

SOUTH DAKOTA DEPARTMENT OF LABOR AND REGULATION
DIVISION OF INSURANCE – SECURITIES REGULATION

124 S. Euclid Ave., 2nd Floor, Pierre, South Dakota 57501 Tel:
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STATEMENT OF THE ISSUER
Application for Transactional Exemption

SDCL 47-31B-203
\$200 FEE REQUIRED

This form is to be prepared and filed pursuant to SDCL 47-31B-203 and ARSD 20:08:07:25 and mailed to the Division of Insurance – Securities Regulation at the address listed above.

- 1. State the issuer’s name, address, telephone, and facsimile numbers. If the issuer has an e-mail address, please indicate.
- 2. State the date and state of organization (i.e., sole proprietor, partnership, corporation, etc.).
- 3. State the name, address, e-mail address (if available), and telephone and facsimile numbers of the person to whom the Division of Insurance - Securities Regulation should direct correspondence.
- 4. State the nature of the issuer’s business.
- 5. If the issuer has, within the last five years, made an application to register any of its securities with the Division of Insurance - Securities Regulation, please indicate the name of the offering and the date of application/registration.
- 6. If any sales of securities were made within a 12-month period preceding the proposed offering, state the number of sales, the dollar amount paid, the number of securities issued, and the dates of sales. The issuer should provide the names, addresses, and telephone numbers of purchasers. If an exemption for the sale of the securities is claimed, please specifically reference the statute or rule.
- 7. State the aggregate dollar amount, number of units, and price per unit of the securities to be sold. Please describe the type of securities to be sold. State the minimum dollar amount which may be purchased by any individual or corporation. If this information is contained in the memorandum or offering document, please indicate the section or page where this information is located.
- 8. State whether the issuer or issuer-representative will pay commissions or other remuneration. If so, indicate the amount of commissions or other remuneration that will be paid.
- 9. State the proposed date when the issuer will begin sales.

10. State the proposed date when the offering will terminate. This date **cannot exceed 12 months** but can be less.
11. The issuer proposes to make sales to not more than _____ people in South Dakota.
12. The issuer, through its authorized agent whose signature appears below, certifies that:
- a) The information contained in this Statement of Issuer and the exhibits attached and incorporated by reference are accurate and complete to the best knowledge and belief of the undersigned.
 - b) The issuer represents that all buyers purchasing the securities within South Dakota are doing so for investment only. The issuer shall require each purchaser to sign a copy of an investment letter by 13.A, below. The issuer will maintain copies of the instrument in its files and will make instrument available to the Division of Insurance - Securities Regulation for inspection upon a reasonable exemption.
 - c) This issuer will mark all certificates and private placement memorandum with the following legend:

“These securities have not been registered under SDCL, chapter 47-31B and may not be sold, transferred or otherwise disposed of, for value, except pursuant to registration, exemption, or operation of law.”

The issuer may use substantially equivalent language to increase uniformity. The issuer must have approval from the Division of Insurance - Securities Regulation.
13. Attach the following exhibits to this form:
- | | |
|-----------|--|
| Exhibit A | Investment letter or instrument (See 12.b above). |
| Exhibit B | If a non-resident, a statement that it consents to service of process in South Dakota and designates Director as an agent for the receipt of service. form U-2. |
| Exhibit C | The opinion of issuer’s counsel that the issuer is validly organized and authorized to issue the securities. |
| Exhibit D | Private placement memorandum, including the following: <p style="margin-left: 20px;">A copy of the financial or business information to be made available to each prospective purchaser;</p> <p style="margin-left: 20px;">A description of the present capitalization of the issuer and, if a corporation, the names of all officers all shareholders owning 5% or more of the outstanding stock, or if a limited partnership, the name of the general partner and, if a corporate general partner, the names of its officers and all shareholders owning 5% or more of its outstanding Stock;</p> <p style="margin-left: 20px;">A detailed description of the use of proceeds of the offering.</p> |

THE ISSUER CONSENTS TO PERMIT INSPECTION OF ITS BOOKS, RECORDS, ACCOUNTS AND FILES BY THE DIRECTOR OR DESIGNEE, AND AGREE TO PROVIDE THE DIRECTOR WITH ANY ADDITIONAL INFORMATION WITH RESPECT TO THE SALE OF SECURITIES AS MAY BE REQUIRED.

Submitted by: _____

The undersigned certifies that he has read the contents of this form and the attached exhibits and certifies that he has personal knowledge of the contents and knows the responses set forth are true and accurate.

Dated this _____ day of _____, 20_____.

Subscribed and sworn to before me this _____ day of _____, 20 _____

By its

Notary Public

Issuer or Representative