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(p) OF THE
PENNSYLVANIA SECURITIES ACT OF 1972

WHO MUST FILE: Issuers offering or selling securities in this Commonwealth in reliance upon Section 203(p) of the Pennsylvania Securities Act of 1972 ("Act").

WHERE TO FILE: At the Department's Harrisburg office not later than five business days before the issuer received from any person an executed subscription agreement or other contract to purchase the securities being offered or the issuer received consideration from any person therefore, whichever is earlier. **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. 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 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 amendments to filings with the 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 document attached thereto or previously filed with the Department. Any reference should be to <u>the page and paragraph number or other specified portion</u> of the document where the information is located.

6. All purchasers must be informed of the two-business day right of withdrawal contained in Section 207(m)(2) of the Act and disclosure of such a notice should appear prominently by underlining or capitalization in materials to be given to investors. Model language satisfying the notice requirement in Section 207(m)(2) is reproduced below:

   Regulation 207.130(f): "If you have accepted an offer to purchase these securities and have received a written notice explaining your right to withdraw your acceptance pursuant to section 207(m)(2) of the Pennsylvania Securities Act of 1972, you may elect, within two business days from the date of receipt by the issuer of your binding contract of purchase or, in the case of a transaction in which there is no binding contract of purchase, within two business days after you make the initial payment for the securities being offered, to withdraw your acceptance and receive a full refund of all moneys paid by you. Your withdrawal of acceptance will be without any further liability to any person. To accomplish this withdrawal, you need only send a written notice (including a notice by facsimile or electronic mail) to the issuer (or placement agent if one is listed on the front page of the offering memorandum) indicating your intention to withdraw."

7. 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.

8. The issuer will be required to maintain the books and records required by Section 209 and the regulations thereunder and, if applicable, will be required to make the reports required by Sections 209 and 606(a) and the regulations adopted thereunder.

9. The appropriate filing fee required in Section 602(b.1)(x) of the Act must accompany the filing of this Form and is a condition of the availability of the exemption (see 70 P.S. § 1-203(p)). Checks are to be payable to the "Commonwealth of Pennsylvania." There is no provision for a refund of a filing fee (see 70 P.S. § 1—602(b.2)).

   Filing fee for Section 203(p): $100

10. 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 REGULATION 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(p) 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.

4.
(A) Legal Form of Issuer (Corporation, Partnership, etc.): _____

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

(C) Name of any Predecessor of Issuer: _____

(D) Describe briefly the purpose for which Issuer was formed and nature of its activities.

5. (A) Describe type and amount of securities proposed to be sold, price per unit, and anticipated total net proceeds to the Issuer. List separately the amounts proposed to be paid for the costs of the offering and any underwriting fee or sales commissions. Identify all persons who will receive any such fee or commission and the basis on which it will be paid. Identify also any person who will receive any monies for assistance rendered in developing the offering plan and the amount of compensation paid, or to be paid, to each such person.

(B) Describe any subordination, sinking fund, call and all other material provisions of the securities being offered and any assets in which a mortgage or security interest is being created for the benefit of the securityholders.

(C) Attach a copy of the security being sold.

(D) Attach a copy of an appraisal or other document indicating the fair market value of the collateral.

(E) Describe the terms of any escrow being created to satisfy the requirements of Section 203(p)(5).

6. Describe in detail the intended use of proceeds from the offering, stating the amounts to be used for each purpose and order of priority of uses indicated. To access Guidelines for completing this item, go to the Department's website at www.dobs.state.pa.us under Securities/Corporation Finance/ Forms & Applications/Prospectus Guidelines.
7. State the Section of the Internal Revenue Code under which Issuer claims tax exempt status, if any.

Has any such tax exemption ever been challenged? YES [ ] NO [ ]

If yes, describe fully all surrounding facts and circumstances and state the result of such challenge.

8. Has the Issuer, within the previous two years, sold securities in Pennsylvania?

   YES [ ] NO [ ]
   If YES, describe the circumstances under which sales were made, including:
   (i) Offering prices;
   (ii) Dates;
   (iii) Classes and amounts of securities sold; and
   (iv) Exemption or other provision of the Act or regulations of the commission relied upon in each instance.

9. **Affirmation.**

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

   (A) The undersigned is familiar with the provisions of Section 203(p) and all regulations adopted thereunder.

   (B) The statements made in this Notice, including all attachments hereto, taken individually or collectively, 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 Notice has been duly executed on _____
DATE

_____
(NAME OF ISSUER)

BY: _____

TITLE: _____