



CERTAIN COMPENSATORY BENEFIT PLANS
 Under ORS 59.035(15); OAR 441-035-0300

This form may be used by an issuer seeking to notify the director under OAR 441-035-0300 of its intent to offer and sell securities under a written compensatory benefit plan that is exempt under Securities Act Rule 701.

All fields must be completed.

New Amended

1. Name of issuer: _____
 Address of principal executive office of issuer: _____
 City: _____ State: _____ ZIP: _____
2. Type of business organization: _____
3. Name of correspondent: _____
 Correspondent's phone number: _____
 Correspondent's email address: _____
 Correspondent's mailing address: _____
 City: _____ State: _____ ZIP: _____
4. Aggregate sales amount: \$ _____
5. Full title of the plan: _____
6. Will the offer and sale of securities under the plan be exempt under Rule 701?: _____

Secure fax for credit card payments:
503-947-2333

If paying by credit card, applicant must sign credit-card information box.

Make check or money order payable to Oregon Department of Consumer and Business Services.

Mail notice with payment to:

DCBS — Fiscal Services
 P.O. Box 14610
 Salem, OR 97309-0445

Fiscal use only: 93110/1002

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



CERTIFICATION

I certify that I have made reasonable efforts to verify the accuracy and completeness of the information contained in this notice and the attached documents. I also affirm that the issuer is aware of and will comply with all applicable requirements under Oregon Administrative Rule 441-035-300, including that offers and sales under the plan will be exempt under Securities Act Rule 701 and that this notice will be amended if there are any material changes to the form or the plan.

I am duly authorized by the issuer to sign this certification.

Signature: _____

Printed name and title: _____

Date: _____



MORE INFORMATION

- To properly file this notice, the issuer should send this notice and the applicable nonrefundable filing fee to one of the following addresses:

Fiscal Services Section
Department of Consumer and Business Services
P.O. Box 14610
Salem, OR 97309-0445

OR

Department of Consumer and Business Services
Division of Financial Regulation
350 Winter St. NE, Room 410
Salem, OR 97301-3881

- The filing fee can be paid by providing credit card information in the designated section of this notice or by check. Checks must be made payable to “Oregon Department of Consumer and Business Services.”
- The division will consider the filing effective when the notice and fee are received by the division.
- Once filed, the division will send a Notice of Filing to the correspondent identified on this form.
- The issuer must amend this notice when there are any material changes, including a change in the name of the offering, or an increase in the aggregate offering amount identified in No. 4 of this notice. Notices amending the aggregate sales amount must be accompanied by a non-refundable fee of 1/10 of 1 percent of the amended aggregate sales amount offered in Oregon, less any filing fees already paid. Amendment fee may not be less than \$100.
- The aggregate sales amount in No. 4 is the amount of securities sold in Oregon in reliance on OAR 441-035-0030 and should be calculated in accordance with the rules set forth under Securities Act Rule 701(d)(3). The amount should account for the value of both consultant and employee services. The amount should not be valued at “zero” or treated as a gift. Even when an employee or consultant is not required to pay additional consideration for the securities being issued, securities typically have some intrinsic worth, such as book value or a multiple of book value. *See Securities Act Release No. 33-7645.* Options should be valued based on the exercise price of the option.

