

BLUE SKY LAW

By

Jim Gulseth

JGPC LAW

Pleasanton, California

LSI ANNUAL CONFERENCE 2008

I. What Are “Blue Sky” Laws?

“A blue sky law is a [state](#) law in the [United States](#) that regulates the offering and sale of [securities](#) to protect the public from [fraud](#). Though the specific provisions of these laws vary among states, they all require the [registration of all securities offerings and sales](#), as well as of [stock brokers](#) and [brokerage firms](#). Each state's blue sky law is administered by its appropriate regulatory agency, and most also provide private [causes of action](#) for private investors who have been injured by [securities fraud](#).” Blue sky law From Wikipedia, the free encyclopedia.

II. Where Are California’s Blue Sky Laws Found?

California’s Blue Sky Laws are found in [Sections 25000 through 25707](#) of the [California Corporations Code](#), which sections are known as the Corporate Securities Law of 1968 (the “CSL”) and in the [Regulations promulgated by the Department of Corporations](#). The framework for California’s Blue Sky Laws is found in [Sections 25110, 25120 and 25130](#) of the CSL.

(a) Section 25110. Necessity of qualification of security or exemption of security or transaction

“It is unlawful for any person to offer or sell in this state any security in an issuer transaction (other than in a transaction subject to [Section 25120](#)), whether or not by or through underwriters, [unless such sale has been qualified](#) under [Section 25111](#), [25112](#) or [25113](#) (and no order under [Section 25140](#) or [subdivision \(a\)](#) of [Section 25143](#) is in effect with respect to such qualification) [or unless such security or transaction is exempted](#) or not subject to qualification under Chapter 1 (commencing with [Section 25100](#)) of this part. The offer or sale of such a security in a manner that varies or differs from, exceeds the scope of, or fails to conform with either a material term or material condition of qualification of the offering as set forth in the permit or qualification order, or a material representation as to the manner of offering which is set forth in the application for qualification, shall be an unqualified offer or sale.”

(b) Section 25120. Necessity of qualification of security or exemption of security or transaction

“(a) Except as provided in subdivision (b), it is unlawful for any person to offer or sell in this state any security in any of the following manners:

(1) In an issuer transaction in connection with any change in the rights, preferences, privileges, or restrictions of or on outstanding securities.

(2) In any exchange of securities by the issuer with its existing security holders exclusively.

(3) In any exchange in connection with any merger or consolidation or purchase of assets in consideration wholly or in part of the issuance of securities.

(4) In an entity conversion transaction.

(b) Subdivision (a) shall not apply to a security if the security is qualified for sale under this chapter (and no order under [Section 25140](#) or subdivision (a) of [Section 25143](#) is in effect with respect to the qualification) or if the security or transaction is exempted or not subject to qualification under Chapter 1 (commencing with [Section 25100](#)) of this part.”

(c) Section 25130. Necessity of qualification of security or exemption of security or transaction

“It is unlawful for any person to offer or sell any security in this state in any nonissuer transaction unless it is qualified for such sale under this chapter or under Section 25111 or 25113 of Chapter 2 (commencing with [Section 25110](#)) of this part (and no order under [Section 25140](#) or subdivision (a) of [Section 25143](#) is in effect with respect to such qualification) or unless such security or transaction is exempted or not subject to qualification under Chapter 1 (commencing with [Section 25100](#)) of this part”.

III. Haven't the Federal Securities Laws Significantly Reduced the Importance of State Blue Sky Laws?

(a) Every “offer” or “sale” of securities in California must be “qualified” under the CSL and “registered” under Federal Securities Law unless either the security or the transaction is exempt under applicable California and federal laws. However, Federal Securities Laws Administered by the Securities and Exchange Commission (“SEC”) have preempted much of the scope of Blue Sky Laws. Examples of SEC preemption include control over any securities traded on a national stock exchange such as the New York Stock Exchange (“NYSE”), the American Stock Exchange (“AMEX”) or NASDAQ. These securities are called “covered securities” and are exempt from Blue Sky Law.

(b) Blue Sky Law enforcement is usually limited to securities of smaller entities and/or intrastate transactions, which includes many private offering securities transactions. In

addition, some states, such as California, insist on following their own regulatory procedures for registering both broker-dealer firms and their registered employees.

(c) Even Blue Sky Laws that still apply must often be interpreted in the context of Federal Securities Laws.

IV. Who Or What is a “Person” under Blue Sky Laws?

1. Section 25013. Person.

“Person” means an individual, a corporation, a partnership, a limited liability company, a joint venture, an association, a joint stock company, a trust, an unincorporated organization, a government, or a political subdivision of a government.” ... and much, much more.

2. Section 25010. Issuer

“Issuer” means any person who issues or proposes to issue any security,...

V. What Are These ‘Persons’ as defined under Blue Sky Law?

(a) Natural and Unnatural Persons Under California Law. What is the difference?

- i. Natural Persons or Individuals
- ii. Unnatural Persons or “Entities”
- iii. Types of Entities:
 1. Corporations
 - a. For Profit
 - b. Non Profit
 2. General Partnership, the default entity
 3. Limited Partnership (LP)
 - a. General Partner
 - b. Limited Partner
 4. Limited Liability Company (LLC)

VI What Are Securities?

(a). Cal Corp Code Section 25019. Security

“Security” means any note; stock; treasury stock; membership in an incorporated or unincorporated association; bond; debenture; evidence of indebtedness; certificate of interest or participation in any profit-sharing agreement; collateral trust certificate; preorganization certificate or subscription; transferable share; investment contract; viatical settlement contract or a fractionalized or pooled interest therein; life settlement contract or a fractionalized or pooled interest therein; voting trust certificate; certificate of deposit for a security; interest in a limited liability company and any class or series of those interests (including any fractional or other interest in that interest), except a membership interest in a limited liability company in which the person claiming this exception can prove that all of the members are actively engaged in the management of the limited liability company; provided that evidence that members vote or have the right to vote, or the right to information concerning the business and affairs of the limited liability company, or the right to participate in management, shall not establish, without more, that all members are actively engaged in the management of the limited liability company; certificate of interest or participation in an oil, gas or mining title or lease or in payments out of production under that title or lease; put, call, straddle, option, or privilege on any security, certificate of deposit, or group or index of securities (including any interest therein or based on the value thereof); or any put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency; any beneficial interest or other security issued in connection with a funded employees' pension, profit sharing, stock bonus, or similar benefit plan; or, in general, any interest or instrument commonly known as a “security”; or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing. All of the foregoing are securities whether or not evidenced by a written document. “Security” does not include: (1) any beneficial interest in any voluntary inter vivos trust which is not created for the purpose of carrying on any business or solely for the purpose of voting, or (2) any beneficial interest in any testamentary trust, or (3) any insurance or endowment policy or annuity contract under which an insurance company admitted in this state promises to pay a sum of money (whether or not based upon the investment performance of a segregated fund) either in a lump sum or periodically for life or some other specified period, or (4) any franchise subject to registration under the Franchise Investment Law (Division 5 (commencing with Section 31000)), or exempted from registration by Section 31100 or 31101.” See also *S.E.C. v. W.J. Howey Co.*, 328 US 293 (1946)

(b) A Security is a Passive Investment in a For-profit Entity:

Securities are either an equity security (“equity”) such as shares of stock in a corporation or membership interests in an LLC; or

debt securities such as debentures, bonds, notes or commercial paper.

(c) What are the elements of a Security?

1. A security is a bundle of rights in an entity that could include “economic rights” and “non-economic rights”

- i. Economic rights include a “capital interest” and “profits interest”; and
- ii. “Non-economic rights” could include management and control rights, voting rights and information access rights.

2. Lack of Management and/or Control Rights in a for-profit entity establishes the existence of a “Security”.

3. Application of This analysis to the different types of Entities.

VII. Why Do We Care If We Comply With Blue Sky Laws, or Any Securities Laws?

- (a) Rights of Rescission.
- (b) Fraud & Misrepresentation Causes of Action.

VIII. How Does an Issuer Comply With California Blue Sky Laws?

(a) Qualification or an Exemption

(b) Exempt Securities, Corp Code Section 25100

- 1. 25100 (a) federal, state & local entity bonds
- 2. 25100(c) & (d) federal and state chartered banks & savings associations
- 3. 25100 (o) Any security listed on a national securities exchange or Nasdaq

(c) Exempt Transactions, Cal Corp Code Section 25102.

- 1. 25102 (f) Also check the Regulations for Details.
- 2. 25102 (h)
- 3. 25102 (n) Sales to Qualified Purchasers
- 4. 25102 (o) Employee Stock Option Purchase Plans

ii. Federal Preemption Exemptions.

- 1. Regulation D, particularly the Section 506 exemption.
- 2. “Covered Securities” Publicly traded Securities

IX. Where do You Find the Forms and Information for California Blue Sky Laws?

It is all on the Internet at www.corp.ca.gov/

X. What about Other states Blue Sky Laws?

An exemption from federal securities registration requirements and from California's qualification requirements does not necessarily exempt securities from other states Blue Sky Laws. If an issuer is offering or selling securities to a resident of another state, the issuer must comply with that states Blue Sky Laws, which may be very different from those of California.

XI. The Future?

(a) The Need for national competitive efficiency will provide pressure for elimination/reduction of Blue Sky Laws. But don't hold your breath. Blue Sky Laws in some form will probably be around for a long time.

Home → [LOEN](#)

Online Filings – Limited Offering Exemption Notice (LOEN)

Welcome to the Corporations Online Filings for the Limited Offering Exemption Notice. (This filing is required for persons claiming the exemption from securities qualification for certain limited securities offerings.)

As of July 22, 2005, you must file the Limited Offering Exemption Notice electronically, except in demonstrated cases of hardship, and pay the associated filing fee online.

As an alternative to filing in person or by mail, this online system allows you to electronically file your Limited Offering Exemption Notice under [Corporations Code Section 25102\(f\)](#) or [Rule 260.103](#), and pay the associated filing fees, online. (This filing is required for persons claiming the exemption from securities qualification for certain limited securities offerings.)

Please note the rules regarding mandated filings under Corporations Code Section 25102(f) became effective on July 22, 2005. (PRO 19/04)

→ [Filing Fees 25102\(f\)](#)

→ [Filing Fees 260.103](#)

Rules

→ [260.102.12. Limited Offering Exemption Interpretations](#)

→ [260.102.13. Limited Offering Exemption Excluded Purchasers](#)

→ [260.102.14. Limited Offering Exemption Notice of Transaction](#)


→ [260.103. Exemption from Qualification of Recapitalizations and Reorganizations](#)

Payment

The online filing system accepts the following credit card secured transactions:

→  Visa

→  MasterCard

→  Discover Card

Browser Requirements

For best results, use Microsoft Internet Explorer 5.5 or later, or Netscape 7.0 or later.

Contact Information

If you need assistance regarding the Department of Corporations' Online Filing System, call (866) 275-2677 or 866 ASK CORP. Representatives are available to assist you Monday through Friday from 8 a.m. to 4:30 p.m. (PST). [Additional Contact Information](#)

Start Filing

[Login](#)

If you are new to filing online, you may wish to keep this Online Assistance reference window open or print the information to reference while you are filing your notice. [[html](#) | [pdf](#)]

Corporations Code section 25102(f)

California Corporations Code section 25102(f) exempts from the provisions of section 25110:

"Any offer or sale of any security in a transaction (other than an offer or sale to a pension or profit-sharing trust of the issuer) that meets each of the following criteria:

1. Sales of the security are not made to more than 35 persons, including persons not in this state.
2. All purchasers either have a preexisting personal or business relationship with the offeror or any of its partners, officers, directors or controlling persons, or managers (as appointed or elected by the members) if the offeror is a limited liability company, or by reason of their business or financial experience or the business or financial experience of their professional advisors who are unaffiliated with and who are not compensated by the issuer or any affiliate or selling agent of the issuer, directly or indirectly, could be reasonably assumed to have the capacity to protect their own interests in connection with the transaction.
3. Each purchaser represents that the purchaser is purchasing for the purchaser's own account (or a trust account if the purchaser is a trustee) and not with a view to or for sale in connection with any distribution of the security.
4. The offer and sale of the security is not accomplished by the publication of any advertisement. The number of purchasers referred to above is exclusive of any described in subdivision (i), any officer, director, or affiliate of the issuer, or manager (as appointed or elected by the members) if the issuer is a limited liability company, and any other purchaser who the commissioner designates by rule. For purposes of this section, a husband and wife (together with any custodian or trustee acting for the account of their minor children) are counted as one person and a partnership, corporation, or other organization that was not specifically formed for the purpose of purchasing the security offered in reliance upon this exemption, is counted as one person. The commissioner may by rule require the issuer to file a notice of transactions under this subdivision. However, the failure to file the notice or the failure to file the notice within the time specified by the rule of the commissioner shall not affect the availability of this exemption. An issuer who fails to file the notice as provided by rule of the commissioner shall, within 15 business days after demand by the commissioner, file the notice and pay to the commissioner a fee equal to the fee payable had the transaction been qualified under Section 25110."

Editor's Note: Click [here](#) to go the California Codes located at the Legislative Counsel's website.

260.102.12. Limited Offering Exemption Interpretations

- a. The provisions of this section apply to the provisions of Section 25102(f) of the Code.
- b. Integration. The term "transaction" does not include
 1. any offer or sale of a security made more than 6 months before the start of an offering under the exemption or made more than six months after completion of an offering under the exemption, so long as during those six month periods there are no offers or sales of securities by or for the issuer that are of the same or a similar class as those offered or sold pursuant to the exemption, other than those offers or sales of securities under any purchase, savings, option, bonus, appreciation, profit-sharing, thrift, incentive, pension or similar plan solely for employees, directors, trustees or officers of the issuer or a subsidiary of the issuer (note: Section 25102(f) is not available for an offer or sale of a security to a pension or profit-sharing trust of the issuer),
 2. any offer or sale of a security pursuant to a qualification under Section 25110 or 25120 which became effective after the filing of the notice of the transaction pursuant to Rule 260.102.14, or in which the application for qualification discloses the transaction under the exemption, whether past, current or proposed. This subsection does not create any presumption that offers and sales not excluded from the transaction by its provisions are to be integrated for the purposes of the exemption and that determination shall be made without reference to this subsection.
- c. Purchaser. The term "purchaser" means a person who acquires the beneficial ownership of the security, whether individually or in joint ownership, in the transaction under the exemption. Each person who takes in joint ownership with another is to be counted as one except as otherwise provided in Section 25102(f).
- d. Relationship.
 1. The term "preexisting personal or business relationship" includes any relationship consisting of personal or business contacts of a nature and duration such as would enable a reasonably prudent purchaser to be aware of the character, business acumen and general business and financial circumstances of the person with whom such relationship exists. A relationship of employer-employee, or as a security holder of the issuer, or as a customer of a broker-dealer, investment adviser or other person, does not necessarily involve contacts of a nature which are sufficient to establish a "preexisting personal or business relationship" within the meaning of Section 25102(f). This subsection does not create any presumption that relationships not falling within its terms are not within the statutory language, and the determination of whether or not such a relationship is within the statutory language shall be made without reference to this subsection.
 2. The phrase "all purchasers" used in Section 25102(f)(2) of the Code does not include purchasers excluded from the count of purchasers by virtue of Section 25102(f)(4) or Rule 260.102.13.
- e. Partners. The term "partners" in Section 25102(f)(2) means general partners.
- f. Controlling Person. The term "controlling person of the offeror" includes but is not limited to a person who, in connection with transactions within one year of the formation of the issuer, is a "promoter" of the issuer. "Promoter" means a person who, acting alone or in conjunction with one or more other persons, takes the initiative in founding and organizing the business or enterprise of an issuer.
- g. Professional Advisor. The term "professional advisor" means a person who, as a regular part of such person's business, is customarily relied upon by others for investment recommendations or decisions, and who is customarily compensated for such services, either specifically or by way of compensation for related professional services, and attorneys and certified public accountants.
 1. The foregoing includes but is not limited to persons licensed or registered as broker-dealers, agents, investment advisers, banks and savings and loan associations. The foregoing also includes licensed real estate brokers with respect to those securities referred to in Section 25206 of the Code.
 2. A person is not the professional advisor of a purchaser unless designated as such by the purchaser.
- h. Unaffiliated. The relationships which will render a person not "unaffiliated" include
 1. a present or intended relationship of employment, either as an employee, employer, independent contractor or principal,
 2. any relationship within the definition of the term "affiliate" or as an officer or director of an affiliate and
 3. the beneficial ownership by the professional advisor of securities of the issuer or its affiliates or selling agent, except that the ownership of 1% or less of such securities shall not render a professional advisor not unaffiliated.
- i. Affiliate. "Affiliate" of the issuer means a person controlling, controlled by or under common control with, the issuer. A person controls another person within the meaning of this subsection through the possession, direct or indirect, of the power to direct or cause the direction of the management, policies or actions of such other person.
- j. Publication of Advertising. Section 25102(f)(4) of the Code is to be interpreted so as to facilitate the circulation of disclosure materials to offerees and purchasers, so long as such materials are not disseminated to the public (see Sections 25002 and 25014 of the Code). Private placement memoranda, offering circulars and similar disclosure documents are not "disseminated to the

public" for the purposes of Section 25102(f) of the Code if the issuer limits such circulation

1. to persons reasonably believed to be interested in purchasing the securities or
2. to persons whom the issuer believes may meet the qualifications required of purchasers pursuant to such section and the rules thereunder, provided with respect to clause (1) and clause (2) that neither the issuer nor any person acting on its behalf shall offer or sell the securities by any form of general solicitation or general advertising, including, but not limited to, the following:
 - A. Any advertisement, article, notice or other communication published in any newspaper, magazine, or similar media or broadcast over television or radio; and
 - B. Any seminar or meeting whose attendees have been invited by any general solicitation or general advertising. The preceding sentence does not create any presumption that a dissemination of materials otherwise than as described therein is a "publication of advertising," and the determination of that question shall be made without reference to that sentence.
- k. Institutional Investors. The reference in Section 25102(f) of the Code to purchasers described in Section 25102(i) includes those persons designated in Rule 260.102.10.
- l. For purposes of Section 25102(f), when a person is both an "affiliate of the issuer" or a purchaser excluded by Rule 260.102.13 and a partnership, corporation or other organization which was specifically formed for the purpose of purchasing the security offered in reliance upon the exemption, each beneficial holder of its securities shall be counted or excluded from the count in accordance with the provisions of Section 25102(f).

Editor's Note: [Click here](#) to go the California Code of Regulations, Title 10, Chapter 3 located at the Office of Administrative Law's website. [Click here](#) to go to California Corporations Code sections located at [Legislative Counsel's website](#).

260.102.13. Limited Offering Exemption Excluded Purchasers

For the purposes of Section 25102(f) of the Code, the following purchasers are excluded from the count of purchasers for purposes of Subparagraph (1) of that subdivision, except as provided in Subsection (l) of Rule 260.102.12:

- a. The trustee of an issuer which is a trust and the general partner of an issuer which is a partnership, who exercise managerial functions with respect to such entities, and any officer, director or general partner of a general partner of an issuer which is a partnership.
- b. Any person who occupies a position with the issuer, or with a general partner of an issuer which is a partnership, with duties and authority substantially similar to those of an executive officer of a corporation.
- c.
 1. Any relative, spouse or relative of the spouse of a purchaser who has the same principal residence as the purchaser;
 2. any trust or estate in which a purchaser and any of the persons related to such purchaser as specified in Clause (1) or Clause (3) collectively have more than 50% of the beneficial interest (excluding contingent interests); and
 3. any corporation or other organization of which a purchaser and any of the persons related to such purchaser as specified in Clause (1) or Clause (2) collectively are beneficial owners of more than 50% of the equity securities (excluding director's qualifying shares) or equity interests. "Relative" means a person related by blood, marriage or adoption.
- d. Any individual who is a "promoter" of the issuer, as defined in Subsection (f) of Section 260.102.12.
- e. Any person who purchases \$150,000 or more of the securities offered in the transaction, provided each such purchaser meets either one of the following, or who the issuer reasonably believes comes within either of the following:
 1. Such person, or such person's professional advisor, has the capacity to protect such person's own interests in connection with the transaction, as provided in Section 25102(f)(2).
 2. The investment (including mandatory assessments) does not exceed 10% of such person's net worth or joint net worth with that person's spouse.
- f. A small business investment company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Company Act of 1958, and a business development company as defined in Section 2(a)(48) of the Investment Company Act of 1940, and a private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940.
- g. A person who comes within one of the categories of an "accredited investor" in Rule 501(a) of Regulation D adopted by the Securities and Exchange Commission under the Securities Act of 1933 (17 CFR Sec. 230.501(a)).
- h. Any entity in which all of the equity owners are persons specified in Section 25102(i) of the Code; Rule 260.102.10; or subsections (a), (b), (c), (d), (f) and (g) of this rule; or who are "officers, directors or affiliates of the issuer" as that term is used in Section 25102 (f) of the Code.

Editor's Note: Click [here](#) to go the California Code of Regulations, Title 10, Chapter 3 located at the Office of Administrative Law's website. Click [here](#) to go to California Corporations Code sections located at Legislative Counsel's website.

260.102.14. Limited Offering Exemption Notice of Transaction

Section 260.102.14: Limited Offering Exemption Notice Of Transaction.

- a. An issuer who conducts a transaction under section 25102(f) of the Code shall file a notice with the Commissioner as follows:
 1. If in connection with the transaction the issuer is filing a notice with the Securities and Exchange Commission pursuant to section 4(6) of the Securities Act of 1933 or Regulation D (Rule 230.503), the notice may be a copy of the form first filed pursuant to those provisions. The fee required by section 25608(c) of the Code must accompany the filing. Each issuer (other than a California corporation) must also file a consent to service of process (Form 260.165), unless it already has a consent to service on file with the Commissioner. The filing should be accompanied with a cover letter indicating that the filing is pursuant to section 25102(f), and if a consent to service is not included, a statement that the issuer already has a consent to service on file with the Commissioner.
 2. Unless a notice is filed pursuant to paragraph (1), the notice shall be filed electronically through the Internet process made available by the Department on www.corp.ca.gov. If the issuer claims the exception under subsection (f), the notice shall be in the form and contain the information specified by subsection (c) and in accordance with the instructions in subsection (d).
- b. A notice required by this section shall be filed with the Commissioner no later than 15 calendar days after the first sale of a security in the transaction in this state. No notice is required if none of the securities offered are purchased in this state.
- c. Form of Notice. The following form is to be used for transactions covered by subsection (a)(2) that are subject to the hardship exception to electronic filing under subsection (f):
 1. [Limited Offering Exemption Notice \(Form\) - 25102\(f\) \[pdf\]](#)

260.103. Exemption from Qualification of Recapitalizations and Reorganizations

1. (a) Pursuant to the authority contained in Section 25105 of the Code, the following transactions are exempted from the provisions of Section 25120 of the Code as not being comprehended within the purposes of the Corporate Securities Law of 1968 and the qualification of which is not necessary or appropriate in the public interest or for the protection of investors:
 1. (1) Any change in the rights, preferences, privileges, or restrictions of or on outstanding securities, and any exchange of securities by the issuer with its existing security holders exclusively, if the transaction, had it involved the issuance of a new security containing the changed rights, preferences, privileges, or restrictions, or a new issuance of the exchange security, would have been exempt from the provisions of Section 25110 of the Code by any of the subdivisions of Section 25102 of the Code Section 260.105.14 of these rules; and
 2. (2) Any exchange of securities in connection with any merger or consolidation or sale of corporate assets in consideration wholly or in part of the issuance of securities under, or pursuant to, a plan of reorganization or arrangement which, pursuant to the provisions of the Bankruptcy Code, has been confirmed or is subject to confirmation by the decree or order of a court of competent jurisdiction.
2. (b) A transaction conducted under this rule by reason of the provisions of subdivisions (f), (h) or (n) of Section 25102 requires the issuer to file the notice prescribed thereunder (see Rules 260.102.8, 260.102.14, and 260.102.16).

Editor's Note: Click [here](#) to go the California Code of Regulations, Title 10, Chapter 3 located at the Office of Administrative Law's website.

(Department of Corporations Use Only)

Fee paid \$ _____

Receipt No. _____

DEPARTMENT OF CORPORATIONS FILE NO., if any:

Insert File number(s) of Previous Filings Before the Department, if any.

Fee: \$25.00 \$35.00 \$50.00 \$150.00 \$300.00

(Circle the appropriate amount of fee. See Corporations Code Section 25608(c))

COMMISSIONER OF CORPORATIONS
STATE OF CALIFORNIA

NOTICE OF TRANSACTION PURSUANT TO CORPORATIONS CODE SECTION 25102(f)

A. Check one: Transaction under () Section 25102(f) () Rule 260.103.

ELECTRONIC FILING REQUIREMENT AND HARDSHIP EXCEPTION:

This notice must be filed electronically through the Internet process made available by the Department of Corporations on www.corp.ca.gov, unless the issuer claims the hardship exception as described in Number 8 below.

1. Name of Issuer:

2. Address of Issuer:

	Street	City	State	Zip
Mailing Address:				
	Street	City	State	Zip

3. Area Code and Telephone Number: _____

4. Issuer's state (or other jurisdiction) of incorporation or organization:

5. Title of class or classes of securities sold in transaction:

6. The value of the securities sold or proposed to be sold in the transaction, determined in accordance with Corporations Code Sec. 25608(g) in connection with the fee required upon filing this notice, is (fee based on amount shown in line (iii) under "Total Offering"):

	<i>California</i>	<i>Total Offering</i>
(a)(i) in money	\$ _____	\$ _____
(ii) in consideration other than money	\$ _____	\$ _____
(iii) total of (i) and (ii)	\$ _____	\$ _____

(b) () Change in rights, preferences, privileges or restrictions of or on outstanding securities (\$25.00 fee.) (See Rule 260.103.)

7. Type of filing under Securities Act of 1933, if applicable: _____

8. **Hardship Exception for electronic filing.** An issuer may file this paper notice in person or by mail only if either of the following exceptions apply. The issuer shall check applicable box and include the reason(s) and description(s) for the hardship exception in the space provided.

- Computer equipment including hardware and software is unavailable to the issuer without unreasonable burden or expense. If this is the case, describe below both of the following; the reason(s) that the computer equipment including hardware and software is unavailable without unreasonable burden or expense, and the description(s) of the unreasonable burden or expense.
- The issuer cannot obtain and provide information (including credit card or other identifying information) requested on the Department's electronic notice or through the Internet filing process. If this is the case, describe below both of the following: the reason(s) that the issuer cannot obtain and provide the requested information on the electronic notice or through the Internet filing process without unreasonable burden or expense, and the description(s) of the unreasonable burden or expense to the issuer to make the electronic filing.

After checking the applicable hardship exception above, the issuer shall describe below the reason(s) and description(s) for that hardship exception. (If additional space is needed, attach a separate sheet to this notice.)

9. () Check if issuer already has a consent to service of process on file with the Commissioner. (Instruction: Each issuer (other than a California Corporation) filing a notice under Section 25102(f) must file a consent to service of process (Form 260.165), unless it already has a consent to service on file with the Commissioner. If no consent to service of process is on file with the Commissioner, attach the consent to this notice.)

10. _____
Authorized Signature on behalf of issuer

Print name and title of signatory

Date

Name, Address and Phone number of contact person:

(d) Instructions. The following instructions apply to the form specified in subsection (c):

COMMISSIONER OF CORPORATIONS
STATE OF CALIFORNIA NOTICE OF TRANSACTION
PURSUANT TO CORPORATIONS CODE SECTION 25102(f)
INSTRUCTIONS

1. This Notice is to provide information on transactions conducted under the section 25102(f) exemption from the qualification requirements of Section 25110 of the Corporate Securities Law of 1968 and under the Rule 260.103 exemption from the qualification requirements of Section 25120 of that Law. The form is not designed to indicate whether or not the transaction complies with the requirements of those exemptions but only to provide notice to the commissioner that the exemption is being relied on.

2. When to File Notice. The Notice must be filed with, or mailed to, the Commissioner within 15 calendar days after the first sale of a security in the transaction in this state. However, for purposes of determining the filing fee, a filing received before demand by the Commissioner shall be deemed filed as provided by rule of the Commissioner, provided that the obligation to file within 15 calendar days after the first sale of a security in the transaction in this state has not been intentionally disregarded. (See Corporations Code section 25102(f)(4).) The first sale in this state occurs when the issuer has obtained a contractual commitment in this state to purchase one or more of the securities the issuer intends to sell in connection with the transaction. No notice is required if none of the securities offered are purchased in this state. No subsequent notices are required for sales in connection with the same transaction. The information required by the form is to relate to the entire transaction, not just the first sale or sales in this state.

3. The Heading and Filing Fee. The Notice may be filed in person or by mail at any office of the Department. If the issuer has previously qualified securities with the Department, insert the file number of the qualification in the upper right hand corner of the form in the space provided. Circle the appropriate fee for filing this Notice. The fee is based on the value of all securities sold or intended to be sold in the entire transaction as follows (see Item 6 for valuing securities):

<i>Value of Securities</i>	<i>Filing Fee</i>
\$25,000 or less	\$25
\$25,001 - \$100,000	\$35
\$100,001 - \$500,000	\$50
\$500,001 - \$1,000,000	\$150
Over \$1,000,000	\$300

Filing Fee: Each notice, whether under 25102(f) or Rule 260.103, must be accompanied by the filing fee required by Section 25608(c) of the Code as described above.

Item A. Check appropriate box for exemption being relied on.

Item 1. Give the issuer's legal name.

Item 2. Give the street address, and the mailing address if different, of the issuer's principal place of business.

Item 3. Give the telephone number of issuer's principal place of business.

Item 4. Give the name of the state or other jurisdiction under whose laws the issuer is incorporated or organized. If the issuer is not incorporated or organized under the laws of any jurisdiction, provide the name of the jurisdiction where issuer is domiciled and include parenthetical "(domicile)."

Item 5. Set forth the name or title of each class or type of security to be sold in the transaction.

Item 6. See Corp. Code sec. 25608(g). Generally, the value of the securities shall be the price at which the issuer proposes to sell the securities, as alleged in the notice, or the actual value of the consideration (if other than money) to be received in exchange for the securities. See sec. 25608(g) for valuing voting trust certificates, warrants, rights, and share dividends. Complete the amounts in (a)(i), (ii) and (iii) in both the California and the Total Offering columns.

Item 7. If the transaction was registered under the Securities Act of 1933, insert "registered." If conducted pursuant to an exemption from registration under that Act which requires a filing with the Securities and Exchange Commission, indicate the number of the rule pursuant to which such filing was made. If no such filing was required, insert "none."

Item 8. If the notice is not filed electronically through the Internet process made available by the Department at www.corp.ca.gov, then complete the hardship exception by checking the applicable box and describing the reason(s) and description(s) for the hardship exception, as specified.

Item 9. Consent to Service of Process. Corporations Code section 25165 requires each issuer, other than a California corporation, to file a consent to service of process with the notice filed pursuant to section 25102(f) unless it already has a consent to service on file with the Commissioner. If the issuer already has a consent to service of process on file with the Commissioner, check the box. If no consent to service of process is on file with the Commissioner, attach the consent to this notice. Use Form 260.165 (see Rule 260.165, Title 10, California Administrative Code).

Item 10. Date, Signature and Contact. The notice shall be signed and dated by an authorized officer, director, general partner or trustee of the issuer (or a person occupying a position with the issuer of equivalent responsibility) or by the authorized attorney of the issuer. If the person the Department is to contact in the event of questions concerning the transaction or the notice is different than the signer, insert the contact person's name, telephone number and correspondence address in the spaces provided. Otherwise, provide this information with respect to the signer.

(e) Electronic Filing. An issuer shall file a notice electronically through the Internet process made available by the Department, except as provided in subdivision (f).

The following shall apply to any person filing electronically:

- (1) In addition to the information requested in subsection (c), an issuer that files a notice electronically shall provide a Federal Employer Identification Number for the issuer and, if applicable, a Federal Employer Identification Number for a representative filing on behalf of the issuer.
- (2) The instructions and explanations in subsection (d) are applicable to the same information requested through the electronic filing.
- (3) An issuer (other than a California Corporation) filing a notice electronically shall file electronically an irrevocable consent appointing the Commissioner to be the issuer's attorney to receive service of process under Section 25165 of the Code.
- (4) An issuer filing the notice electronically shall print a copy of the notice and manually sign and date the notice pursuant to the instructions in Item 8 of subsection (d). The notice shall be

executed before or at the time the electronic filing is made and shall be retained by the issuer for a period of five years from the date of filing.

- (5) Upon request, the issuer shall provide to the Commissioner the manually signed notice.
- (6) An issuer filing the notice electronically shall pay the filing fee electronically by credit card. A notice is not deemed filed until the filing fee is submitted.

(f) Hardship exception for electronic filing. An issuer may file the paper notice in person or by mail only if: (1) computer equipment including hardware and software is unavailable to the issuer without unreasonable burden or expense, and the issuer describes in the notice both of the following: (A) the reason(s) that the computer equipment including hardware and software is unavailable without unreasonable burden or expense; and (B) the description(s) of the unreasonable burden or expense to the issuer to make the electronic filing; or (2) the issuer cannot obtain and provide information requested on the Department's electronic notice or through the Internet filing process, and the issuer describes in the notice both of the following: (A) the reason(s) that the issuer cannot obtain and provide the requested information on the electronic notice or through the Internet filing process without unreasonable burden or expense; and (B) the description(s) of the unreasonable burden or expense to the issuer to make the electronic filing.

NOTE: Authority cited: Sections 25102, 25165 and 25610, Corporations Code. Reference: Sections 25102, 25165 and 25608 Corporations Code.