

(c) Nothing in this section shall be construed as a limitation on the applicability of section 10(b) of the Exchange Act (15 U.S.C. 78j(b)) or Rule 10b-5 promulgated thereunder (17 CFR 240.10b-5).

§ 563g.11 Withdrawal or abandonment.

(a) Any offering circular, amendment, or exhibit may be withdrawn prior to the effective date. A withdrawal shall be signed and state the grounds upon which it is made. Any document withdrawn will not be removed from the files of the Office, but will be marked "Withdrawn upon the request of the issuer on (date)."

(b) When an offering circular or amendment has been on file with the Office for a period of nine months and has not become effective, the Office may, in its discretion, determine whether the filing has been abandoned, after notifying the issuer that the filing is out of date and must either be amended to comply with the applicable requirements of this part or be withdrawn within 30 days after the date of such notice. When a filing is abandoned, the filing will not be removed from the files of the Office, but will be marked "Declared abandoned by the Office on (date)."

§ 563g.12 Securities sale report.

(a) Within 30 days after the first sale of the securities, every six months after such 30 day period and not later than 30 days after the later of the last sale of securities in an offering pursuant to § 563g.2 of this part or the application of the proceeds therefrom, the issuer shall file with the Office a report describing the results of the sale of the securities and the application of the proceeds, which shall include all of the information required by Form G-12 set forth at § 563g.20 of this part and shall also include the following:

- (1) The name, address, and docket number of the issuer;
- (2) The title, number, aggregate and per-unit offering price of the securities sold;
- (3) The aggregate and per-unit dollar amounts of actual itemized expenses, discounts or commissions, and other fees;

(4) The aggregate and per-unit dollar amounts of the net proceeds raised, and the use of proceeds therefrom; and

(5) The number of purchasers of each class of securities sold and the number of owners of record of each class of the issuer's equity securities after the issuance of the securities or termination of the offer.

(b) Within 30 days after the first sale of the securities, every six months after the first sale of the securities and not later than 30 days after the last sale of securities in an offering pursuant to § 563g.4 of this part, the issuer shall file with the Office a report describing the results of the sale of securities, which shall include all of the information required by Form G-12 set forth at § 563g.20 of this part, and shall also include the following:

- (1) All of the information required by paragraph (a) of this section; and
- (2) A detailed statement of the factual and legal grounds for the exemption claimed.

§ 563g.13 Public disclosure and confidential treatment.

(a) Any offering circular, amendment, exhibit, notice, or report filed pursuant to this part will be publicly available. Any other related documents will be treated in accordance with the provisions of the Freedom of Information Act (5 U.S.C. 552), the Privacy Act of 1974 (5 U.S.C. 552a), and parts 503 and 505 of this chapter.

(b) Any requests for confidential treatment of information in a document required to be filed under this part shall be made as required under Commission Rule 24b-2 (17 CFR 240.24b-2) under the Exchange Act.

§ 563g.14 Waiver.

(a) The Office may waive any requirement of this part, or any required information:

- (1) Determined to be unnecessary by the Office;
- (2) In connection with a transaction approved by the Office for supervisory reasons, or
- (3) Where a provision of this part conflicts with a requirement of applicable state law.

(b) Any condition, stipulation or provision binding any person acquiring a