

**STATE OF NEW MEXICO
SECURITIES DIVISION
2550 Cerrillos Rd.
Santa Fe, NM 87505**

IN THE MATTER OF:)
)
New Mexico Notice Filing Requirements for)
Tier 2, Reg A Offerings)
)

**REVISED TEMPORARY ORDER MANDATING PAYMENT AND
NOTICE FILING BY ISSUER MAKING A REGULATION A, TIER 2 OFFERINGS**

WHEREAS, §58-13C-302(C) NMSA 1978 of the New Mexico Uniform Securities Act (the "Act"), requires notice filings for all covered securities under Section 18(b)(4)(d) of the Securities Act of 1933 (the "Securities Act") (15 U.S.C. 77a, *et seq*).

WHEREAS, 17 C.F.R. §230.251 ("Reg A") has been adopted and deemed a "covered security" under Section 3(b) of the Securities Act.

WHEREAS, §58-13C-605A(1) NMSA 1978 allows the director of the New Mexico Securities Division (the "Director") to issue orders appropriate to carry out the Act.

IT IS THEREFORE ORDERED THAT:

1. Effective immediately, issuers offering securities pursuant to Tier 2 of Regulation A must provide the New Mexico Securities Division (the "Division") with a notice filing and payment in compliance with §58-13C-302(C) NMSA 1978.
2. Notice filing will occur only by completing the New Mexico Uniform Notice Filing of Regulation A – Tier 2 Offering Form, attached hereto.
3. This Order remains in effect unless and until amended, rescinded, or superseded by a subsequent order or rule.

SIGNED ON THIS 4th day of November 2016, Santa Fe, New Mexico




Alexis Lotero, Acting Director
New Mexico Securities Division

UNIFORM NOTICE FILING OF REGULATION A – TIER 2 OFFERING

Pursuant to Section 18(b)(3), (b)(4), and/or (c)(2) of the Securities Act of 1933

NOTE: This is a non-fillable form to be used for reference purposes only. Please submit the fillable form located on Item 1. Issuer's Identity the New Mexico Securities Division website

Name of Issuer <input type="text"/>	Previous Name(s) <input type="checkbox"/> None <input type="text"/> <input type="text"/> <input type="text"/>	Entity Type (Select one) <input checked="" type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Limited Liability Company <input type="radio"/> General Partnership <input type="radio"/> Business Trust <input type="radio"/> Other (Specify) <input type="text"/>
Jurisdiction of Incorporation/Organization <input type="text"/>		
Year of Incorporation/Organization: <input type="text"/>		
CIK Number for Issuer: <input type="text"/>		

Item 2. Principal Place of Business

Street Address Line 1 <input type="text"/>		Street Address Line 2 <input type="text"/>	
City <input type="text"/>	State/Province/Country <input type="text"/>	ZIP/Postal Code <input type="text"/>	Phone No. <input type="text"/>

Item 3. Contact Person

Directions: Provide the name and contact information for the person to contact with questions about the filing of this notice.

Last Name <input type="text"/>	First Name <input type="text"/>	Firm Name <input type="text"/>
Street Address Line 1 <input type="text"/>		Street Address Line 2 <input type="text"/>
City <input type="text"/>	State/Province/Country <input type="text"/>	ZIP/Postal Code <input type="text"/>
Phone No. <input type="text"/>	Fax <input type="text"/>	E-mail <input type="text"/>

Item 4. Identification of Offering

Type of filing: ☐ New Notice ☐ Amendment ☐ Renewal

SEC File Number for this offering:

Date of SEC qualification of this offering: OR ☐ Not yet qualified by SEC

Item 5. Information about the Offering

Does the issuer intend this offering to last more than one year? ☐ Yes ☐ No

Total offering amount \$

Item 6. Related Persons

Directions: Provide contact information for all executive officers, directors, and promoters.

Last Name	First Name	Middle Name
<input type="text"/>	<input type="text"/>	<input type="text"/>
Street Address Line 1	Street Address Line 2	
<input type="text"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		
<input type="text"/>		

Last Name	First Name	Middle Name
<input type="text"/>	<input type="text"/>	<input type="text"/>
Street Address Line 1	Street Address Line 2	
<input type="text"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		
<input type="text"/>		

Last Name	First Name	Middle Name
<input type="text"/>	<input type="text"/>	<input type="text"/>
Street Address Line 1	Street Address Line 2	
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City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		
<input type="text"/>		

Identify additional related persons by checking this box ☐ and attaching Item 6 Continuation Page(s).

Item 7. Sales Compensation

Directions: Enter the requested information for each person that has been or will be paid directly or indirectly any commission or other similar compensation in cash or other consideration in connection with sales of securities in the offering, including finders. If more than five persons to be listed are associated persons of the same broker or dealer, enter only the name of the broker or dealer, its CRD number and street address, and the jurisdictions in which the named person has solicited or intends to solicit investors.

Recipient	Recipient CRD Number	<input type="checkbox"/> No CRD Number
<input type="text"/>	<input type="text"/>	
(Associated) Broker or Dealer (if applicable)	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> No CRD Number
<input type="text"/>	<input type="text"/>	

Street Address Line 1

Street Address Line 2

City

State/Province/Country

ZIP/Postal Code

Jurisdictions of Solicitation:

☐ All States

☐ AL ☐ AK ☐ AZ ☐ AR ☐ CA ☐ CO ☐ CT ☐ DE ☐ DC ☐ FL ☐ GA ☐ HI ☐ ID
☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐ LA ☐ ME ☐ MD ☐ MA ☐ MI ☐ MN ☐ MS ☐ MO
☐ MT ☐ NE ☐ NV ☐ NH ☐ NJ ☐ NM ☐ NY ☐ NC ☐ ND ☐ OH ☐ OK ☐ OR ☐ PA
☐ RI ☐ SC ☐ SD ☐ TN ☐ TX ☐ UT ☐ VT ☐ VA ☐ WA ☐ WV ☐ WI ☐ WY

☐ Puerto Rico ☐ U.S. Virgin Islands

 Identify additional person(s) being paid compensation by checking this box ☐ and attaching Item 7 Continuation Page(s).

Item 8. Jurisdictions where securities will be sold

Mark the jurisdictions below where securities will be sold and to which this notice filing is directed, and include the number of securities and offering amount for each jurisdiction:

Jurisdiction	No. of shares or Units	Amount (\$)	Jurisdiction	No. of Shares or Units	Amount (\$)
<input type="checkbox"/> Alabama			<input type="checkbox"/> Montana		
<input type="checkbox"/> Alaska			<input type="checkbox"/> Nebraska		
<input type="checkbox"/> Arizona			<input type="checkbox"/> Nevada		
<input type="checkbox"/> Arkansas			<input type="checkbox"/> New Hampshire		
<input type="checkbox"/> California			<input type="checkbox"/> New Jersey		
<input type="checkbox"/> Colorado			<input type="checkbox"/> New Mexico		
<input type="checkbox"/> Connecticut			<input type="checkbox"/> New York		
<input type="checkbox"/> Delaware			<input type="checkbox"/> North Carolina		
<input type="checkbox"/> District of Columbia			<input type="checkbox"/> North Dakota		
<input type="checkbox"/> Florida			<input type="checkbox"/> Ohio		
<input type="checkbox"/> Georgia			<input type="checkbox"/> Oklahoma		
<input type="checkbox"/> Hawaii			<input type="checkbox"/> Oregon		
<input type="checkbox"/> Idaho			<input type="checkbox"/> Pennsylvania		
<input type="checkbox"/> Illinois			<input type="checkbox"/> Puerto Rico		
<input type="checkbox"/> Indiana			<input type="checkbox"/> Rhode Island		
<input type="checkbox"/> Iowa			<input type="checkbox"/> South Carolina		
<input type="checkbox"/> Kansas			<input type="checkbox"/> South Dakota		
<input type="checkbox"/> Kentucky			<input type="checkbox"/> Tennessee		
<input type="checkbox"/> Louisiana			<input type="checkbox"/> Texas		
<input type="checkbox"/> Maine			<input type="checkbox"/> Utah		
<input type="checkbox"/> Maryland			<input type="checkbox"/> U.S. Virgin Islands		
<input type="checkbox"/> Massachusetts			<input type="checkbox"/> Vermont		

☐ Michigan
☐ Minnesota
☐ Mississippi
☐ Missouri

☐ Virginia
☐ Washington
☐ West Virginia
☐ Wisconsin
☐ Wyoming

Item 9. Signature and Submission

By filing this notice, the issuer hereby represents that:

- All documents previously or subsequently filed with the Securities and Exchange Commission under the file number for this offering indicated above are hereby incorporated by reference with this notice.
- The issuer hereby irrevocably appoints the Securities Administrator or other legally designated officer of the jurisdiction(s) in which this notice is filed as its agent for service of process upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the jurisdiction in which this notice is filed by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that jurisdiction and have been served lawfully with process in that jurisdiction. It is requested that a copy of any notice, process, or pleading served hereunder be mailed to:

Name
Address

- The issuer has ensured that any broker-dealer, issuer-dealer, or securities salesperson licensing requirements have been satisfied in those jurisdictions that require such licensing.
- The issuer has included the required filing fees (if any) with the submission of this notice to each jurisdiction indicated.

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

Signature

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Name of Signer (Print)

--

Title

--

Date

--

Item 6. Related Persons, Continuation Page

Directions: Provide contact information for all executive officers, directors, and promoters. Attach additional continuation pages if necessary.

Last Name	First Name	Middle Name
<input type="text"/>	<input type="text"/>	<input type="text"/>
Street Address Line 1	Street Address Line 2	
<input type="text"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		
<input type="text"/>		

Last Name	First Name	Middle Name
<input type="text"/>	<input type="text"/>	<input type="text"/>
Street Address Line 1	Street Address Line 2	
<input type="text"/>	<input type="text"/>	
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<input type="text"/>	<input type="text"/>	<input type="text"/>
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		
<input type="text"/>		

Last Name	First Name	Middle Name
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<input type="text"/>	<input type="text"/>	<input type="text"/>
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		
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City	State/Province/Country	ZIP/Postal Code
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Clarification of Response (if Necessary)

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Recipient Recipient CRD Number ☐ No CRD Number

(Associated) Broker or Dealer (if applicable) (Associated) Broker or Dealer CRD Number ☐ No CRD Number

Street Address Line 1 Street Address Line 2

City State/Province/Country ZIP/Postal Code

Jurisdictions of Solicitation: ☐ All States

☐ AL ☐ AK ☐ AZ ☐ AR ☐ CA ☐ CO ☐ CT ☐ DE ☐ DC ☐ FL ☐ GA ☐ HI ☐ ID
☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐ LA ☐ ME ☐ MD ☐ MA ☐ MI ☐ MN ☐ MS ☐ MO
☐ MT ☐ NE ☐ NV ☐ NH ☐ NJ ☐ NM ☐ NY ☐ NC ☐ ND ☐ OH ☐ OK ☐ OR ☐ PA
☐ RI ☐ SC ☐ SD ☐ TN ☐ TX ☐ UT ☐ VT ☐ VA ☐ WA ☐ WV ☐ WI ☐ WY
☐ Puerto Rico ☐ U.S. Virgin Islands

Recipient Recipient CRD Number ☐ No CRD Number

(Associated) Broker or Dealer (if applicable) (Associated) Broker or Dealer CRD Number ☐ No CRD Number

Street Address Line 1 Street Address Line 2

City State/Province/Country ZIP/Postal Code

Jurisdictions of Solicitation: ☐ All States

☐ AL ☐ AK ☐ AZ ☐ AR ☐ CA ☐ CO ☐ CT ☐ DE ☐ DC ☐ FL ☐ GA ☐ HI ☐ ID
☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐ LA ☐ ME ☐ MD ☐ MA ☐ MI ☐ MN ☐ MS ☐ MO
☐ MT ☐ NE ☐ NV ☐ NH ☐ NJ ☐ NM ☐ NY ☐ NC ☐ ND ☐ OH ☐ OK ☐ OR ☐ PA
☐ RI ☐ SC ☐ SD ☐ TN ☐ TX ☐ UT ☐ VT ☐ VA ☐ WA ☐ WV ☐ WI ☐ WY
☐ Puerto Rico ☐ U.S. Virgin Islands

Attach additional Item 7 continuation pages if necessary.