

STATE OF ALASKA
DEPARTMENT OF COMMERCE, COMMUNITY, AND
ECONOMIC DEVELOPMENT
DIVISION OF BANKING AND SECURITIES
PO BOX 110807, JUNEAU, ALASKA 99811-0807
Phone (907) 465-5450
<https://www.commerce.alaska.gov/web/dbs/Securities.aspx>

APPLICATION TO REGISTER SECURITIES
UNDER REGULATION 3 AAC 08.500-505.

INSTRUCTIONS. Use this registration statement form for offerings under 3 AAC 08.503(a). Attachments should be used where space is insufficient. Include as an attachment a completed Form U-2 (Uniform Consent to Service of Process) designating the Alaska Administrator of Securities as agent. Do not send offering documents unless requested by the Division staff.

1. FEES. Filing Fee: \$600.00 for one year: \$ _____

Plus \$75.00 per issuer salesperson, if any:* \$ _____

(*See 3 AAC 08.503(b)(2))

TOTAL FEES (Payable to State of Alaska): \$ _____

2. ISSUER. Name, address, and telephone number of the issuer, or issuer to be formed, and principal office, if any, in this state. State the name under which the offering will be known. (Where required, issuers must file appropriate name reservation or organizational documents before an order may be issued pursuant to this application):

3. CORRESPONDENT. Name, address and telephone number of attorney or other correspondent to whom communications regarding this application should be sent:

E-mail address:

If more space is needed for any section, go to last page, indicate ¶, complete.

4. SECURITIES TO BE OFFERED. Check one:

- ☐ Common Stock, \$_____par value.
- ☐ Preferred Stock.
- ☐ Units of Limited Partnership Interest.
- ☐ Units of Limited Liability Company membership.
- ☐ Other--Please describe:

5. AMOUNT OF SECURITIES TO BE OFFERED.

a.

Alaska

Total Offering

<u>Proposed</u> <u>Offering Price</u>	<u>No. of Shares</u> <u>or Units</u>	<u>Amount</u>	<u>No. of Shares</u> <u>or Units</u>	<u>Amount</u>
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b. Manner of Payment. Will deferred payments be allowed to purchasers?

☐ Yes ☐ No If yes, please provide details.

6. ALASKA AND FEDERAL STATUS. Give the specific provisions of Alaska regulation 3 AAC 08.500, Article 4, and the specific provisions of Federal statutes and regulations under which this offering is to proceed:

Alaska: (check one)

Federal:

3 AAC 08.504(5) ☐

3 AAC 08.504(6) ☐

3 AAC 08.505(b) ☐

3 AAC 08.505(c) ☐

7. OTHER STATE TRANSACTIONS.

a. List the other states in which these securities will be offered or where previous offers or sales have occurred and show whether the sales will be under state registration or exemption:

b. List the states, if any, which have refused, by order or otherwise, to authorize sale of these securities, or have revoked or suspended the right to sell these securities, or in which an application for registration or exemption has been withdrawn. Provide full details:

8. BROKERS-DEALERS OR SALESPERSONS.

a. Name, address, and telephone number of broker-dealer registered in Alaska and lead broker-dealer, if any. Indicate whether or not broker-dealer is a member of NASD.

NASD member? ☐ Yes ☐ No

b. Where registered issuer salespersons (agents), or persons claiming an exception from the definition of agent are to be used, give their names, addresses, and telephone numbers and indicate their registration status or exempt status in Alaska. Where a statutory exception is claimed, give the specific Alaska provision:

8b continued:

Note: An order of registration will only be issued when registration of issuer salespersons (agents), if required, is completed.

9. **PROFESSIONALS INVOLVED.** Give the names, addresses, and telephone numbers of all professionals who have rendered services or have given advice in connection with this offering, who are named as experts in sales literature or presentations, or whose names are used to give authority to statements made concerning this offering. Describe their scope of activities. Include attorneys, accountants, appraisers, engineers, etc:
10. **BUSINESS PLAN.** Briefly describe the nature of the business to be conducted with the proceeds of this offering:

11. USE OF PROCEEDS:

	<u>Dollar Amount</u>		<u>Percentage</u>	
	MAX	MIN	MAX	MIN
Selling Commissions				
Other Selling Expenses				
Legal, Accounting, Printing, Fees				
Offeror/Promoter Compensation				
Reserves				

The remaining Funds will be used as follows:

Total

Issuer represents that the minimum amount that must be raised before the project can get under way is \$_____ and that a proceeds escrow under 3 AAC 08.502(g) has been established in that amount.

(Leave blank if waiver is sought or show "none" if escrow is not required.)

12. INTEGRATION. Were any securities of the issuer sold within the six months preceding this registration? ☐ Yes ☐ No

Note: Securities issued pursuant to certain employee benefit plans are excluded, see 3 AAC 08.502(a)(8).

If the answer is yes, show how many counting purchasers were involved during the year preceding this registration. (Include dates of sale).

If sales were made during the past year, provide arguments against integration of the prior sales, if this is desired. See 3 AAC 08.502(a)(1) for elements to consider.

13. AGGREGATION. Have any securities of the entity that will issue the securities in this registration been sold within the twelve months preceding this registration?

☐ Yes ☐ No

What is the aggregate offering price? \$ _____

See 3 AAC 08.501(a)(3) for definition of aggregate offering price.

14. ACTIONS AGAINST ISSUER AND AFFILIATED PARTIES.

a. Indicate "no" or "yes" and provide details if "yes" should any one or more of the items listed under subsection "b" apply to any one or more of the following parties: (i) the issuer, (ii) the predecessors or affiliates of the issuer, (iii) the issuer's, officers, directors, general partners, promoters, or beneficial owners of ten percent or more of any class of its equity securities.

b. Actions:

☐ Yes ☐ No (1) has filed a registration statement which is the subject of a currently effective stop order entered by any state or federal agency within five years prior to the registration of the offering

☐ Yes ☐ No (2) has been convicted, within the ten years preceding the registration, of any felony; a misdemeanor in connection with the purchase or sale of a security or involving a false filing with a state

☐ Yes ☐ No (3) is subject to any state administrative order or judgment or any federal administrative order or judgment, including an injunction, entered within the five years preceding the filing of the registration, where a state or federal banking, insurance, real estate or securities law is the grounds for the order or judgment.

15. APPLICATION FOR WAIVERS. Waiver is sought from the provisions of

Documentation required by the waiver section must be attached or the request will not be considered.

16. UNDERTAKINGS AND REPRESENTATIONS. The issuer hereby applies for registration of these securities and agrees, so long as the registration remains in effect, that it will:

a. Advise the Administrator of Securities of any changes prior to registration in any of the information filed with this application and to promptly file any necessary amendments.

b. Notify the Administrator of Securities within two business days upon the receipt of any stop order, denial, order to show cause, suspension or revocation order, injunction or restraining order, or similar order entered or issued by any state or other regulatory authority or by any court concerning the securities covered by this statement or any other securities of the Issuer or Applicant.

- c. Furnish any additional information or documents requested by the Administrator of Securities before or after registration.
- d. Advise the Administrator of Securities where and when rescission is sought and file and obtain an amendment or registration.
- e. Keep and maintain all records pertaining to this offering for a period of at least three years from the date of registration.

17. VERIFICATION BY ISSUER.

- a. List names and positions of all officers, directors, general partners, or persons holding similar positions with the issuer.

b. I, _____ being aware of the misleading filing provisions of AS 45.55.160, the criminal penalty provisions of AS 45.55.210 and the civil liabilities provisions of AS 45.55.220, and under penalty of perjury, AS 11.56.200, declare that I am the _____ (title or position) of the issuer and I have read and am familiar with the information in this application and with all materials or documents to be used in connection with the offering to be made under this application. To the best of my knowledge, information and belief, the information contained in this application and in the offering materials is true, correct and complete. I have written authorization (available upon written request) from the individuals listed in subparagraph "a" to execute this application and make this verification for and on behalf of the issuer.

Date: _____

Typed Name

Signature (must be notarized)

STATE OF _____)
) ss:
COUNTY OF _____)

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

SEAL

NOTARY PUBLIC

My Commission Expires: _____

18. STATEMENT OF BROKER-DEALER WHERE OFFERING IS DIRECTED TO PERSONS
FOR WHOM THIS INVESTMENT IS **SUITABLE** (3 AAC 08.504(6) or 3 AAC 08.505(c)).
(To be completed by lead broker-dealer.)*

The broker-dealer reasonably believes that adequate diligence and review have been applied in connection
with this offering and that broker-dealer(s) will determine the suitability of the offering to each purchaser.

Date:

Broker Dealer:

By: _____

Typed Name and Position

Signature

Do not complete item 18 when offers are to be made under 3 AAC 08.504(5) or 3 AAC 08.505(b).

FOR ADDITIONAL MATERIAL Indicate what ¶ is being amplified: