LIMITED OFFEREE EXEMPTION APPLICATION

NORTH DAKOTA SECURITIES DEPARTMENT
SFN 51717 (10-2013)

FORM E

Securities Department
600 E Boulevard Ave Dept 414
Bismarck ND 58505
(701) 328-2910
www.nd.gov/securities

Securities Commissioner of the State of North Dakota:

Under oath and pursuant to the provisions of N.D.C.C. Section 10-04-06(9)(a) the undersigned applies for an exemption from the registration provisions of the Securities Act of 1951 and submits the following **SWORN** answers to the questions contained herein for the purpose of applying to the Securities Department for approval of the requested exemption:

(If you need additional space to answer any question, please type or print your answer on an attached sheet.)

1.

(a) Name of applicant:		Telephone Number:
(b) Address of applicant:		
City:	State:	ZIP Code:
(c) Relationship of applicant to issuer:		

2.

(a) Name of issuer:		Telephone Number:
(b) Address of issuer:		
City:	State:	ZIP Code:
(c) Issuer's state of incorporation or jurisdiction of organization and date of incorporation or organization:		
(d) Names of all promoters, incorporators, directors, and officers of the issuer, indicating all positions and offices with the issuer presently held by each such person.		
(e) General character of issuer's business:		

3.

(a) List the states in which it is proposed to offer the securities for sale:
(b) List the states, if any, in which the securities are eligible for sale:
(c) List the states, if any, which have refused, by order or otherwise, to authorize the sale of securities or have suspended or revoked the right to sell the securities, or in which an application has been withdrawn:

4.

(a) Title or class of each security to be offered for sale:

(b) Total dollar amount of securities to be sold in all jurisdictions:

(c) Price per share or other unit of each security to be offered for sale:

(d) Have any securities of the kind to be offered pursuant to this application for exemption been offered for sale or sold during the preceding twelve months for a consideration other than or different from that at which they are now proposed to be offered for sale. ☐ Yes ☐ No If yes, please explain the difference.

(e) Minimum dollar amount of securities which will be offered to any one offeree:

$

5.

(a) Number of offerees to whom securities will be offered in North Dakota: (The number of offerees must be stated numerically.)

(b) Name and state briefly the relationship of each of the proposed offerees to the issuer and offeror and any of their directors, officers, promoters, or incorporators. If the identities of any of the offerees have not been determined as of the date of the application, indicate the standards which have been established for selecting the offerees in terms of their relationship to or familiarity with the issuer and its financial and business matters:

(c) What precautions, if any, will be taken to assure that the securities being offered for sale are suitable investment vehicles for the offerees?

(d) Number of offerees to whom securities were offered in North Dakota during the twelve consecutive months preceding the date of this application, other than offerees designated in N.D.C.C. Section 10-04-06(5):

(e) Number of North Dakota offerees designated in N.D.C.C. Section 10-04-06 (5) to whom securities were offered during the twelve consecutive months preceding the date of this application:

6.

(a) Furnish the names of any entities and persons who will act on behalf of the issuer or offeror in effecting the offers and sales of securities in North Dakota.

(b) State the compensation to be paid directly or indirectly to the entities or persons identified in 6(a) above.

7. (a) Estimated cash proceeds to be received by the issuer from the offering:
$

(b) Specify the purposes for which the proceeds are to be used and the amount to be used for each purpose specified:

(c) Amount and other sources of funds to be raised in conjunction with the offering to achieve the purposes stated:

8. Furnish a copy of all written or printed matter to be used in connection with the offers, including current financial statements of the issuer as of a date within four months of the date of this application.

9. Provide an estimated itemization of all costs and expenses to be incurred in connection with the offering:

10. Include the following as exhibits:

(1) a consent to service of process;
(2) articles of incorporation and by-laws or
(3) similar documents, as currently effective;
(4) a specimen of the security
(5) a copy of any indenture
(6) a copy of the offering disclosure document

11. The filing fee of $150.00 must accompany the application.

12. If there is any information not elicited by the foregoing questions which you feel is material and might influence the Commissioner to determine whether to approve the requested exemption, state that information here:

Date:	Typed or Printed Name of Signatory:
Signature:	Title:

The undersigned, _____, being first duly sworn, deposes and says:

That he/she has executed the foregoing application for and on behalf of the applicant names therein; that he/she is _____ of such applicant and is fully authorized to execute and file such application; that he/she is familiar with such application; and that to the best of his/her knowledge, information, and belief, the statements made in such application are true and the documents submitted therewith are true copies of the originals thereof.

Name:

STATE OF _____)
) SS
COUNTY OF _____)

Name:

Subscribed and sworn to before me this _____ day of _____, _____.

_____
Notary Public

In and for the County of _____

State of _____

(NOTARIAL SEAL)

My commission expires on:

_____