

STATE OF CALIFORNIA – DEPARTMENT OF FINANCIAL PROTECTION AND INNOVATION
**FACING PAGE FOR QUALIFICATION OF NONISSUER TRANSACTION BY
NOTIFICATION**

DFPI-260.131 (Rev. 11-20)



(Department of Financial Protection and Innovation use only)

DEPARTMENT OF FINANCIAL PROTECTION AND INNOVATION NOTICE NO.

Fee Paid \$ _____

Effective Date _____

(Insert notice no. of previous filing of issuer before the Department, if any.)

Date of Application: _____

FEE: \$100.00

NOTE: Indicate the type of filing by checking the appropriate original or amendment application heading shown below.

APPLICATION FOR QUALIFICATION OF SECURITIES UNDER SECTION 25131 OF THE CORPORATE SECURITIES LAW OF 1968

AMENDMENT NUMBER _____ TO APPLICATION DATED _____

(Check and complete if applicable)

1. Name of Issuer _____

2. (a) Address of principal executive office of issuer.

Number and Street City State Zip code

(b) Is the principal location of applicant's books and records at the address of the principal executive office, above? (Indicate "yes" or "no") if "no" provide address:

Number and Street City State Zip code

3. Name and address of applicant if any other than the issuer.

4. Name and address of person to whom correspondence regarding this application should be addressed.

5. State whether issuer is a corporation, partnership, trust or other entity and the State of incorporation or jurisdiction under which organized.

6. Title and CUSIP number of each class or securities being qualified, e.g., \$10 par value common stock, \ CUSIP 123.

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(Instructions: All of the foregoing information should appear on and be the only information appearing on the facing page of the application.)

INSTRUCTIONS

Completion of Application. The application should continue in the number sequence shown below. Any item which is inapplicable should be listed by the number on the form, followed by the word “inapplicable.”

7. Describe the business done by the issuer and its subsidiaries and the general development of such business during the last three years and indicate the intended development of the business in the immediate future. Indicate any other names under which the issuer or any of its subsidiaries have conducted business during such period.
8. List the names and home addresses of all the directors and officers of the issuer, indicating all positions and offices held by each person named. In addition, describe any order, judgment, or decree of any governmental agency or administrator, or of any court of competent jurisdiction, revoking or suspending for cause any license, permit or other authority of such person or any corporation of which he is an officer or director, to engage in the securities business or in the sale of a particular security or temporarily or permanently restraining or enjoining any such person or any corporation of which he is an officer or director from engaging in or continuing any conduct, practice, or employment in connection with the purchase or sale of securities, or convicting such person of any felony or misdemeanor involving a security or any aspect of the securities business or of theft or of any felony.
9. Furnish in tabular form information as to the direct remuneration paid by the issuer and its subsidiaries during the issuer’s last fiscal year for service in all capacities to each director, officer, and principal holder of securities (as defined in item 11) whose aggregate direct remuneration during such year exceeded \$60,000, and the aggregate remuneration paid to all officers, directors, and principal holders of securities as a group.
10. State in tabular form the title and amount of securities called for by any options, warrants or rights, including the purchase price of the securities so called for and the expiration dates of such options together with the market value of the securities so called for as of the latest practicable date. Such statements should include the foregoing information for all options held by each officer or director of the issuer. Except for information required with respect to each officer or director, information with respect to option prices and expiration dates may be furnished in ranges.
11. A. State in tabular form the voting securities of the issuer owned of record or beneficially by each person who owns of record or is known by the applicant to own beneficially more than 10% of the outstanding securities of any class of such voting securities. Such statements should reflect the respective amounts and percentage owned either beneficially or of record by each person and such statement should also include information as to the amounts held by, and the term of, any voting trust or similar agreement with respect to more than 10% of the outstanding securities of any class of voting securities of the issuer.

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B. As to each such principal security holder and each officer or director of the issuer who effected more than five transactions in the securities of the issuer within the last twelve months, state the dates of all purchases and sales of securities of the issuer by such person, the prices received or paid and the number of securities bought or sold in each transaction.

12. Describe any material transactions or agreements during the 3-year period immediately preceding the filing of the application between (i) the issuer or any of its affiliated companies, and (ii) any of their promoters, officers, directors, principal employees, principal security holders, underwriters or agents or any company directly or indirectly controlled by any such person or persons. Include a detailed statement of the number of promotional shares (as defined in Section 260.140.30 of Title 10 of the California Code of Regulations) issued, the consideration for and any restrictions on such shares. If securities were issued by the issuer during such period, briefly describe each such transaction, including any sale or distribution of the issuer's securities effected by or through a subsidiary of the issuer.
13. If the issuer has outstanding securities other than common stock, outline briefly the rights, preferences, privileges and restrictions of or on such securities. If any class of outstanding common stock is nonvoting, assessable, redeemable, or subject to preemptive, rights or restrictions on transfer, outline briefly such provisions. Outline briefly the rights, term and provisions of any debt security or any other security identified in Item 6.
14. Exhibits. Attach and incorporate by reference the following exhibits:

(NOTE: Any exhibit which is inapplicable should be listed by letter on the application followed simply by the word "inapplicable.")

 - A. Financial Statements: With respect to the issuer, the financial statements required by Section 260.613 of Title 10 of the California Code of Regulations.
 - B. All press or publicity releases, communications to shareholders and communications to broker-dealers and investment advisors within the preceding twelve months by the issuer or its subsidiaries and relating to the business or intended business or to the assets or acquisitions of the issuer or its subsidiaries.
 - C. Copy of any management contract or bonus plan, contract or arrangement with any officer or director named in item 9 above.
 - D. The Consent to Service of Process if required by Section 25165 of the California Corporations Code.
15. The following statement should be made and completed: There has not been and there is no adverse order, judgment or decree entered in connection with the offering or trading of securities of the issuer by any State regulatory authority, any court or the Securities and Exchange Commission, except as follows: (if none, so state)

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16. The following undertaking should be made by the issuer named in Item 1 above and, if the issuer is not the applicant, executed by an authorized officer of the issuer on its behalf:

The issuer, if it is the applicant, hereby undertakes to furnish the Commissioner promptly copies of all current, quarterly, semi-annual or annual reports or other material information concerning its operations furnished to its shareholders during the period a security is qualified pursuant to this application.

(NOTE: The application must be signed and verified in the following manner.)
The applicant has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized.

(Applicant)

By _____

(Title)

I certify (or declare) under penalty of perjury under the laws of the State of California that I have read this application and the exhibits thereto and know the contents thereof, and that the statements therein are true and correct.

Executed at _____ on _____, 20____
(Place) (Date)

(Signature)

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Form of Application. The application should be typewritten or written in the English language, on one side only of either legal or letter-size paper.

Signing of Applications. Application should be signed by an officer or general partner of the applicant; however, it may be signed by another person holding a power of attorney for such purposes from the applicant, and if signed on behalf of the applicant pursuant to such power of attorney, should include as an additional exhibit a copy of said power of attorney or a copy of the corporate resolution authorizing the attorney to act.

Incorporation by Reference. In lieu of answering any specific item in this form, an applicant may incorporate the information called for by reference to any attached document, or to any document currently on file with the Department. Such reference should indicate the pages or portion of the document where the information is located.

Amendments to Applications. An amendment to any application for qualification should contain only the information being amended by item number and should be verified in the form prescribed for the application. Each amendment should be accompanied by a facing page in the form prescribed by Section 260.131 of the rules on which the applicant shall insert the fact that the filing is an amendment and the number of the amendment.