

**Notice of Exempt Securities Transactions
Under AS 45.55.900(b)(5)(A)**

(To be filed along with the fee required by 3 AAC 08.920 (6))

Please fill out this form and submit to:

**Securities Administrator
Alaska Division of Banking and Securities
P.O. Box 110807
Juneau, AK 99811-0807
(907) 465-6339**

1. Name, Address and Telephone number of contact person filing this notice:			
			Phone
Full Name	Address		Fax
The person signing this form must show name & address above. If different from the contact person, show information on signer as well. The E-mail address given must show the address to send the order of effectiveness.			
2. Name, Address and Telephone number of Issuer Entity requesting exemption:			
			Phone
Name of Issuer	Address		
3. <input type="checkbox"/> Yes <input type="checkbox"/> No Formed, or to be formed, as an Alaska domestic (Corp., LP, LLP, or LLC) under Alaska Statutes Title 10 or 32. (This information is for statistical purposes only.)			
4. Please provide a brief description of terms of the offering (including security and price). If more space is needed, use page two or include attachments.			
5. Date sales are to commence: _____ (may not be sooner than 2 days after the filing date of the exemption notice or as determined by the administrator)			
6. Describe any special circumstances you ask the administrator to consider. If more space is needed, use page two or include attachments. <u>Waiver requests</u> must include full disclosure to the administrator of the facts and relevant material factors relating to the request.			

By filing this document, I affirm the following:

- Sales will be made to no more than 10 persons in this state, other than those designated at AS 45.55.900(b)(4), during the 12 consecutive-month-period-of-effectiveness regardless of whether the seller or any of the buyers is then present in this state. (See Attachment B below, do not return to agency).
- As a consequence of this sale the number of security holders will not exceed 20 in total.
- It is understood that "in this state" has the same meaning as that phrase is used at AS 45.55.980(c) (see Attachment A below, do not return to agency);
- A commission or other remuneration will not be paid or given directly or indirectly for soliciting a prospective buyer in this state;
- A legend will be placed on the certificate or other document evidencing ownership of the security, stating that the security is not registered under The Alaska Securities Act, AS 45.55, and cannot be resold without registration under AS 45.55 or exemption from such registration;
- Offers will be made without public solicitation or advertisement;
- This notice filing is the notice required under AS 45.55.900(b)(5)(A)(iv), and must be in the hands of the administrator, along with the fee described at 3 AAC 08.910(6), **at least two days before any sales are made**, unless the two-day waiting period is waived by the administrator in the order of effectiveness; and
- The offering will comply with the limitations of 3 AAC 08.910(3)(E).

Under AS 45.55.160, it is **UNLAWFUL** to file with the Administrator of Securities any document that would make, or cause to be made, an untrue or misleading statement of material fact or omit to state a material fact necessary so as to make the statement made not misleading.

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Signature of attorney or principal (please describe which)	Title	Date
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E-mail address :	
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Additional space (Please refer to paragraph number being amplified):	For Office Use Only
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Notice of Exempt Securities Transactions
Under AS 45.55.900(b)(5)(B)
(To be filed along with the fee required at 3 AAC 08.910(6))

Please fill out this form and submit to:

Securities Administrator
Alaska Division of Banking and Securities
P.O. Box 110807
Juneau, AK 99811-0807
(907) 465-6339

1. Name, Address, and Telephone number of contact person filing this notice:		
		Phone
Full Name	Address	Fax
The person signing this form must show name & address above. If different from the contact person, show information on signer as well.		
2. Name, Address, and Telephone number of Issuer Entity requesting exemption:		
		Phone
Name of Issuer	Address	
3. <input type="checkbox"/> Yes <input type="checkbox"/> No Formed, or to be formed, as an Alaska domestic (Corporation, LP, LLP, or LLC) under Alaska Statutes Title 10 or Title 32.		
4. Please provide a brief description of terms of the offering (including security and price). If more space is needed, use page two or include attachments.		
5. Date sales are to commence: _____ (may not be sooner than 2 days after the filing date of the exemption notice or as determined by the administrator)		
6. Describe any special circumstances you ask the administrator to consider. If more space is needed, use page two or include attachments. <u>Waiver requests</u> must include full disclosure to the administrator of the facts and relevant material factors relating to the request.		

By filing this document, I affirm the following:

Sales will be made to no more than 25 persons in this state other than those designated at AS 45.55.900(b)(4) during the 12 consecutive-month-period-of-effectiveness regardless of whether the seller or any of the buyers is then present in this state. It is understood that "in this state" has the same meaning as that phrase is used at AS 45.55.980(c) (See Attachment A below, do not return to agency);

Sales will be made solely in this state which is understood to mean that the issuer meets the criteria of 17 C.F.R. 230.147(c) (See Attachment B below, do not return to agency);

Before a sale, the prospective buyer will be furnished access to information sufficient to make an informed investment decision. That information must satisfy the requirement of AS 45.55.900(b)(5)(B)(ii), and will be furnished to the administrator at the administrator's request;

Commissions or other remuneration meet the requirements of AS 45.55 and will be made only to persons registered under AS 45.55.040;

A legend will be placed on the certificate or other document evidencing ownership of the security, stating that the security is not registered under The Alaska Securities Act, AS 45.55, and cannot be resold without registration under AS 45.55 or exemption from such registration;

A signed agreement will be obtained from each buyer at the time of sale or before that the buyer is buying for investment purposes and that the securities will not be resold without registration or exemption under AS 45.55;

Offers will be made without public solicitation or advertisement;

This notice filing is the notice required under AS 45.55.900(b)(5)(B)(vii), and must be in the hands of the administrator, together with the fee described at 3 AAC 08.910(6), **at least two days before any sales are made**, unless the two-day waiting period is waived by the administrator in the order of effectiveness; and

The offering will comply with the limitations of 3 AAC 08.910(3)(E).

Under AS 45.55.160, It is **UNLAWFUL** to file with the Administrator of Securities any document that would make, or cause to be made, an untrue or misleading statement of material fact or omit to state a material fact necessary so as to make the statement made not misleading.

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Signature of attorney or principal (please describe which) Title

Date

E-mail address :

Additional space (Please refer to paragraph number being amplified):

For Office Use only

**Notice of Exempt Securities Transactions
Under AS 45.55.900(b)(7)(B)
(To be filed along with the required fee described at 3 AAC 08.920(6))**

Please fill out this form and submit to:

**Securities Administrator
Alaska Division of Banking and Securities
P.O. Box 110807
Juneau, AK 99811-0807
(907) 465-6339**

STATUTORY REFERENCE: AS 45.55.900(b) The following transactions are exempted from AS 45.55.070 and 45.55.075: (7) a transaction under an offer to existing security holders of the issuer, including persons who at the time of the transaction are holders of convertible securities, nontransferable warrants, or transferable warrants exercisable within not more than 90 days of their issuance, if (A) a commission or other remuneration, other than a standby commission, is not paid or given directly or indirectly for soliciting a security holder in this state; or (B) the issuer first files a notice specifying the terms of the offer and the administrator does not by order disallow the exemption within the next five full business days;

This is a self-executing exemption if there is no commission to be paid under (b)(7)(A).

1. Name, Address, and Telephone number of person filing this notice:

		Phone
Full Name	Address	Fax

The person signing this form must show name & address above. If different from the contact person, show information on signer as well.

2. Name, Address, and Telephone number of Issuer:

		Phone
Name of Issuer	Address	

3. Please provide a brief description of terms of the transaction (describe security and price):

4. Date sales are to commence: _____ (may not be sooner than 5 days after the filing date of the exemption notice or as determined by the administrator).

5. Description of the commission or other remuneration, other than a standby commission, being paid or given directly or indirectly for soliciting a security holder in this state.

6. Describe any special considerations you ask the administrator to consider, including any requests for waiver of any limitations of the exemption. Waiver requests must include full disclosure to the administrator of the facts and relevant material factors relating to the request.

Additional information (Please refer to paragraph number being amplified):

By filing this notice, I affirm that all statutory requirements of AS 45.55.900(b)(7) have been met to date and will continue to be met during the offering period.

Signature of attorney or principal (please describe which)	Title	Date
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E-mail address :