

**STATE OF MAINE
OFFICE OF SECURITIES
121 State House Station
Augusta, Maine 04333-0121**

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Facsimile: 207-624-8590
Website: Investors.Maine.gov**

**NOTIFICATION OF EXEMPTION FOR MAINE ISSUERS
UNDER 32 M.R.S.A. §16202(15)**

**Use this form to claim a securities exemption under 32 M.R.S.A. §16202(15).
File your completed form with the Maine Securities Administrator before you make
any offers or sales in Maine.**

Conditions: When you rely on an exemption in 32 M.R.S.A. §16202(15) the offering must meet certain conditions. The conditions are that:

- 1) You can only offer and sell securities of:
 - a) a corporation, limited partnership, or limited liability company organized under the laws of Maine, **or**
 - b) any other issuer determined by the Securities Administrator by order to have its principal place of business in Maine.
- 2) The transaction is part of a single issue in which not more than 25 purchasers are present in Maine during any 12 consecutive months, excluding those designated in 32 M.R.S.A. §16202(13).
- 3) The securities have not been offered to the public by general advertisement or general solicitation.
- 4) A commission or other remuneration has not been paid or given, directly or indirectly, to a person other than a broker-dealer or agent licensed to solicit a prospective purchaser in Maine; and
- 5) The issuer reasonably believes that all the purchasers in Maine, other than those designated in 32 M.R.S.A. §16202(13), are purchasing for investment.

NOTE: You must give a copy of the completed “Notification of Exemption for Maine Issuers” form to all potential investors when you rely on a securities exemption under 32 M.R.S.A. §16202(15).

If you manually complete the form, there may not be enough space to answer some of the questions. You may complete your answers to those questions on a separate sheet of paper and attach it to the form. Refer to the attachment in the space for the answer on the form and identify which question you are answering on the attachment.

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OFFICE OF SECURITIES**

**NOTIFICATION OF EXEMPTION
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A. Name, Mailing Address, Email Address, and Telephone Number of the Issuer

Name:

Mailing Address:

Location of Principal Place of Business (if different):

Telephone number:

Email address:

B. Basis of Exemption Claimed

1. Is the Issuer a corporation, limited partnership or limited liability company organized under the laws of the State of Maine?
Yes No
2. If the answer to B (1) is “no,” has the Maine Securities Administrator issued an order determining that the issuer’s principal place of business is in Maine?
Yes No

If yes, when did the Securities Administrator issue the required order?

Month Day Year

C. Formation of Issuer

What type of business organization is the Issuer? (*Check one.*)

Corporation

Limited Liability Company

Limited Partnership

Other: Specify type

In what state was the Issuer formed or organized?

When was the Issuer formed or organized?

Month Year

D. Person(s) to Contact with Inquiries about the Issuer

Name:

Name:

Address:

Address:

Telephone number:

Telephone number:

Email:

Email:

E. Books and Records of the Issuer

Where does the Issuer keep its books and records? *(Identify the physical location(s), including street address(es).)*

Does the Issuer make its books and records available for inspection by security holders?

Yes

No

Explain:

F. Securities of the Issuer

1. Describe each authorized class of security of the issuer in the following table. For each class, indicate the number of authorized units, the par value per unit (if applicable), and the number of issued and outstanding units. Include any newly authorized classes.

| Name of Authorized Classes | Number of Units Authorized | Par Value Per Unit (If Applicable) | Number of Units Outstanding |
|----------------------------|----------------------------|------------------------------------|-----------------------------|
| | | | |
| | | | |
| | | | |
| | | | |

2. Describe each class of securities offered for sale in the following table. Indicate the number of units authorized, the par value per unit (if applicable), the number of units currently outstanding, the number of units offered for sale, the number of units that will be outstanding after the sale, and the price at which each unit is offered for sale.

| Name of class offered for sale | Number of units authorized | Par value per unit (if applicable) | Number of units currently outstanding | Number of units offered for sale | Number of units to be outstanding after offering | Offering price per unit |
|--------------------------------|----------------------------|------------------------------------|---------------------------------------|----------------------------------|--|-------------------------|
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

3. Describe the rights of holders of each class of security offered for sale. Include voting rights, liquidation rights, preemptive rights, and any other rights or limitations. Indicate whether voting rights are cumulative or noncumulative.

G. Annual Meeting

1. Does the issuer hold an annual meeting of security holders?
 Yes No

2. If the answer to G (1) is “yes,” what are the location, date, and time of the meeting?

Location:

Date:

Time:

3. If the answer to G (1) is “yes,” how does the Issuer notify security holders of the annual meeting?

H. Annual Report

Does the issuer provide an annual financial statement and report of activities to security holders?

Yes

No

I. Proceeds of the Offering

1. Does someone other than the issuer currently own (or hold) the securities that are being offered?

Yes

No

2. If the answer to I (1) is “yes”:

(a) Identify who owns (or holds) the securities:

(b) Explain why the offering is being made:

3. If the answer to I (1) is “no,” briefly describe how the issuer will use the proceeds of the offering:

4. If the answer to I (1) is “no”:

- a. Will the issuer return the offering proceeds to investors if it does not raise a minimum amount of proceeds by a specific date?

Yes No

- b. If the answer to I(4)(a) is “yes:”

(i) the minimum amount of proceeds the issuer must raise is:

\$, and

(ii) the issuer must raise this minimum amount of proceeds by:

Date:

J. Business of the Issuer

Briefly describe the issuer’s plan of business:

Is the issuer’s business currently operational?

Yes No

K. Risks

Describe the significant risks assumed by a purchaser of the securities. Include any risks that result from the following:

1. Lack of management experience or dependence on current management:

2. Competitive and economic factors:

3. Negative or low net worth position of the issuer:

4. The improbable or limited opportunity for resale of the securities:

5. Other risks:

L. Additional Documents

Will the issuer be distributing any documents to potential investors other than this Notification of Exemption?

Yes No

If yes, please list the documents and provide the Office of Securities with a copy of each one.

Required Legends

The issuer is required to make a reasonable finding that the securities offered are a suitable investment for the purchaser and that the purchaser is financially able to bear the risk of losing the entire amount invested.

These securities are offered pursuant to an exemption under §16202(15) of the Maine Uniform Securities Act and are not registered with the Securities Administrator of the State of Maine.

The securities offered for sale may be restricted securities and the holder may not be able to resell the securities unless:

- (1) the securities are registered under state and federal securities laws, or**
- (2) an exemption is available under those laws.**

Date:

Typed (or Printed) Name of Issuer

By:

Typed (or Printed) Name of Person Executing Notification

Typed (or Printed) Title

STATE OF)
COUNTY OF)

The person who signs this Notification of Exemption states that:

- He or she is executing this Notification of Exemption for and on behalf of the issuer;
- He or she is authorized to execute and file this Notification of Exemption on behalf of the issuer.
- He or she is familiar with this Notification of Exemption.
- To the best of this person’s knowledge, information, and belief, the statements made in this Notification of Exemption are true; and
- To the best of this person’s knowledge, information, and belief, any documents submitted with this Notification of Exemption are true copies of the originals.

Signature

Subscribed and sworn before me this
day of

Notary Public

My Commission Expires: _____ (Notary’s Stamp or Seal)

FOR AN ACKNOWLEDGEMENT OF THE FILING OF THIS NOTIFICATION OF EXEMPTION, COMPLETE THE LEFT COLUMN BELOW.

Name, Address, and Email of Correspondent:

File Number

Date Received

Name of Issuer

Reviewed By