

STATEMENT OF ISSUER

Minn. Stat. §80A.46(14)

MAIL TO:

State of Minnesota
Department of Commerce
85 7th Place E, Ste 500
St. Paul, MN 55101

1. State the name and address of the issuer, and date and state of organization.
2. If the issuer is a foreign corporation, state the name and address of the agent within Minnesota upon whom service of process may be obtained.
3. State the name, address, telephone and position held by the person to whom inquiries pertaining to information herein or notice of objection by the Commissioner of Commerce should be directed.
4. State the nature of the business enterprise or enterprises engaged in by the issuer.
5. State whether the issuer of these securities has, within the past five years, made application to register any of its securities with the Minnesota Department of Commerce: Yes No
6. State the aggregate dollar amount, number of units, price per unit, and set forth a description of the securities to be sold. Set forth the minimum dollar amount which may be purchased by any individual or corporation.
7. State whether commissions will or will not be paid. If commissions are to be paid, indicate the amount of such commissions in dollar amount and as a percentage of the offering price, and identify the persons to whom they will be paid.
8. State the date on which it is proposed to commence the sale of these securities.
9. State the date by which it is proposed to terminate the offering.
10. The issuer proposes to make sales to not more than ____ persons in the State of Minnesota.
11. With reference to sales of securities made within a twelve-month period preceding the proposed date of the distribution described herein, state the number of sales, the dollar amount paid, the number of shares issued, and the dates of said sales. If exemption for the sale of said securities is claimed, designate the exemption relied upon with specific reference to Minnesota statutes.
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 appended hereto are accurate and complete to the best knowledge and belief of the undersigned.
 - b) The Issuer represents that it will sell the securities only to buyers who it reasonably believes are purchasing for investment only. In support of this representation, the issuer will require each purchaser to sign a copy of an Investment Letter or other instrument disclosing an investment intent in the form of Exhibit A hereto. The issuer will maintain copies of such

letter or instrument in its files and will make the same available to the Commerce Department for inspection upon a reasonable request, for a period of three (3) years from the date of the last sale made pursuant to this filing. The issuer will cause all certificates issued pursuant to this filing to bear the following legend: "The securities represented by this certificate have not been registered under Chapter 80A of the Minnesota Securities Laws and may not be sold, transferred or otherwise disposed of except pursuant to registration, or an exemption therefrom;" or will cause to be placed upon each of said certificates language equivalent thereto.

13. Attach the following Exhibits to this form:

Exhibit A – Investment Letter

Exhibit B – A copy of any offering circular or other offering documents (such as financial or other business information) intended to be distributed to all offerees.

Exhibit C – A description of the present capitalization of the issuer and, (1) if a corporation, the names of all officers and all shareholders owning 5% or more of the outstanding common stock, or (2) 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 common stock.

Exhibit D – A detailed description of the use to which the proceeds of the offering will be applied.

Exhibit E – If a non-resident, a statement that it consents to service of process in Minnesota and designates an agent for the receipt of such service.

Exhibit F – The opinion of issuer's counsel that the issuer is validly organized and authorized to issue the securities to be sold.

THE ISSUER CONSENTS TO PERMIT INSPECTION OF ITS BOOKS, RECORDS, ACCOUNTS, AND FILES BY THE COMMISSIONER OF COMMERCE OR HIS 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 FOR A PERIOD OF THREE YEARS FROM THE DATE OF THE LAST SALE MADE PURSUANT TO THIS FILING. THE ISSUER RECOGNIZES THAT THE COMMISSIONER DOES NOT HEREBY WAIVE HIS STATUTORY AUTHORITY TO REQUIRE THE AFORESAID INFORMATION AT ANY TIME BY SUBPOENA OR OTHERWISE.

The undersigned certifies that he has read the contents of the above form and the Exhibits appended hereto and certifies that he has personal knowledge of the contents hereof 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____.

Minnesota Securities Rules prohibit the use of advertising and other methods of mass communication in the distribution of securities under this exemption.

ANSWERS TO FREQUENTLY ASKED QUESTIONS ON STATEMENT OF ISSUER

1. The issuer is the entity of which the investor will own an interest.
2. The requirement also applies to partnership and other types of entities. Appoint the Minnesota Commissioner of Commerce as the agent for service of process.
7. If the Broker-Dealer is not known, state that only a Broker-Dealer licensed in the state will sell in this State.
8. The filing is effective, allowing the issuer to make sales and delivery, 10 days after the application is received, unless the issuer is notified otherwise.
9. Not more than one (1) year after the effective date.
- 12B. Alternative language taken from Regulation D is acceptable.
13. Exhibit A, C and D may be included by specific page reference to Exhibit B.