APPLICATION FOR REGISTRATION OF SECURITIES BY QUALIFICATION

NORTH DAKOTA SECURITIES DEPARTMENT
SFN 52427 (10-2013)

FORM S - 2
Securities Department
600 E Boulevard Ave Dept 414
Bismarck ND 58505
(701) 328-2910
www.nd.gov/securities

UNDER SECTION 10-04-08 OF THE SECURITIES ACT OF 1951, AS AMENDED

1. Name of Applicant:			
Business Address:	City:	State:	ZIP Code:
2. (a) Name of Issuer:			
Address of Issuer:	City:	State:	ZIP Code:
Form and Date of Organization:			
State of Foreign Jurisdiction, if any, and Date of Organization:			
General Character and Location of its Business:			
3. Has registration statement been filed with the Federal Securities and Exchange Commission to register these securities? ☐ Yes ☐ No			
(a) If filing has been made, give date and if registration is effective, give effective date:			

4. (a) Provide the name of all directors and officers of the issuer, or persons occupying a similar status or performing similar functions:

1.
2.
3.
4.
5.
6.
7.

5. What securities are proposed to be registered in this State through this application:

TITLE	CLASS	TOTAL AMOUNT	PROPOSED OFFERING PRICE

5. (a) What is the maximum amount of commission or other form of remuneration to be paid in cash or otherwise, directly or indirectly, for or in connection with the sale or offering for sale of such securities:

(b) What is the estimated aggregate underwriting or selling discounts or commissions and finder's fees including separately, cash, securities, contracts or anything else of value to accrue to the underwriters or finders in connection with the offering:

(c) What are the estimated amounts of other selling expenses, including legal, engineering and accounting charges:

(d) Who will be responsible for paying these charges?

(e) Give name and address of each underwriter and each recipient of a finder's fee:

(f) Submit as Exhibit A-5 a copy of any underwriting or selling group agreement pursuant to which distribution is to be made or the proposed form of any such agreement whose terms have not yet been determined.

(g) Describe the plan of distribution of any securities which are to be offered other than through an underwriter:

6. What are the estimated proceeds to be received by the issuer from this offering?

(a) Indicate the purposes and amount for which the proceeds are to be used.

1.	$
2.	$
3.	$

(b) What other funds will be raised for these purposes?

1.
2.
3.

(c) What will be the source of these funds?

7. Give a detailed statement showing the items of cash, property, services, patents, goodwill and any other consideration for which any securities of the issuer have been within two years or are to be issued in payment;

8. Submit as Exhibit B-8 a copy of any prospectus, pamphlet, circular, form letter, advertisement, and other sales literature intended as of the effective date to be used in connection with the offering.

9. Submit as Exhibit C-9 a specimen or copy of the security being registered; a copy of the issuer's articles of incorporation and by-laws, as currently in effect; and a copy of any indenture or other instrument covering the security to be registered.

10. Furnish as Exhibit D-10 a balance sheet of the issuer, as of a date within four months prior to the filing of the registration statement; a profit and loss statement as Exhibit I-13 and analysis of surplus for each of the three fiscal years preceding the date of the balance sheet and for any period between the close of the last fiscal year and the date of the balance sheet, or for the period of the issuer's and any predecessors' existence if less than three years; and, if any part of the proceeds of the offering is to be applied to the purchase of any business, the same financial statement which would be required if the business were the registrant.

11. (a) List other states in which it is proposed to offer the securities for sale to the public:

(b) List other states in which the securities are eligible for sale to the public:

(c) List any states which have refused, by order, or otherwise, to render the securities for sale to the public or have revoked or suspended the right to sell the securities, or in which an application for qualification has been withdrawn:

12. State whether applicant (named in Item I) is domiciled in this State, or is a corporation granted or authorized to transact business under the laws of this State, or is a registered dealer in this State _____.
If the applicant is not domiciled in this State and is not a corporation organized or authorized to transact business under the laws of this State, this registration statement must be accompanied by a consent to service of process on Form U-2 unless such applicant is a registered dealer.

13. Securities to be presently offered in this state: No. Sh _____ at $ _____

Total $ _____. Enclose the appropriate registration fee.

14. As Exhibit E-14 opinion or opinions of counsel, if any, as to validity of the securities, the validity of their issuance in the manner proposed, and the legality of the proceedings of the issuer thereof.

The undersigned being duly sworn deposes and says that he has executed the foregoing application for and on behalf of the applicant therein; that he is _____ of such applicant and is fully authorized to execute and file such application; that he has read such application and knows the contents thereof; and that to the best of his knowledge and belief the statements made in such application and the exhibits enclosed therewith are true.

Printed Name of Signatory:

Signature:

Subscribed and sworn to before me this _____ day of _____, 20 _____.

STATE OF _____)
) ss.
COUNTY OF _____)

_____
Notary Public

(NOTARIAL SEAL)

County of _____

State of _____

My commission expires on _____