

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
DIVISION OF SECURITIES AND RETAIL FRANCHISING

**NOTICE OF LIMITED OFFERING OF SECURITIES**  
PURSUANT TO 21 VAC 5-40-100 OF THE SECURITIES ACT RULES

The issuer shall file this notice with the Division of Securities and Retail Franchising not later than 15 days prior to the first sale of securities in this Commonwealth.

This notice shall be accompanied by a non-refundable filing fee of \$250.00. This notice shall be deemed filed with the division for purposes of the rule as of the date on which the notice is received by the division.

IF ADDITIONAL SPACE IS REQUIRED TO RESPOND COMPLETELY TO ANY ITEM, PLEASE ATTACH ADDITIONAL SHEETS.

1. Name of issuer: \_\_\_\_\_  
Address of issuer: \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_ Telephone number \_\_\_\_\_
2. Correspondence to whom communications regarding this notice should be directed:  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_ Telephone number \_\_\_\_\_
3. Describe, in summary form, the issuer's business including but not limited to the operations being conducted (if the business is not operational, describe when operations will begin):
4. Describe in summary form the material risk factors to be considered in purchasing the securities:
5. Describe, in summary form, material assets owned or leased by the issuer's business and if leased, describe the material terms:
6. Describe, in summary form, pending litigation involving the issuer's business or its officers or directors relative to the issuer's business:
7. Issuer's type of business organization: \_\_\_\_\_  
(corporation, partnership, limited liability company, real estate investment trust)
8. Year in which the issuer was incorporated or organized: \_\_\_\_\_
9. State or country in which the issuer was incorporated or organized: \_\_\_\_\_

10. Identify the exemption from federal registration on which the issuer is relying in connection with this offering: \_\_\_\_\_

(SEC Rule 504, Section 4(2) of the Securities Act of 1933, SEC Rule 147, other (specify))

11. List the other jurisdictions in which it is proposed that securities in connection with this offering will be offered or sold: \_\_\_\_\_

12. Indicate the nature of the issuer's securities that are the subject of this offering: \_\_\_\_\_

notes \_\_\_\_\_ debentures \_\_\_\_\_ stocks \_\_\_\_\_ evidence of indebtedness \_\_\_\_\_

bonds \_\_\_\_\_ partnership interests \_\_\_\_\_

shares of beneficial interest of a real estate investment trust \_\_\_\_\_

warrants or rights to purchase or subscribe to one of the above \_\_\_\_\_

other securities convertible into one of the above \_\_\_\_\_

13. Have securities of the same or a similar class as those that are the subject of this offering been offered or sold within the six months preceding the beginning of this offering?

Yes \_\_\_\_\_ No \_\_\_\_\_

Date of first sale in Virginia: \_\_\_\_\_

If "yes", explain briefly:

14. Date of beginning of this offering: \_\_\_\_\_

15. Aggregate offering price of the securities intended to be sold in this offering: \$ \_\_\_\_\_

Number of units offered: \_\_\_\_\_

Price per unit offered: \$ \_\_\_\_\_

Use of proceeds (be specific) \_\_\_\_\_

16. State the aggregate offering price of the securities intended to be sold in Virginia, if different from answer to 15, above: \$ \_\_\_\_\_

17. On a separate sheet; state the name, home address and position of each officer, director, general partner or trustee of the issuer, in the following format:

\_\_\_\_\_  
Name Position

\_\_\_\_\_  
Home Address

\_\_\_\_\_  
City, State, Zip Code

18. Using a separate sheet if necessary, state the name and home address of each person who is, or will be immediately after completion of this offering, a beneficial owner of 10% or more of the outstanding class of voting securities of the issuer, in the following format:

Name	Position
Address	
City, State, Zip Code	

19. Using a separate sheet if necessary, identify all persons authorized by the issuer to sell securities of the issuer under this offering, in the following format:

Name
Address
City, State, Zip Code
( ) Telephone Number
Is this person affiliated with the issuer? Yes _____ No _____
If "yes", position: _____
Type and value of any remuneration to this person for sale of securities (if "none", so state):
_____
Is this person a broker-dealer or an agent of a broker-dealer? Yes____ No_____

20. Applicant's Signature:

\_\_\_\_\_

Name (please print): \_\_\_\_\_

Title: \_\_\_\_\_

Date of Notice: \_\_\_\_\_

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
DIVISION OF SECURITIES AND RETAIL FRANCHISING

**NOTICE OF LIMITED OFFERING OF SECURITIES**  
PURSUANT TO 21 VAC 5-40-100 OF THE SECURITIES ACT RULES

Issuer limited transactional exemption.

An issuer must deliver Part 2 of Form VA-1 or a disclosure document containing the information required by Part 2 of Form VA-1 to all purchasers, if:

1. Within 18 months prior to the first sale of securities under this rule, the issuer has issued or committed to be issued securities of the same or a similar class for consideration of a value 25 % or more below the offering price of securities to be sold under this rule, if the securities issued or committed to be issued constitute 10% or more of the securities of the same or a similar class outstanding at the beginning of the offering under this rule, or if the securities were issued or committed to be issued to an officer, director, general partner, trustee, or promoter of the issuer; or

2. The entire proceeds of the offering under this rule are not to be escrowed in a bank, as defined in the federal Securities Act of 1933, §3(a)(2), or a savings and loan association or similar institution as defined in the federal Securities Act of 1933, §(3)(a)(5), until completion of the offering.

- (a) Indicate the names of officers, directors, general partners, trustees (if a real estate investment trust) or promoters of the issuer to whom any amount of securities of the issuer has been, or is to be, issued at a price of 25% or more below the offering price of this offering, regardless of the percentage of securities of the Issuer this represents, if issued or committed to be issued within the last 18 months.

NAME	CLASS/TYPE	NO. OF SHARES	PRICE

- (b) Indicate the names of any persons other than those named in paragraph (a), above, to whom securities aggregating 10% or more of the total securities outstanding at the beginning of this offering have been issued or committed to the issued within the last 18 months and which were issued or are to be issued at a price 25% or more below the offering price of this offering.

NAME	CLASS/TYPE	NO. OF SHARES	PRICE

(c) Are any proceeds of this offering to be escrowed pending completion of this offering?  
Yes \_\_\_\_\_ No \_\_\_\_\_

(1) If "yes", identify the escrow agent:

\_\_\_\_\_  
Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State, Zip Code

(\_\_\_\_\_)\_\_\_\_\_  
Telephone Number

(2) If "yes", will the escrow account be:  
\_\_\_\_\_ entire proceeds of offering; or  
\_\_\_\_\_ partial proceeds of offering.

(3) If "yes", describe the duration, e.g., "until completion of the offering" or "until partial proceeds stated in Paragraph 2 are raised", and terms regarding interest, indicating for whose benefit any interest will accrue.

**NOTICE TO PROSPECTIVE INVESTORS:** IF THE ENTIRE PROCEEDS ARE NOT TO BE ESCROWED PENDING COMPLETION OF THE OFFERING, PROSPECTIVE INVESTORS ARE WARNED THAT THEIR TOTAL INVESTMENT MAY BE LOST OR EXPOSED TO CLAIMS OF CREDITORS OF THE ISSUER IF THE ISSUER IS UNSUCCESSFUL IN COMPLETING THE OFFERING.

SIGNATURE:

Applicant's Signature:

\_\_\_\_\_

Name (please print): \_\_\_\_\_

Title: \_\_\_\_\_

Date of Notice: \_\_\_\_\_