

**DELAWARE ACCREDITED INVESTOR EXEMPTION
NOTICE OF TRANSACTION**

**NOTICE OF SALE OF SECURITIES PURSUANT TO ACCREDITED INVESTOR
EXEMPTION**

1. Issuer

Name: _____

Address: _____

Phone Number: _____

2. Form of Organization (*Check One*)

Corporation Unincorporated Association Limited Liability Company

Limited Partnership Other (*Specify*) _____

Issuer's state of Incorporation or jurisdiction or organization _____

Date of Incorporation or Organization _____

3. Officers, Directors and Control Persons (*or persons acting in a similar capacity*)

Names, Addresses, and Phone Numbers:

4. This Offering: Description of Security	Price per security	Number of securities to be offered	Aggregate dollar amount
Debt Equity (common or preferred) Convertible Security Partnership Interests Other (<i>Specify</i>)			

5. Description of business:

6. Name(s) of the institution and persons who have solicited or intend to solicit purchasers in Delaware.

Business Address

7. Name and address of Bank or Depository Institution(s) in which investor funds will be deposited

By filing this Notice of Transaction, the issuer of these securities hereby represents that:

- (1) Sales of securities shall be made only to accredited investors as defined in 17 CFR 230.501(a).
- (2) The issuer is not an issuer in the development stage that either has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person.
- (3) 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. Any resale of a security sold in reliance on this exemption within 12 months of sale, except a resale to an accredited investor or pursuant to a registration statement effective under applicable state securities law, shall be presumed to be with a view to distribution and not for investment. Securities issued under this exemption may only be resold pursuant to registration or an exemption under applicable state securities law.

The undersigned represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Accredited Investor Exemption of the state in which this notice is filed and

understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name (Print or Type)	Title (Print or Type)	

Note: Completion of this form does not relieve the filer of the obligation to ascertain and comply with any additional state requirements that may apply, such as consent to service of process, payment of requisite fees, and filing of copies of any general announcement of the proposed offering.