

**Notice of Exempt Securities Transactions  
Under AS 45.55.900(b)(18)  
(To be filed along with the required fee described at 3 AAC 08.920(a)(6))**

**STATUTORY REFERENCE.** AS 45.55.900(b)(18) an offer or sale of a security by an issuer that has a specific business plan or purpose, is not in the development stage, and has not indicated that its business plan is to engage in a merger or acquisition with an unidentified company or other entity or person, under the following conditions:

(A) sales of securities are made only to persons who are or the issuer reasonably believes are accredited investors as defined in 17 C.F.R. 230.501(a), as that regulation exists on or after the effective date of this act;

(B) the issuer reasonably believes that all purchasers are purchasing for investment and not with the view to or for sale in connection with a distribution of the security; a resale of a security sold in reliance on this exemption within 12 months of sale is presumed to be with a view to distribution and not for investment, except a resale under a registration statement under AS 45.55.070 - 45.55.120 or to an accredited investor under an exemption available under this chapter;

(C) the exemption in this paragraph is not available to an issuer if the issuer, a predecessor of the issuer, an affiliated issuer, a director, an officer, or a general partner of the issuer, a beneficial owner of 10 percent or more of a class of the issuer's equity securities, a promoter of the issuer presently connected with the issuer in any capacity, an underwriter of the securities to be offered, or a partner, a director, or an officer of the underwriter

- (i) within the last five years has filed a registration statement that is the subject of a currently effective registration stop order entered by a state securities administrator or the United States Securities and Exchange Commission;
- (ii) within the last five years has been convicted of a criminal offense in connection with the offer, purchase, or sale of a security, of a criminal offense involving fraud or deceit, or of a felony;
- (iii) is currently subject to a state or federal administrative enforcement order or judgment entered within the last five years finding fraud or deceit in connection with the purchase or sale of a security; or
- (iv) is currently subject to an order, judgment, or decree of a court of competent jurisdiction entered within the last five years, temporarily, preliminarily, or permanently restraining or enjoining the person from engaging in or continuing to engage in conduct or a practice involving fraud or deceit in connection with the purchase or sale of a security;

(D) the nonavailability of the exemption under (C) of this paragraph does not apply if

- (i) the person subject to the disqualification is licensed or registered to conduct securities related business in the state in which the order, judgment, or decree creating the disqualification was entered against the person;
- (ii) before the first offer under this exemption, the state securities administrator or the court or regulatory authority that entered the order, judgment, or decree waives the disqualification; or
- (iii) the issuer establishes that it did not know and, in the exercise of reasonable care, based on a factual inquiry, could not have known that a disqualification existed under this paragraph;

(E) a general announcement of the proposed offering may be made by any means and may include only the following information unless the administrator specifically permits additional information:

- (i) the name, address, and telephone number of the issuer of the security;
- (ii) the name, a brief description, and the price, if known, of the security to be issued;
- (iii) a brief description in 25 words or less of the business of the issuer;
- (iv) the type, number, and aggregate amount of securities being offered;
- (v) the name, address, and telephone number of the person to contact for additional information;
- (vi) a statement that sales will be made only to accredited investors;
- (vii) a statement that money or other consideration is not being solicited or will not be accepted by way of this general announcement; and
- (viii) a statement that the securities have not been registered with or approved by a state securities agency or the United States Securities and Exchange Commission and are being offered and sold under an exemption from registration;

(F) the issuer in connection with any offer may provide information in addition to the general announcement under (E) of this paragraph if the information is delivered

- (i) through an electronic database that is restricted to persons who have been prequalified as accredited investors; or
- (ii) to a prospective purchaser that the issuer reasonably believes is an accredited investor;

(G) a telephone solicitation is not permitted unless, before placing the call, the issuer reasonably believes that the prospective purchaser being solicited is an accredited investor;

(H) dissemination of the general announcement of the proposed offering to persons who are not accredited investors does not disqualify the issuer from claiming this exemption;

(I) the issuer shall file a notice of the transaction with the administrator, a copy of the general announcement, and the fee for exemption filings established by regulation within 15 days after the first sale in this state;

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Please complete this form and submit to:

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

<b>1. Name, Address, and Telephone number of person filing this notice:</b>		
		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.		
<b>2. Name, Address, and Telephone number of Issuer:</b>		
		Phone
Name of Issuer	Address	Phone
<b>3. Please provide a brief description of terms of the transaction (describe security and price)</b>		
<b>4. Date sales commenced:</b> _____ (this notice must be filed with the administrator within 15 days after sales are commenced.)		

5. 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):

**ATTACH A COPY OF THE GENERAL ANNOUNCEMENT, IF ANY,  
DESCRIBED AT AS 45.55.900(B)(18)(E).**

**By filing this notice, I affirm that all statutory requirements of AS 45.55.900(b)(18) have been met to date and will continue to be met during the offering period.**

<b>Signature of attorney or principal (please describe which)</b>	<b>Title</b>	<b>Date</b>