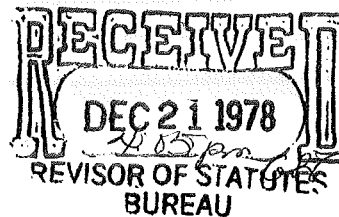


SEC 2

CERTIFICATE



STATE OF WISCONSIN)
)
OFFICE OF THE COMMISSIONER)
OF SECURITIES)

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETINGS:

I, Jeffrey B. Bartell, Commissioner of Securities for the State of Wisconsin and the custodian of the official records of the Office of the Commissioner of Securities, certify that the attached rule as set forth in the Order Adopting Permanent Rule which amends existing Wis. Adm. Code section SEC 2.01(1)(a)2 to replace the "exchange listing" registration exemption section citation therein with the "blue chip" exemption rule citation, was duly approved and adopted by the Office of the Commissioner of Securities on December 20, 1978.

I further certify that I have compared said copies of the rules with the originals on file in this Office, and that the same are true and correct copies thereof, and of the whole of such originals.

IN TESTIMONY WHEREOF, I have hereunto set my hand and the official seal of this Office on this 20th day of December, 1978, in the City of Madison.

(SEAL)

JEFFREY B. BARTELL

Commissioner of Securities

RES:jg

OFFICE OF THE
COMMISSIONER OF SECURITIES
STATE OF WISCONSIN

In the Matter of
Wis. Adm. Code
Rules of the
Commissioner of Securities
Amendment SEC 2.01(1)(a)2

ORDER ADOPTING
PERMANENT RULE

Pursuant to the authority vested in the Wisconsin Commissioner of Securities under section 551.63(1), Wis. Stats., to make, amend and rescind any rules, forms and orders that are necessary to carry out Chapter 551, the Wisconsin Uniform Securities Law, and to protect public investors, Wisconsin Commissioner of Securities Jeffrey B. Bartell hereby adopts and amends rules as follows:

Section 1. Wis. Adm. Code section SEC 2.01(1)(a)2. is amended to read:

2. Any securities of the enterprise, or any securities of an unconditional guarantor of all payments under the lease, sale or loan arrangement, are exempt under ~~section 551.22(7), Wis. Stats.~~ Wis. Adm. Code section SEC 2.01(7), and notice of the proposed offering including the offering statement or prospectus is filed with the Commissioner prior to the offering; or

EFFECTIVE DATE

The rules and amendments hereinabove shall take effect on the first day of the month following publication in the Wisconsin Administrative Register as provided in section 227.026(1), Wis. Stats.

Issued this 20th day of December,
1978 at Madison, Wisconsin.



JEFFREY B. BARTELL
Commissioner of Securities

(SEAL)

RES:jg