

(Rev. 01/10)

**FORM N SALES TO TEN OR FEWER PURCHASERS  
NOTICE OF CLAIM OF EXEMPTION  
UNDER SECTION 58-13C-202N, NMSA 1978**

**Per New Mexico Rule 12.11.12.14 Form 202N must be filed with the director no less than five business days before the first sale of securities in this state**

TO: DIRECTOR, SECURITIES DIVISION  
STATE OF NEW MEXICO

Notice is hereby given that the undersigned Company (corporation, limited partnership, limited liability company or limited liability partnership), claiming the exemption afforded by Section 58-13C-202N, NMSA 1978, intends to avail itself of said exemption with respect to offers and sales of its securities as hereinafter set forth. In support therefore, it submits the following information and exhibits:

A. GENERAL INFORMATION

1. Name and mailing address of Company.
2. Type of entity (corporation, limited partnership, limited liability company, limited liability partnership or other).
3. Date and place of creation (incorporation, organization, filing or date of partnership agreement).
4. Term of entity (if applicable).
5. Purpose or investment objective of business.
6. Address where books and records, stock certificates or capital accounts are kept and by whom.

B. LIMITATION ON NUMBER OF PURCHASERS

1. Estimated number of persons to whom offers will be made.
2. Number of current security holders in the State of New Mexico.
3. Date(s) securities acquired by security holders in the State of New Mexico.
4. Total number of security holders in and out of State of New Mexico.
5. Date of issuer's last sale of securities.

C. INFORMATION ABOUT OFFERING

1. Name, address and phone number of each person who will be effecting or attempting to effect sales of securities.
2. Aggregate amount of offering.
3. Type of security (circle one).

Debt

Equity:          Common          Preferred          Partnership Interests          Membership Interests

4. Minimum investment that will be accepted from any individual \_\_\_\_\_.

D. GOVERNING INSTRUMENTS

Attach a copy of the Articles of Incorporation, Articles of Organization, Registration of Limited Liability Partnership, Certificate of Limited Partnership or other instruments of creation of the Company, including all amendments.

E. REPRESENTATIONS

The undersigned represents that:

1. The number of security holders will not in consequence of any sale made under the exemption afforded by Section 58-13C-202N exceed ten (10) during any twelve consecutive months.
2. Either: (check one box)  
  
 Sales have been and will be made only to buyers believed to be purchasing for investment; or  
  
 immediately before and immediately after the transaction, the issuer reasonably believes that the securities of the issuer will be held by fifty or fewer beneficial owners and the transaction is part of an aggregate offering that does not exceed one million dollars (\$1,000,000) during any twelve consecutive months.
3. That neither news releases, advertisements in newspapers, radio, television nor any other form of public advertising will be used in any manner to contact prospective buyers.
4. That no commissions or other remunerations have been, are being, or will be paid or given, directly or indirectly, for solicit prospective buyer except to broker dealers and sales representatives licensed pursuant to the New Mexico Uniform Securities Act.

5. That it understands that acceptance of this notice filing does not constitute approval or recommendation by the Director of the Securities Division of the securities to be issued and sold.
  
6. That the promoters and persons listed under Paragraph B1 above, understand the provisions of Section 58-13C-501, New Mexico Uniform Securities Act, which states that in connection with the offer to sell, sale, offer to purchase or purchase of a security, a person shall not, directly or indirectly, employ any device, or artifice to defraud; make an untrue statement of a material fact where such an omission would be misleading; or engage in an act, practice or course of business which operates or would operate as a fraud or deceit upon a person.

\_\_\_\_\_

Date

\_\_\_\_\_

Name of Company

\_\_\_\_\_

Name and Title of Authorized Person

\_\_\_\_\_

Signature of Authorized Person