds for all securities sold pursuant to other offering statements within the 12 months before the start of and during the current offering of securities shall not exceed \$20,000,000, including not more than \$6,000,000 offered by all selling securityholders that are affiliates of the issuer; and

2. Offerings pursuant to Tier 2 of Regulation A in which the sum of the aggregate offering prices and aggregate sales does not exceed \$75,000,000, including not more than \$22,500,000 offered by all selling securityholders that are affiliates of the issuer.

**ISSUED AT SANTA FE, NEW MEXICO THIS 1<sup>st</sup> DAY OF APRIL, 2021.**



BY: /s/ Benjamin R. Schrope  
Benjamin R. Schrope, Interim Director  
New Mexico Securities Division

April 1, 2021  
Effective Date