

**FORM MLOE-1**

**State of Maryland  
Office of the Attorney General  
Securities Division**

**NOTICE CLAIMING MARYLAND LIMITED OFFERING EXEMPTION (MLOE)  
Under The Maryland Securities Act  
Section 11-602(9) and Regulations 02.02.04.09-.13**

If the aggregate dollar amount of the securities offered everywhere exceeds \$150,000 in any transaction under the Maryland Limited Offering Exemption (MLOE), the issuer shall deliver this Notice to the Securities Commissioner by the end of business on the fifteenth day after the first sale of securities in Maryland. This Notice shall be considered filed with the Division for purposes of MLOE as of the date the Division receives the Notice, Form U-2 (Uniform Consent to Service of Process), and filing fee of \$400 paid by check. Make checks payable to "Office of the Attorney General", and submit to "Maryland Division of Securities, 200 St. Paul Place, Baltimore, Maryland 21202-2020". For copies of the statutes, regulations, and forms, contact the Maryland Division of Securities at 410-576-7050.

**Please attach additional sheets if additional space is required. Indicate "Not Applicable" if an item does not apply.**

1. \_\_\_\_\_  
Name of Issuer
- \_\_\_\_\_
- Address of Issuer
- \_\_\_\_\_ ( ) \_\_\_\_\_  
City, State, Zip Code Telephone Number
- \_\_\_\_\_
- e-mail website address

2. Other contact to whom communications regarding this Notice should be directed:

\_\_\_\_\_

Name

\_\_\_\_\_

Address

\_\_\_\_\_ ( ) \_\_\_\_\_  
City, State, Zip Code Telephone Number

3. Please describe, in summary form, the issuer's business:

---

---

---

4. Issuer's type of business organization:

<input type="checkbox"/> Corporation	<input type="checkbox"/> Real estate investment trust
<input type="checkbox"/> Partnership	<input type="checkbox"/> Joint venture
<input type="checkbox"/> Limited liability company	
<input type="checkbox"/> Other* (specify) _____	

\*If "Other," please attach a copy of the Securities Commissioner's order extending the availability of MLOE to the issuer, or a request for such an order.

5. Issuer's year of formation: \_\_\_\_\_

6. Issuer's jurisdiction of formation: \_\_\_\_\_

7. The issuer's exemption from federal registration for this offering:

<input type="checkbox"/> Section 4(2)	<input type="checkbox"/> Section 3(a)(11)
<input type="checkbox"/> Rule 504	<input type="checkbox"/> Rule 701
<input type="checkbox"/> Rule 147	
<input type="checkbox"/> Other* (specify) _____	

\*If "Other", please attach a copy of the Securities Commissioner's order extending the availability of MLOE to the issuer, or a request for such an order.

8. The other states in which the issuer proposes to offer or sell securities in connection with this offering:

---

9. The type of securities being offered are:

<input type="checkbox"/> Common stock	<input type="checkbox"/> Shares of beneficial interest
<input type="checkbox"/> Notes	<input type="checkbox"/> Warrants, options or rights to purchase or subscribe for any of the above
<input type="checkbox"/> Bonds	<input type="checkbox"/> Preferred Stock
<input type="checkbox"/> Debentures	<input type="checkbox"/> Convertible Securities
<input type="checkbox"/> Evidence of indebtedness	<input type="checkbox"/> LLC memberships
<input type="checkbox"/> Voting trust certificates	<input type="checkbox"/> General Partnership Interests
<input type="checkbox"/> Limited Partnership interests	
<input type="checkbox"/> Other securities convertible into any of the above	
<input type="checkbox"/> Other* (specify) _____	

---

\*If "Other," please attach a copy of the Securities Commissioner's order extending the availability of MLOE to the issuer, or a request for such an order.

10. Within the six months before this offering began, did the issuer offer or sell any securities of the same or similar class as those being sold in Maryland under this offering?

Yes \_\_\_\_\_ No \_\_\_\_\_

If "Yes," and the issuer is located in Maryland, or the securities were sold in Maryland:

- (a) Describe the security(ies) \_\_\_\_\_
- (b) Provide the date previous offering began and date it terminated \_\_\_\_\_
- (c) What exemption did the issuer rely upon? \_\_\_\_\_

If "Yes," the issuer may refer to COMAR 02.02.04.10.B(4), describing integration, and consider addressing B(4) (a) through (e) on separate sheets.

11. (a) Date this offering began: \_\_\_\_\_  
(b) Date of the first sale in Maryland (See Maryland Securities Act, Corporations and Associations Article, §11-801, Annotated Code of Maryland): \_\_\_\_\_
12. (a) Aggregate price of all securities offered everywhere: \$ \_\_\_\_\_  
(b) Aggregate price of all securities offered in Maryland: \$ \_\_\_\_\_  
(c) Number of units offered: \_\_\_\_\_  
(d) Price per unit offered: \$ \_\_\_\_\_  
(e) Warrants \_\_\_\_\_

13. On separate sheets, please state the name, home address and position of each officer, director, managing member, general partner, or trustee of the issuer.

If the general partner or trustee is a corporation or other entity, provide the requested information for each officer, director, managing member, or general partner of that entity.

14. On separate sheets, state the name and *home address* of each beneficial owner of 10 percent or more of the outstanding shares of any class of equity ownership of the issuer.

15. On separate sheets, state the name, CRD number, address and telephone number of each broker/dealer authorized by the issuer to sell securities of the issuer in this offering.

16. On separate sheets, state the name, CRD number, address and telephone number of each individual or finder authorized by the issuer to sell securities of the issuer in this offering.

Is (are) the person(s) affiliated with the issuer? Yes \_\_\_\_\_ No \_\_\_\_\_

If "yes", in what capacity: \_\_\_\_\_

Type and value of any remuneration to the person(s) for sale of securities (if "none", please so state):

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

Is this person a broker-dealer or a broker-dealer agent? Yes \_\_\_\_\_ No \_\_\_\_\_

17. Indicate whether :

- (a) the issuer,
- (b) any of its directors, officers, general partners, managing members, trustees, or any other person performing similar functions,
- (c) beneficial owners of ten percent or more of any class of its equity securities,
- (d) any of the issuer's promoters currently connected with it in any capacity, or
- (e) any person (other than a broker-dealer currently registered under the Maryland Securities Act, §11-405, Annotated Code of Maryland) that has been or will be paid or given, directly or indirectly, a commission or similar remuneration for the solicitation of a prospective purchaser or in connection with sales of securities under MLOE:

(i) Within five years before the first sale of securities in this offering, has filed a registration statement or an application for exemption from registration that is currently subject to a stop order under a state's securities laws.

Yes \_\_\_\_\_ No \_\_\_\_\_ If "Yes", please provide complete details using additional sheets.

(ii) Within five years before the first sale of securities in this offering, has been convicted of or has pleaded nolo contendere to a felony or misdemeanor in connection with the offer, purchase, or sale of a security or in connection with the making of a false filing with the Securities and Exchange Commission or with a state securities administrator, or a felony involving fraud or deceit, including, but not limited to, forgery, embezzlement, obtaining money under false pretenses, larceny, conspiracy to defraud, or theft.

Yes \_\_\_\_\_ No \_\_\_\_\_ If "Yes", please provide complete details using additional sheets.

(iii) Is subject to an order, judgment, or decree of a court of competent jurisdiction temporarily or preliminarily restraining or enjoining, or is subject to an order, judgment, or decree of a court of competent jurisdiction entered within five years before the first sale of securities in this offering and permanently restraining or enjoining, that person from engaging in or continuing any conduct or practice in connection with the offer, purchase, or sale of a security or in connection with the making of a false filing with the Securities and Exchange Commission or a state securities administrator.

Yes \_\_\_\_\_ No \_\_\_\_\_ If "Yes", please provide complete details using additional sheets.

(iv) Is subject to a United States Postal Service false representation or cease and desist order entered under 39 U.S.C. §3005 within five years before the first sale of securities in this offering or is subject to a temporary restraining order or preliminary injunction entered under 39 U.S.C. §3007 or 18 U.S.C. §1345 with respect to conduct alleged to have violated 39 U.S.C. §3005.

Yes \_\_\_\_\_ No \_\_\_\_\_ If "Yes", please provide complete details using additional sheets.

(v) Is subject to a state administrative order entered by a state securities administrator in which fraud or deceit was found, if the final order was entered within five years before the first sale of securities in this offering.

Yes \_\_\_\_\_ No \_\_\_\_\_ If "Yes", please provide complete details using additional sheets.

18. Is the issuer, any of its predecessors, or any of its affiliates subject to an order issued by the Securities Commissioner or subject to an order, judgment, or decree of a court of competent jurisdiction temporarily, preliminarily, or permanently restraining or enjoining the person for failure to file a Form MD-1 or Form MLOE-1.

Yes \_\_\_\_\_ No \_\_\_\_\_ If "Yes", please provide complete details using additional sheets.

19. If any of the questions in paragraphs 17 or 18 were answered "Yes", please provide a copy of the order, judgment, decree, injunction or other action.

I do solemnly declare and affirm under penalties of perjury that to the best of my knowledge, information and belief, the contents of the foregoing document are true and correct.

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

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date of Notice: \_\_\_\_\_

"It is unlawful for any person to make ... in any document filed with the Commissioner ... any statement which is, at the time and in the light of the circumstances under which it is made, false or misleading in any material respect."

Section 11-303, Corporations & Associations Article, Annotated Code of Maryland