

**Oregon Department of Consumer & Business Services  
Division of Financial Regulation**

350 Winter St. NE, Rm. 410, Salem, Oregon 97301-3881  
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dfcs.oregon.gov



**APPLICATION TO REGISTER SECURITIES**

Pursuant to OAR 441-065-0220, 0230

Check one:  Initial  Amendment  Renewal of no.: \_\_\_\_\_

**Instructions:** Use this form for registering offerings under OAR 441. Attach pages if space is insufficient. Offerings registered pursuant to OAR 441-065-0220 must submit the offering document. Offerings registered pursuant to OAR 441-065-0230 do not require submission of documents unless requested by the Department of Consumer and Business Services.

**1. Fees:** 1/10 of 1 percent of the amount being offered in Oregon.

Minimum fee, \$200; maximum fee, \$1,500. (Fees are not prorated or refundable.)

Registration fee: \_\_\_\_\_ \$  
Number of issuer salespeople: \_\_\_\_\_ x \$50 = \$  
Total fees enclosed: \_\_\_\_\_ \$

**2. Issuer name by which offering is to be known:** Name, address, and telephone number of issuer, or issuer to be formed, and principal offices, if any, in this state. (Where required, issuer must file appropriate name reservation or organizational documents before an order may be issued pursuant to this application.)

Name: \_\_\_\_\_ Phone: ( ) \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

**3. Correspondent:** Name, address, and telephone number of attorney or any other correspondent to whom communications regarding this application should be sent:

Name: \_\_\_\_\_ Phone: ( ) \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

*Continued on next page*

**Make check or money order payable to Oregon Department of Consumer & Business Services.** If paying by credit card, applicant must sign credit card information box. Do **not** fax; do **not** send cash.

**Mail application with payment to:**

DCBS Fiscal Services  
P.O. Box 14610  
Salem, OR 97309-0405

**Fiscal use only: 62110/1008**

<input type="checkbox"/> Visa	<input type="checkbox"/> MasterCard	<input type="checkbox"/> Discover	Phone: ( ) _____
Credit card number		Expiration /	
Name of cardholder as shown on credit card			
Cardholder signature		\$	Amount



**4. Securities to be offered:** Check one:

- Common stock: \$ \_\_\_\_\_ Par value: \$ \_\_\_\_\_
- Preferred stock: \$ \_\_\_\_\_
- Units of limited partnership interest
- Other (please describe): \_\_\_\_\_

**a. Total offering**

**Amount to be offered in Oregon**

Proposed offering price: \$ _____	Number of shares or units: _____
Number of shares or units: _____	Amount: \$ _____
Amount: \$ _____	

**b. Manner of payment**

Will deferred payments be allowed to purchasers?

No  Yes If yes, please provide details: \_\_\_\_\_

**c. Rescission of prior sales**

Does this offering involve rescission of any prior sales?

No  Yes If yes, please provide details: \_\_\_\_\_

**5. Oregon and federal status:** Set forth the specific provisions of Oregon's Division 65 and the specific provisions of federal statutes and regulations under which this offering is to proceed:

Oregon: \_\_\_\_\_

Federal: \_\_\_\_\_

**6. Other state transactions:**

a. List the other states in which these securities will be offered or in which previous offers or sales have occurred and indicate whether the sales will be (or were) under state registration or exemption:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

b. List the states, if any, that have refused, by order or otherwise, to authorize sale of these securities or have revoked or suspended the right to sell these securities, or in which an application for registration has been withdrawn. Provide full details:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**7. Broker-dealer or salespersons:** Name, address, and telephone number of the broker-dealer licensed in Oregon and lead broker-dealer, if any.

Name: \_\_\_\_\_ Phone: (\_\_\_\_) \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Is this broker-dealer a member of NASD?  Yes  No

If licensing a salesperson to the issuer in lieu of using a broker-dealer or employing a salesperson who is already licensed in Oregon, list the salesperson's name, address, Social Security number, and CRD number, if applicable.

If licensing a salesperson to the issuer, submit Form U-4 and \$50 fee with this application. If claiming an exclusion from licensing under OAR 441-175-0040, so indicate.

Name: \_\_\_\_\_ Phone: (\_\_\_\_) \_\_\_\_\_  
Address: \_\_\_\_\_ SSN: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_ CRD no.: \_\_\_\_\_

Claiming exclusion from licensing under OAR 441-175-0040?  Yes  No

Form U-4 and \$50 fee enclosed?  Yes  No

Note: An order of registration will be issued only when licensing of the issuer salespersons, if required, is completed.

**8. Professionals involved:** Provide the names, addresses, and telephone numbers of all professionals who have rendered service or have given advice in connection with this offering if they are named as experts in your sales literature or presentations or whose names are used to give authority to statements made concerning this offering. Describe their scope of activities. Include attorneys, accountants, appraisers, engineers, etc.

Name: \_\_\_\_\_ Phone: (\_\_\_\_) \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Attorney  Accountant  Appraiser  Engineer  Other (specify): \_\_\_\_\_

Scope of activities: \_\_\_\_\_

Name: \_\_\_\_\_ Phone: (\_\_\_\_) \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Attorney  Accountant  Appraiser  Engineer  Other (specify): \_\_\_\_\_

Scope of activities: \_\_\_\_\_

Name: \_\_\_\_\_ Phone: (\_\_\_\_) \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Attorney  Accountant  Appraiser  Engineer  Other (specify): \_\_\_\_\_

Scope of activities: \_\_\_\_\_

**8. Professionals involved** (*continued; see Page 3 for instructions*)

Name: \_\_\_\_\_ Phone: (     ) \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Attorney  Accountant  Appraiser  Engineer  Other (specify): \_\_\_\_\_

Scope of activities: \_\_\_\_\_

Name: \_\_\_\_\_ Phone: (     ) \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Attorney  Accountant  Appraiser  Engineer  Other (specify): \_\_\_\_\_

Scope of activities: \_\_\_\_\_

Name: \_\_\_\_\_ Phone: (     ) \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Attorney  Accountant  Appraiser  Engineer  Other (specify): \_\_\_\_\_

Scope of activities: \_\_\_\_\_

Name: \_\_\_\_\_ Phone: (     ) \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Attorney  Accountant  Appraiser  Engineer  Other (specify): \_\_\_\_\_

Scope of activities: \_\_\_\_\_

Name: \_\_\_\_\_ Phone: (     ) \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Attorney  Accountant  Appraiser  Engineer  Other (specify): \_\_\_\_\_

Scope of activities: \_\_\_\_\_

Name: \_\_\_\_\_ Phone: (     ) \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

Attorney  Accountant  Appraiser  Engineer  Other (specify): \_\_\_\_\_

Scope of activities: \_\_\_\_\_

**9. Business plan:** Describe the nature of the business to be conducted with the proceeds of the offering.

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**10. Use of proceeds:**

	Dollars		Percent	
	Minimum	Maximum	Minimum	Maximum
Selling commissions	\$	\$	%	%
Other selling expenses	\$	\$	%	%
Legal, accounting, printing, and filing fees	\$	\$	%	%
Offerer/promoter compensation	\$	\$	%	%
Reserves	\$	\$	%	%
Remaining funds will be used as follows:				
	\$	\$	%	%
	\$	\$	%	%
	\$	\$	%	%
<b>Total:</b>	\$	\$	%	%

Is a proceeds escrow established or needed for this offering? See OAR 441-065-0150.

Yes  No

If yes, are you requesting a waiver of the escrow requirement? See OAR 441-065-150(4).

Yes  No If yes, attach justification.

**11. Integration:** (See OAR 441-065-0090 about elements of integration.) Were any securities of the issuer sold within the six months preceding the effective date of this registration?

Yes  No

If yes, show how many “counting purchasers” were involved during the year preceding this registration and include dates of sale:

Counting purchaser: _____	Date of sale: _____
Counting purchaser: _____	Date of sale: _____
Counting purchaser: _____	Date of sale: _____
Counting purchaser: _____	Date of sale: _____
Counting purchaser: _____	Date of sale: _____
Counting purchaser: _____	Date of sale: _____
Counting purchaser: _____	Date of sale: _____
Counting purchaser: _____	Date of sale: _____
Counting purchaser: _____	Date of sale: _____
Counting purchaser: _____	Date of sale: _____

Note: Securities issued pursuant to certain employee benefit plans are excluded. See OAR 441-065-0090(2).

**12. Aggregation:** Have any securities of the entity that will issue the securities in this registration been sold within the 12 months preceding the effective date of this registration?

Yes  No

What was the aggregate price? \$ \_\_\_\_\_

See OAR 441-065-0700(3) for definition of aggregate offering price.

**13. Actions against issuer and affiliated parties** (issuer's predecessors, affiliates, officers, directors, general partners, promoters, or beneficial owners of more than 10 percent of any class of issuer's equity securities):

Check and provide details if any of these persons listed:

- Filed a registration statement that is the subject of an effective stop order entered by any state or federal agency within five years prior to the registration of the offering.
- Was convicted, within five years prior to this registration, of any felony or misdemeanor in connection with the purchase or sale of any security or involving the making of a false filing with a state or federal agency.
- Was convicted, within five years prior to this registration, of any felony involving fraud or deceit including, but not limited to, forgery, embezzlement, obtaining money under false pretenses, larceny, or conspiracy to defraud.
- Was subject to any state administrative order or judgment or any federal administrative order or judgment, within five years prior to the filing of the registration, that involves state or federal securities law as the grounds for the order of judgment.
- Was the subject of any revocation, cancellation, withdrawal, suspension, or other adverse order or directive of the National Association of Securities Dealers or any securities exchange.
- Is now the subject of any complaint, investigation, or proceeding related to the five preceding items.

**14. Application for waivers:** Waiver is sought from the provisions of \_\_\_\_\_

Issuer must attach the documentation required for the waiver or the request will not be considered.

**15. Undertakings and representations:** The issuer hereby applies for registration of these securities and agrees to do the following, as long as the registration remains in effect:

- a. Advise the director of DCBS of any changes prior to registration in any of the information filed with this application and to file necessary amendments promptly.
- b. Notify the director within two business days of receipt of any stop order, denial, order to show cause, suspension, or revocation order, injunction or restraining order, or similar order entered or issued by any state or other regulatory authority or by any court concerning the securities covered by this statement or any other securities of the issuer or applicant.
- c. Furnish any additional information or documents requested by the director before or after registration.
- d. Advise the director where and when rescission is sought and file and obtain an amendment or registration.
- e. Keep and maintain all records pertaining to this offering for at least three years from the date of registration.

**16. Verification by issuer:**

- a. List names and job titles of all officers, directors, general partners, or persons holding similar positions with the issuer:

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- b. I declare, under penalty of perjury, that I am (title) \_\_\_\_\_

of the issuer and I have read and am familiar with the information in this application and with all materials or documents to be used in connection with the offering to be made under this application. To the best of my knowledge, information, and belief, the information contained in this application and in the offering materials is true, correct, and complete. I have written authorization (available upon written request) from the individuals listed above to execute this application and make this verification for and on behalf of the issuer.

Name  
(print or type): \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**17. Statement by broker-dealer where offering is directed to suitable persons:**

The broker-dealer believes that adequate diligence and review have been applied in connection with this offering and agrees to determine the suitability of the offering to each purchaser.

Broker-dealer: \_\_\_\_\_

By (name): \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_