

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES
Corporation Finance Office
Market Square Plaza | 17 N Second Street, Suite 1300 | Harrisburg, PA 17101
717.787.2665 | F 717.787.5122 | www.dobs.state.pa.us

NOTICE UNDER SECTION 203(o) OF THE
PENNSYLVANIA SECURITIES ACT OF 1972 (“Act”)

WHO MUST FILE: Issuers of securities meeting the following requirements must file Form 203-O:

1. The proposed transaction is incident to a vote by securityholders or written consent of some or all securityholders in lieu of such vote;
2. No proxy materials are required or permitted to be filed with the Securities and Exchange Commission by either party to the transaction;
3. More than twenty-five percent of the securityholders of either party to the transaction are residents of this Commonwealth; and
4. The number of persons to whom securities are offered and sold in this Commonwealth exceeds 25, exclusive of principals (as that term is defined in Regulation 203.184 (relating to offers and sales to principals)) of the entities whose securityholders are voting or providing written consent.

WHERE AND WHEN TO FILE: At the Department’s Harrisburg office **prior** to the vote or solicitation of written consent. **Materials prepared in connection with a proposed transaction under Section 203(o) must be filed AND reviewed by the Department prior to distribution to the securityholders of each party to the proposed transaction. NOTE: Under Regulation 603.011, a document is not deemed filed with the Department upon receipt unless such is complete and properly executed in all material respects. Furthermore, under Regulation 604.011, a facsimile transmission of any document to the Department does not constitute a filing with the Department.**

GENERAL INSTRUCTIONS

1. One manually signed copy and one photocopy of the Form and two copies of all attachments must be filed with the Pennsylvania Department of Banking and Securities. If mailed, it is advisable to send registered or certified mail, postage prepaid, return receipt requested.
2. Typewrite or print all answers in the space provided. Answer each item completely. An answer of “not applicable” is inappropriate. If the space is insufficient, attach a schedule to the Form and make reference to each item included in the schedule.
3. All questions should be answered fully.

The Form filed with the Department must be manually signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by the general or managing partner; if a limited liability company, it should be signed by the manager; and if an unincorporated association or other organization, not a partnership, this Form should be signed in the name of such organization by a person responsible for the direction or management of its affairs.

4. In the event that, at any time from the date of the filing of the Form with the Department until the conclusion of the offering, any material statement made in the Form or in any attachment thereto becomes incorrect or inaccurate in any material respect, the issuer shall file an amendment with the Department in accordance with Regulation 609.011 (relating to amendment filings with Department) within 5 business days of the occurrence of the event which required the filing of the amendment.
5. In lieu of answering any specific question in the Form the issuer may incorporate by reference information contained in any documents attached thereto or previously filed with the Department. Any reference should be to the page and paragraph number or other specified portion of the document where the information is located.
6. Attach copies of any offering circular, prospectus, memorandum, subscription agreement or other document or brochure which has been or is proposed to be used in connection with the offering of the securities which are the subject of this filing.

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7. The appropriate filing fee required by Section 602(b.1)(v) of the Act must accompany the filing of this Form and is a condition of availability of the exemption (see 70 P.S. § 1-203(o)). Checks are to be payable to the “Commonwealth of Pennsylvania.”

Filing fee for Section 203(o): \$350

8. Please remove this instruction sheet before filing this Form.

EACH PERSON COMPLETING THIS FORM OR PROVIDING INFORMATION TO BE INCLUDED IN THIS FORM SHOULD BE FAMILIAR WITH THE PENALTIES CONTAINED IN THE ACT, AND ALL REGULATIONS ADOPTED THEREUNDER, FOR MAKING FALSE OR INCOMPLETE STATEMENTS IN CONNECTION WITH THE SALE OF A SECURITY OR IN ANY FILING WITH THE DEPARTMENT.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES

APPLICATION UNDER SECTION 203(o) OF THE
PENNSYLVANIA SECURITIES ACT OF 1972 ("Act")

1. Exact Name of Issuer: _____

2. (A) Address of Principal Office of Issuer: _____
Number and Street

City State Zip Code Telephone No.

(B) Address of Principal Office of Issuer in Pennsylvania (if other than listed in (A)):

Number and Street City State Zip Code Telephone No.

3.

(A) Name and address of person to whom correspondence regarding this filing should be sent:

Name Title Number and Street

City State Zip Code Telephone No.

(B) Name and address of counsel to Issuer (if other than listed in (A)):

Name Number and Street

City State Zip Code Telephone No.

(C) Name and address of accountants of Issuer:

Name Number and Street

City State Zip Code Telephone No.

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4.

(A) Legal Form of Issuer (Corporation, Partnership, etc.): _____

(B) State and Date of Incorporation/Formation: _____

(C) Describe briefly the nature of Issuer's business.

5. Describe type and amount of securities proposed to be issued in the reorganization or other transaction with respect to which this Application is being filed.

6. Attach a copy of the proxy statement, prospectus and all other information submitted, or to be submitted, to securityholders in connection with the transaction.

7. State the number of securityholders, and the number of shares or other units held by persons who are residents of Pennsylvania. State also the total number of securityholders to whom the offering is to be made and the total number of shares or other units held by them.

8. Describe all sales of securities directly or indirectly for the benefit of the Issuer made in this Commonwealth during the past three years. Include securities issued in exchange for property, services or other securities and new securities resulting from the modification of outstanding securities. In each case, state:
 - (A) The date of sale and title and amount of securities sold;
 - (B) Class of persons to whom securities were sold;
 - (C) Per unit and aggregate offering price or nature of consideration paid;
 - (D) Underwriting or selling fees or commissions; and
 - (E) The exemption or other provision of the Pennsylvania Securities Act relied upon and the facts upon which such reliance is based.

9. Affirmation.

By executing this Form on behalf of the issuer, the signatory affirms that:

- (A) A copy of the proxy or other materials referred to in Item 6 has been or will be mailed to all affected securityholders in accordance with applicable state laws.

- (B) There is no stop order in effect and no public proceeding pending under any Federal or State securities or other law governing any party with respect to the transaction described in the materials submitted under Item 6.
- (C) The undersigned is familiar with the provisions of Section 203(o) and all regulations adopted thereunder.
- (D) The statements made herein, including all attachments hereto, are not incomplete in any material respect or false or misleading with respect to any material fact.

Please be advised that all representations in this application are subject to the penalties of 18 Pa. C.S. §4904 (relating to unsworn falsification to authorities). Furthermore, your application will be considered a document filed with the Department of Banking and Securities for purposes of Section 407 of the 1972 Act, 70 P.S. §1-407.

IN WITNESS WHEREOF, this Application has been duly executed on _____
DATE

(NAME OF ISSUER)

BY: _____

TITLE: _____