ISSUER EXEMPTION APPLICATION

NORTH DAKOTA SECURITIES DEPARTMENT

SFN 51949 (6-2021)

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

SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA:

Pursuant to the provisions of Section 10-04-06 (9) (b), N.D.C.C., the issuer designated herein, through its duly authorized agent, hereby files this application UNDER OATH in connection with a claim for exemption from the registration provisions of the Securities Act of 1951:

1. Name, address, telephone number, and position of person to whom inquiries concerning the information furnished herein or to whom notice of any deficiencies, objections, or stop or similar orders should be directed.

(a) Name			
(b) Address (Street)	City	State	ZIP Code
Telephone Number & Area Code			
(c) Position Held			

2. (a) Name of Issuer			
(b) Address (Street)	City	State	ZIP Code
Telephone Number & Area Code			
(c) Issuer's state of incorporation or jurisdiction of organization			
(d) Date of Incorporation or Organization			
(e) State of Issuer's Principal Place of Business			

(f) Names and addresses of all promoters, incorporators, directors, and executive officers of the issuer, indicating all positions and offices with the issuer presently held by each such person. Furnish the following information as to the equity securities of the issuer owned of record or beneficially by each person who owns of record, or is known by the issuer to own beneficially, five percent or more of any class of such securities. Indicate whether the securities are owned both of record and benefically, of record only, or beneficially only, and show the respective amounts and percentages owned in each such matter.

NAME AND ADDRESS	POSITION	TITLE OF CLASS	TYPE OF OWNERSHIP	AMOUNT	PERCENT OF CLASS

(g) General character and location of issuer's business:
(h) General description of issuer's physical properties and equipment:

3. (a) List the states in which the issuer proposes to sell securities.
(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sale of securities or have suspended or revoked the right to sell the securities, or in which an application has been withdrawn.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 securities to be sold
(b) Total dollar amount of securities to be sold in all jurisdictions:
(c) Dollar amount of securities proposed to be sold in North Dakota
(d) Number of shares or other units proposed for sale in all jurisdictions
(e) Number of shares or other units proposed for sale in North Dakota:
(f) Price per share or other unit of securities to be sold
(g) Have any securities of the kind to be sold pursuant to this exemption been offered for sale or sold for a consideration other than or different from that at which they are now proposed to be sold? ☐ Yes ☐ No
If "yes", please explain the difference
(h) Have any of the issuer's securities ever been registered or exempted for sale in North Dakota? ☐ Yes ☐ No
If "yes", indicate whether the securities were registered or exempted and the date.

5. (a) Furnish the names and addresses of any dealers, salesmen, finders, <u>or other persons</u> who will act on behalf of the issuer in effecting sales of securities (The Commissioner may require that the persons indicated furnish additional information).

5. (b) Will commissions or other forms of remuneration be paid or given directly or indirectly in connection with offers or sales?

☐ Yes ☐ No

If "yes", indicate the amount of such commissions or other forms of remuneration in dollar amount and as a percentage of the offering price.

6. (a) Estimated cash proceeds to be received by the issuer from the offering

(b) Purposes for which the proceeds are to be used:

(c) The amount of proceeds to be used for each purpose specified

(d) Amount and other sources of funds to be raised to achieve the purposes stated

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

8. The issuer, through its duly authorized agent whose signature appears below, represents as follows:

(a) That it will only sell the securities to buyers which it reasonably believes are purchasing for investment. In support of this representation, the issuer will require that each buyer sign a copy of a subscription agreement disclosing an investment intent in the form of Exhibit A. The issuer will maintain copies of such letter or instrument in its files and will make them available to the Commissioner for inspection upon a reasonable request for a period of five years from the date of the last sale made pursuant to this filing. The issuer will cause all certificates and the disclosure document to bear the following legend: "These securities have not been registered under the Securities Act of 1951 and it is unlawful to sell or transfer this security except pursuant to registration or an exemption. Any person purchasing these securities from the issuer may not sell or transfer this security for a period of one year from the date of purchase."

(b) That no public advertising matter or general solicitation has been or will be used in connection with any offers or sales.

9. Attach the following exhibits to this statement:

Exhibit A - Subscription Agreement

Exhibit B - A copy of the offering disclosure document and impoundment agreement.

Exhibit C - A certificate of the issuer, signed by its duly authorized agent, containing the following recitation:

" I hereby certify that no one involved in the offering, either directly or indirectly, as promoter, issuer, underwriter, partner, officer, director, manager, or in any similar capacity or position is disqualified under the so-called 'bad boy' provisions enumerated under subsection (e) of Section 10-04-06(9), N.D.C.C."

THE ISSUER HEREBY CONSENTS TO THE INSPECTION OF ITS BOOKS, RECORDS, ACCOUNTS, AND FILES BY THE COMMISSIONER OR THE COMMISSIONER'S DESIGNEE WITH REFERENCE TO THE SALE OF SECURITIES DESCRIBED HEREIN AND AGREES TO PROVIDE THE COMMISSIONER WITH SUCH ADDITIONAL INFORMATION WITH RESPECT TO THE SALE OF THESE SECURITIES AS HE MAY REQUIRE.

Name Typed or Printed	Date
Signature	Title

State of _____)
) ss.
County of _____)

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

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

_____
(Name)

Subscribed and sworn to before me this _____ day of _____ Year _____

NOTARIAL SEAL

_____
(Notary Public)

In and for the County of _____

State of _____

My Commission expires _____