

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF BANKING AND SECURITIES
Corporation Finance Office
Market Square Plaza | 17 N Second Street, Suite 1300 | Harrisburg, PA 17101
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APPLICATION UNDER
THE PENNSYLVANIA SECURITIES ACT OF 1972
TO REGISTER SECURITIES UNDER:
SECTION 205 – REGISTRATION BY COORDINATION OR
SECTION 206 – REGISTRATION BY QUALIFICATION

WHO MUST FILE: Issuers making application to register securities in Pennsylvania under Section 205 or Section 206 of the Pennsylvania Securities Act of 1972 (“Act”).

WHEN AND WHERE TO FILE: Form R must be **filed** at the Department’s Harrisburg Office at the above address. For Registration by Coordination, the Form should be filed with the Department at the same time the Issuer makes a filing with the Securities and Exchange Commission (“SEC”). For Registration by Qualification, no offers or sales of securities may be made in Pennsylvania until the registration statement is declared effective by the Department.

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 this Form, each with all attachments, shall be filed with the Department. If mailed, it is advisable to send it by 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. This Form 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 aspect, 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 such amendment.
5. An issuer may incorporate by reference information contained in any document attached hereto or previously filed with the Department. Any such reference should be to the page and paragraph number or other specified portion of the document where the information is located.
6. The appropriate filing fee required in Section 602(b.1)(ii) or (iii) must accompany the filing of this Form. Check are to be payable to the “Commonwealth of Pennsylvania.”

FILING FEE FOR SECTION 205:

Under Section 602(b.1)(ii) of the Act, the filing fee for a registration by coordination is based upon the maximum aggregate offering price at which such securities are to be offered in Pennsylvania during the effective period of the registration statement:

- | | | |
|-----|------------------------|---------|
| (A) | Less than \$10,000,000 | \$750 |
| (B) | \$10,000,000 or more | \$1,000 |

FILING FEE FOR SECTION 206:

Under Section 602(b.1)(iii), the filing fee for a registration by qualification is \$500 plus 1/20 of 1% of the maximum aggregate offering price at which securities are to be offered in Pennsylvania, during the effective period of the registration up to a maximum filing fee of \$3,000.

7. Your attention is directed to the Department’s Prospectus Guidelines for preparation of a prospectus; all items contained therein should be covered to the extent applicable. To access the Guidelines, go to the Department’s website at www.dobs.state.pa.us under Securities/Corporation Finance/ Forms & Applications/Prospectus Guidelines.

8. Submit herewith as part of this Form the following documents in addition to documents requested in Number 8 of Form U-1 (documents on file may be incorporated by reference).
- (a) Five copies of a prospectus prepared in accordance with the applicable prospectus guidelines. This includes the copy required by Form U-1.
 - (b) An opinion of counsel as to whether the securities which are the subject of this offering will be, when sold and paid for in accordance with this offering, validly issued and outstanding, fully-paid and non-assessable and, if debt securities, will constitute a binding obligation.
 - (c) Copies of any voting trust agreement among or affecting the management of Issuer or otherwise described in the prospectus, to the extent known by and available to Issuer.
 - (d) Copies of every material contract, whether or not made in the ordinary course of business, if:
 - (i) It is specifically referred to in the prospectus.
 - (ii) The issuer's business is substantially dependent thereon (such as a license or requirements contract).
 - (iii) It involves acquisition or sale of assets for consideration exceeding 15% of all fixed assets of Issuer and its subsidiaries.
 - (iv) It is a lease for a significant part of the property owned and/or occupied by Issuer.
 - (v) It is with the underwriter.
 - (e) The consent of each person named in the prospectus as an expert, or on whose opinion or certification any information was included therein, to the use of such person's name and opinion or certification.
 - (f) For an offering made pursuant to Section 504(d) of the Act and Regulation 504.060 promulgated thereunder, provide in columnar form the name and address

of each Pennsylvania purchaser, the date of sale, and the dollar amount of securities purchased.

9. Your attention is further directed to the following applicable provisions of the Act:
- (a) Advertisements (Section 606(c), Regulation 606.031);
 - (b) Financial reports to securityholders (Section 606(a), Regulation 606.011);
 - (c) Investor withdrawal rights (Section 207(m)(1), Regulation 207.130);
 - (d) Record keeping requirements (Section 209(a), Regulation 209.010(a));
 - (e) Post-effective reporting requirements (Section 209(c), Regulation 209.010(b) & (c)).
 - (f) Increases in offering amount (Section 207(1)).
 - (g) Escrow of promotional shares and escrow of proceeds (Section 207(g), Regulations 207.071 and 207.072).
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 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 TO REGISTER SECURITIES UNDER
THE PENNSYLVANIA SECURITIES ACT OF 1972 ("Act")

(CHECK ONLY ONE)

SECTION 205 – "REGISTRATION BY COORDINATION" _____
SECTION 206 – "REGISTRATION BY QUALIFICATION" _____

1. Legal Status of the Issuer

(A) Exact Name of Issuer: _____

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

2. Addresses

(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.

(C) 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.

(D) Name and address of counsel to Issuer (if other than listed in (C)):

Name	Title	Number and Street	
City	State	Zip Code	Telephone No.

3. Information about the Executive Officers of the Issuer

(A) State the names and addresses of persons holding any of the following positions with the Issuer:

- (i) If a Partnership, provide the name and address of the General or Managing Partner
- (ii) If a Limited Liability Company, provide the name and address of the Manager
- (iii) If a Corporation, provide the name and address of:
 - 1. The President
 - 2. Chief Executive Officer
 - 3. Chief Operating Officer
 - 4. Chief Financial Officer
 - 5. Director who owns 5% or more of any class of voting equity securities of the Issuer (exclusive of any beneficial interest in a voting shareholder which is an institutional investor as defined in Section 102(k) of the Act and Regulation 102.111)
- (iv) Any Promoter as defined in Section 102(o) of the Act

(B) Indicate if any person described in (A) currently is registered as an agent under Section 301 of the Act or as a principal of a broker-dealer registered under Section 301 of the Act.

NO _____ YES _____

If YES, provide the individual's name, employer and Central Registration Depository number.

4. Prior Disciplinary History

(A) Indicate if any person described in Item 3(A) has been convicted of any crime or made the subject of any sanction described in Section 305(a)(ii)-(ix) of the Act.

NO____ YES____ If YES, describe fully.

(B) Indicate if any person described in Item 3(A) has been the subject of a Department order issued under Section 512 (Statutory Bars) or Section 513 (Rescission Offer) of the Act or an order of a court of competent jurisdiction under Section 509(c) of the Act (Civil Contempt).

NO____ YES____ If YES, describe fully.

(C) Indicate if any person described in Item 3(A) has been the subject of a Department order imposing an administrative assessment that has not been paid in full under Section 602.1 of the Act.

NO____ YES____ If YES, describe fully.

5. Previous Sales of Securities in Pennsylvania

(A) By the Issuer

Describe all sales of securities made in Pennsylvania during the past two years that directly or indirectly benefitted the Issuer. 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:

- (i) The date of sale and description of the securities sold;
- (ii) Underwriting or selling fees or commissions paid and to whom paid;
- (iii) Section of the Act or regulation relied upon for the offer and sale of securities.

NO____ YES____

(B) By a person related to the Issuer

Within the period of two years prior to the date of this Form, did any person described in Item 3(A) hold a position as a general partner, promoter (as defined in Section 102(o) of

the Act), manager (if a limited liability company), president, chief executive officer, chief operating officer, chief financial officer or a director with a 5% or more ownership of any class of voting equity securities of the issuer (exclusive of any beneficial interest in a voting shareholder which is an institutional investor as defined in Section 102(k) of the Act and Regulation 102.111) with **another** person, not the Issuer, at the time when that person sold securities in Pennsylvania for which a filing with the Department was required?

NO _____ YES _____

If YES, provide the following information:

- (i) Name of the person that sold the securities;
 - (ii) The position held with the other person;
 - (iii) Section of the Act or regulation relied upon for the offer and sale of securities;
 - (iv) If the proceeds from the sale were paid directly or indirectly to, or used directly or indirectly for, the benefit of the Issuer, please describe in detail.
6. If an independent accountant has been engaged as the principal accountant to audit the most recent financial statement of Issuer or, where Issuer is a partnership, the general partner(s) of Issuer, and such accountant was not the principal accountant for the previous fiscal year's certified financial statements, state the date upon which the successor accountant was engaged and whether preceding such engagement there were any disagreements with the predecessor or auditing procedure, which disagreements, if not resolved to the satisfaction of the predecessor accountant would have caused him to make reference in connection with his opinion to the subject matter of the disagreement.

In response to Items 7-16, please provide the following information or refer to the page of the prospectus where complete information concerning each item may be found.

7. (A) If any non-cash consideration is to be paid for the securities offered, describe fully and indicate the method of valuation.
- (B) State whether any adverse order, judgment or decree has been entered, or any proceeding is pending, before the United States Securities and Exchange Commission or any court in connection with the securities included within this registration statement, or other securities of the same kind or class.

- (C) State the names of all underwriters and broker-dealers proposing to sell or offer these securities for sale in Pennsylvania. (If all such names are not known at the time of filing this Form, a supplemental list may be filed prior to or after effectiveness; provided that no person may participate in this offering as an underwriter or dealer in Pennsylvania until notice of such fact has been filed with the Department.)
- (D) With respect to any person receiving compensation who is not a broker-dealer registered under Section 301 of the Act, explain why the person is not a promoter as that term is defined in Section 102(o) of the Act.
8. State the class of person to whom this offering will be restricted, if any. State also whether any promoter, officer, director or controlling persons or other person occupying a similar position or performing a similar function, including the spouse, minor children and relatives of such person living in the same household has committed himself or herself to purchase any securities in this offering. If so, describe the nature of such commitment.
9. Itemize below all expenses proposed to be incurred in this offering other than underwriting discounts, including without limitation, legal, accounting and engineering fees, printing and engraving costs, expert and transfer agent fees, state and Federal taxes, and other registration fees. Indicate the proportion of such expenses to be borne by each person selling shares other than the Issuer.
10. If any expert named in the prospectus as having prepared or certified any part thereof or any counsel named therein was employed for such purpose on a contingent fee basis, or at the time of such preparation or certification has ownership or beneficial interest in Issuer or any of its parents, affiliates or subsidiaries, or was affiliated with the Issuer as a promoter, voting trustee, director, officer, employee or underwriter, describe the nature of such contingent fee, interest or affiliation.
11. List all parents, subsidiaries and other entities affiliated with the Issuer, indicating as to each the state of incorporation or formation and the percentage of voting securities owned or other basis of control exercised by the Issuer's immediate parent or general partner(s). Furnish a diagram where necessary for a clear understanding of relationships between entities. Indicate, where applicable: (i) entities for which separate financial statements are being filed, (ii) entities included in group financial statements filed for unconsolidated subsidiaries, and (iii) entities for which no financial statements are filed, indicating the reason therefore.

12. If, within the last five years, the Issuer or, where the Issuer is a partnership, the general partner(s) of the Issuer or any of its/their majority-owned subsidiaries or affiliated entities which have a common general partner with the Issuer has acquired or disposed of a material amount of assets from or to a promoter, officer, director or other person who owns beneficially more than ten percent of any class of securities of the Issuer, furnish the following information: (i) Identity of such promoter, officer, director or ten percent beneficial owner from whom the assets were acquired or to whom they were sold; (ii) Date and manner of the acquisition or disposition and a brief description of the assets; (iii) The nature and amount of the consideration given or received therefrom; and (iv) Method used in valuing the consideration.
13. If, within the past two years, there has been any material default in the payment of principal, interest, sinking or purchase fund installment, or any other material default (any of which were not cured within thirty days of occurrence), with respect to any indebtedness of the Issuer or, where the Issuer is a partnership, the general partner(s) of the Issuer, or any of its/their wholly-owned subsidiaries or affiliated entities which have a common general partner with the Issuer identify the indebtedness and state the nature of the default.
14. Provide the following information as to all securities of the Issuer sold within the past two (2) years by the Issuer or proposed to be issued to a promoter, officer, director or other person who owns beneficially ten percent of any class of securities of the Issuer whether they were reacquired by the Issuer or were new issues; securities issued in exchange for property, services or other securities; and new securities resulting from the modification of outstanding securities:
 - (A) Name of each such promoter, officer, director or ten percent beneficial owner;
 - (B) Date of sale, type, class and amount of securities sold;
 - (C) Aggregate and per share price of securities sold; as to any securities sold for other than cash, state the aggregate amount of consideration received by Issuer and the method for valuing such consideration;
 - (D) Nature of the transaction;
 - (E) State whether the securities were: (i) legended and stop-transfer instructions given in connection therewith, or (ii) escrowed, and if so, the terms of the applicable escrow agreement.
15. Furnish information as to all direct remuneration paid by the Issuer and its subsidiaries (on an annualized basis) to each executive officer of the Issuer during its last fiscal year or proposed to be paid under any plan or arrangement during its next fiscal year. The

term "executive officer" means the president, general or managing partner, secretary, treasurer, any vice-president in charge of a principal business function (such as sales, administration or finance) and any other person occupying a similar status or performing similar functions for the Issuer.

16. Furnish information as to all qualified and non-qualified options to purchase any securities from Issuer or any of its subsidiaries which were granted or proposed to be granted to or exercised by any executive officer, promoter, director or affiliate of Issuer during the preceding five years. The term "executive officer" shall be as defined in Item 15. The term "options" as used in this item includes all options, warrants or rights to acquire such securities.

17. Issuer undertakes:

- (A) To send its financial statements, which are audited or reviewed in accordance with generally accepted accounting principles as provided by Section 606(a) of the Act and the regulations adopted thereunder, to each holder of the class of securities sold in this offering not less than annually within 120 days after the close of Issuer's fiscal year.
- (B) To keep and maintain the books and records required by Section 209 and the regulations adopted thereunder and will authorize the person having custody of such books and records to make them available to the Department.

18. **Affirmation.**

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

- (A) The undersigned is familiar with the provisions of Section 205 or Section 206 of the Act and the regulations adopted thereunder.
- (B) The statements made in this Form, 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 Form has been duly executed on _____
DATE

(NAME OF ISSUER)

BY: _____

TITLE: _____