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CAPITAL RAISING COMPLIANCE OPTIONS CHART

Federal exemption	Unaccredited investors allowed?	Public advertising allowed?	State level compliance requirements	Cap on total raise
Rule 504 (private offering)	Yes – amount allowed depends on state – usually 10-35	No	No federal preemption – most states have limitations on numbers of investors and some have filing and fee requirements	\$10 million per year (but check state requirements)
Rule 504 (public offering)	Yes – generally unlimited (but check state requirements)	Yes	Usually requires state level registration	\$10 million per year (but check state requirements)
Rule 506(b)	No (onerous compliance requirements make it impractical to include unaccredited investors)	No	Federal preemption but state level notice filings and fees usually required, some more onerous than others	None
Rule 506(c)	No – extra due diligence required to ensure all investors are accredited	Yes	Federal preemption but state level notice filings and fees usually required, some more onerous than others	None
Intrastate (private offering)	Yes – amount allowed depends on state – usually 10-35	No	No federal preemption – most states have limitations on numbers of investors and some have filing and fee requirements	No federal cap; state may have cap
Intrastate (public offering)	Yes – generally unlimited (but check state requirements)	Yes	May require state level registration; many states have adopted intrastate crowdfunding exemptions	No federal cap; state may have cap
Nonprofit (private offering)	Yes – amount allowed depends on state – usually 10-35 or unlimited	No	No federal preemption – most states have limitations on numbers of investors and some have filing and fee requirements; some states have exemptions for nonprofit offerings	No federal cap; state may have cap
Nonprofit (public offering)	Yes – generally unlimited (but check state requirements)	Yes	No federal preemption – most states have limitations on numbers of investors and some have filing and fee requirements; some states have exemptions for nonprofit offerings	No federal cap; state may have cap
Regulation Crowdfunding	Yes – unlimited	Yes	None or minimal	\$5 million per year
Regulation A (Tier 1)	Yes – unlimited	Yes	No federal preemption – state level registration likely required	\$20 million per year
Regulation A+ (Tier 2)	Yes – unlimited	Yes	Federal preemption but potentially onerous state level notice filings and fees	\$75 million per year

Notes:

- 1. This table is not intended to be a comprehensive summary of all options and requirements.
- 2. Several states have registration exemptions for certain kinds of cooperatives. These can be used in conjunction with Rule 504 and the intrastate exemption.
- 3. There is also a federal exemption for agricultural cooperatives with IRS Section 521 status; this exemption preempts state law.