DEPARTMENT OF FINANCIAL INSTITUTIONS
ORDER OF THE COMMISSIONER

The Commissioner of the Department of Financial Institutions ("DFI") is charged with the administration of Kentucky Revised Statutes ("KRS") Chapter 292, the Securities Act of Kentucky.

WHEREAS, KRS 292.500(3) authorizes the Commissioner to promulgate orders and forms as are necessary to carry out the provisions of KRS Chapter 292 including forms governing notice filings.

WHEREAS, KRS 292.327(3) authorizes the Commissioner to require the filing of any document filed with the United States Securities and Exchange Commission under the Securities Act of 1933 with respect to a covered security under Section 18(b)(3) or (4) of the Securities Act of 1933, together with a filing fee in the amount of two hundred fifty dollars ($250).

WHEREAS, Section 18(b)(4)(D)(ii) of the Securities Act of 1933 makes a security a covered security with respect to a transaction that is exempt from registration under the Securities Act of 1933 pursuant to a rule or regulation adopted pursuant to Section 3(b)(2) of the Securities Act of 1933 and such security is offered or sold to a qualified purchaser, as defined by the United States Securities and Exchange Commission pursuant to Section 18(b)(3) of the Securities Act of 1933.

WHEREAS, the United States Securities and Exchange Commission adopted amendments to 17 C.F.R. 230.251 through 230.263 ("Regulation A") effective June 19, 2015 as directed by Section 3(b)(2) of the Securities Act of 1933.

WHEREAS, the revised Regulation A set up two tiers of securities, Tier 1 and Tier 2, and preempted Tier 2 securities from state regulation; and

WHEREAS, the DFI has received inquiries about notice filings for issuers conducting an offer of securities pursuant to Tier 2 of Regulation A.

NOW, THEREFORE, the Commissioner hereby **ORDERS:**

The DFI adopts the Uniform Notice of Regulation A – Tier 2 Offering Form (attached as Exhibit "A") which may be used by an issuer to notice file a Regulation A Tier 2 offering.

An issuer selling securities in Kentucky in an offering exempt from registration under Tier 2 of Regulation A, (17 C.F.R. 230.251 through 230.263), shall submit the following at least 21 calendar days prior to the initial sale in Kentucky:

(a) Part I of Form 1-A filed with the Securities and Exchange Commission or the Uniform Notice of Regulation A – Tier 2 Offering Form; and
(b) A $250 filing fee.

This **ORDER** is necessary and appropriate in the public interest and is consistent with the purposes fairly intended by the policy and provisions of KRS Chapter 292.

It is so **ORDERED** as of the 9th day of June 2016.

Charles A. Vice
Commissioner

UNIFORM NOTICE OF REGULATION A – TIER 2 OFFERING

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

Item 1. Issuer's Identity

Name of Issuer

Jurisdiction of Incorporation/Organization

Previous Name(s) ☐ None

Entity Type (Select one)
- ☐ Corporation
- ☐ Limited Partnership
- ☐ Limited Liability Company
- ☐ General Partnership
- ☐ Business Trust
- ☐ Other (Specify)

Year of Incorporation/Organization:

CIK Number for Issuer:

Item 2. Principal Place of Business

Street Address Line 1

Street Address Line 2

City

State/Province/Country

ZIP/Postal Code

Phone No.

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

First Name

Firm Name

Street Address Line 1

Street Address Line 2

City

State/Province/Country

ZIP/Postal Code

Phone

Fax

E-mail

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. Jurisdictions where the Offering will be made

Mark the jurisdictions below where the offering will be made and to which this notice filing is directed:

- ☐ Alabama
- ☐ Alaska
- ☐ Arizona
- ☐ Arkansas
- ☐ California
- ☐ Colorado
- ☐ Connecticut
- ☐ Delaware
- ☐ District of Columbia
- ☐ Florida
- ☐ Georgia
- ☐ Hawaii
- ☐ Idaho
- ☐ Illinois
- ☐ Indiana
- ☐ Iowa
- ☐ Kansas
- ☐ Kentucky
- ☐ Louisiana
- ☐ Maine
- ☐ Maryland
- ☐ Massachusetts
- ☐ Michigan
- ☐ Minnesota
- ☐ Mississippi
- ☐ Missouri
- ☐ Montana
- ☐ Nebraska
- ☐ New Hampshire
- ☐ New Jersey
- ☐ New Mexico
- ☐ New York
- ☐ Nevada
- ☐ North Carolina
- ☐ North Dakota
- ☐ Oklahoma
- ☐ Ohio
- ☐ Oregon
- ☐ Pennsylvania
- ☐ Puerto Rico
- ☐ Rhode Island
- ☐ South Carolina
- ☐ South Dakota
- ☐ Tennessee
- ☐ Texas
- ☐ Utah
- ☐ U.S. Virgin Islands
- ☐ Vermont
- ☐ Virginia
- ☐ Washington
- ☐ West Virginia
- ☐ Wisconsin
- ☐ Wyoming

Item 7. Signature and Submission

By filing this notice, the issuer hereby represents that:

- The documents 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 agents 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 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

Name of Signer (Print)

Title

Date

electronic version of Part I will allow issuers to attach Part II and Part III for filing by means of EDGAR. All items must be addressed, unless otherwise indicated.

* * * * * *

☐ No changes to the information required by Part I have occurred since the last filing of this offering statement.

ITEM 1. Issuer Information

Exact name of issuer as specified in the issuer's charter: _____

Jurisdiction of incorporation/organization: _____

Year of incorporation: _____

CIK: _____

Primary Standard Industrial Classification Code: _____

I.R.S. Employer Identification Number: _____

Total number of full-time employees: _____

Total number of part-time employees: _____

Contact Information

Address of Principal Executive Offices: _____

_____

Telephone: ( ) _____

Provide the following information for the person the Securities and Exchange Commission's staff should call in connection with any pre-qualification review of the offering statement:

Name: _____

Address: _____

Telephone: ( ) _____

Provide up to two e-mail addresses to which the Securities and Exchange Commission's staff may send any comment letters relating to the offering statement. After qualification of the offering statement, such e-mail addresses are not required to remain active: _____

_____

Financial Statements

Industry Group (select one): ☐ Banking ☐ Insurance ☐ Other

Use the financial statements for the most recent fiscal period contained in this offering statement to provide the following information about the issuer. The following table does not include all of the line items from the financial statements. Long Term Debt would include notes payable, bonds, mortgages, and similar obligations. To determine "Total Revenues" for all companies selecting "Other" for their industry group, refer to Article 5-03(b)(1) of Regulation S-X. For companies selecting "Insurance," refer to Article 7-04 of Regulation S-X for calculation of "Total Revenues" and paragraphs 5 and 7(a) for "Costs and Expenses Applicable to Revenues".

[If "Other" is selected, display the following options in the Financial Statements table:]

Balance Sheet Information

Cash and Cash Equivalents:	_____
Investment Securities:	_____
Accounts and Notes Receivable:	_____
Property, Plant and Equipment (PP&E):	_____
Total Assets:	_____
Accounts Payable and Accrued Liabilities:	_____
Long Term Debt:	_____
Total Liabilities:	_____
Total Stockholders' Equity:	_____
Total Liabilities and Equity:	_____

Income Statement Information

Total Revenues:	_____
Costs and Expenses Applicable to Revenues:	_____
Depreciation and Amortization:	_____
Net Income:	_____
Earnings Per Share – Basic:	_____
Earnings Per Share – Diluted:	_____

[If "Banking" is selected, display the following options in the Financial Statements table:]

Balance Sheet Information

Cash and Cash Equivalents:	_____
Investment Securities:	_____
Loans:	_____
Property and Equipment:	_____
Total Assets:	_____
Accounts Payable and Accrued Liabilities:	_____
Deposits:	_____
Long Term Debt:	_____
Total Liabilities:	_____
Total Stockholders' Equity:	_____
Total Liabilities and Equity:	_____

Income Statement Information

Total Interest Income: _____

Total Interest Expense: _____

Depreciation and Amortization: _____

Net Income: _____

Earnings Per Share – Basic: _____

Earnings Per Share – Diluted: _____

[If "Insurance" is selected, display the following options in the Financial Statements table:]

Balance Sheet Information

Cash and Cash Equivalents: _____

Total Investments: _____

Accounts and Notes Receivable: _____

Property and Equipment: _____

Total Assets: _____

Accounts Payable and Accrued Liabilities: _____

Policy Liabilities and Accruals: _____

Long Term Debt: _____

Total Liabilities: _____

Total Stockholders' Equity: _____

Total Liabilities and Equity: _____

Income Statement Information

Total Revenues: _____

Costs and Expenses Applicable to Revenues: _____

Depreciation and Amortization: _____

Net Income: _____

Earnings Per Share – Basic: _____

Earnings Per Share – Diluted: _____

[End of section that varies based on the selection of Industry Group]

Name of Auditor (if any): _____

Outstanding Securities

	Name of Class (if any)	Units Outstanding	CUSIP (if any)	Name of Trading Center or Quotation Medium (if any)
Common Equity				
Preferred Equity				
Debt Securities				

ITEM 2. Issuer Eligibility

☐ Check this box to certify that all of the following statements are true for the issuer(s):

- Organized under the laws of the United States or Canada, or any State, Province, Territory or possession thereof, or the District of Columbia.
- Principal place of business is in the United States or Canada.
- Not subject to section 13 or 15(d) of the Securities Exchange Act of 1934.
- Not a development stage company that either (a) has no specific business plan or purpose, or (b) has indicated that its business plan is to merge with an unidentified company or companies.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not issuing fractional undivided interests in oil or gas rights, or a similar interest in other mineral rights.
- Not issuing asset-backed securities as defined in Item 1101(c) of Regulation AB.
- Not, and has not been, subject to any order of the Commission entered pursuant to Section 12(j) of the Exchange Act (15 U.S.C. 78l(j)) within five years before the filing of this offering statement.
- Has filed with the Commission all the reports it was required to file, if any, pursuant to Rule 257 during the two years immediately before the filing of the offering statement (or for such shorter period that the issuer was required to file such reports).

ITEM 3. Application of Rule 262

☐ Check this box to certify that, as of the time of this filing, each person described in Rule 262 of Regulation A is either not disqualified under that rule or is disqualified but has received a waiver of such disqualification.

☐ Check this box if "bad actor" disclosure under Rule 262(d) is provided in Part II of the offering statement.

ITEM 4. Summary Information Regarding the Offering and Other Current or Proposed Offerings

Check the appropriate box to indicate whether you are conducting a Tier 1 or Tier 2 offering:

☐ Tier 1 ☐ Tier 2

Check the appropriate box to indicate whether the annual financial statements have been audited:

☐ Unaudited ☐ Audited

Types of Securities Offered in this Offering Statement (select all that apply):

☐ Equity (common or preferred stock)
☐ Debt
☐ Option, warrant or other right to acquire another security
☐ Security to be acquired upon exercise of option, warrant or other right to acquire security
☐ Tenant-in-common securities
☐ Other (describe) _____

Does the issuer intend to offer the securities on a delayed or continuous basis pursuant to Rule 251(d)(3)?
Yes ☐ No ☐

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

Does the issuer intend to price this offering after qualification pursuant to Rule 253(b)?
Yes ☐ No ☐

Will the issuer be conducting a best efforts offering?
Yes ☐ No ☐

Has the issuer used solicitation of interest communications in connection with the proposed offering?
Yes ☐ No ☐

Does the proposed offering involve the resale of securities by affiliates of the issuer?
Yes ☐ No ☐

Number of securities offered: _____

Number of securities of that class already outstanding: _____

The information called for by this item below may be omitted if undetermined at the time of filing or submission, except that if a price range has been included in the offering statement, the midpoint of that range must be used to respond. Please refer to Rule 251(a) for the definition of "aggregate offering price" or "aggregate sales" as used in this item. Please leave the field blank if undetermined at this time and include a zero if a particular item

is not applicable to the offering.

Price per security: $ _____

The portion of the aggregate offering price attributable to securities being offered on behalf of the issuer:
$ _____

The portion of the aggregate offering price attributable to securities being offered on behalf of selling security-holders:
$ _____

The portion of aggregate offering attributable to all the securities of the issuer sold pursuant to a qualified offering statement within the 12 months before the qualification of this offering statement:
$ _____

The estimated portion of aggregate sales attributable to securities that may be sold pursuant to any other qualified offering statement concurrently with securities being sold under this offering statement:
$ _____

Total: $ _____ (the sum of the aggregate offering price and aggregate sales in the four preceding paragraphs).

Anticipated fees in connection with this offering and names of service providers:

	Name of Service Provider	Fees
Underwriters:	_____	$_____
Sales Commissions:	_____	$_____
Finders' Fees:	_____	$_____
Audit:	_____	$_____
Legal:	_____	$_____
Promoters:	_____	$_____
Blue Sky Compliance:	_____	$_____

CRD Number of any broker or dealer listed: _____
Estimated net proceeds to the issuer: $ _____

Clarification of responses (if necessary): _____

ITEM 5. Jurisdictions in Which Securities are to be Offered

Using the list below, select the jurisdictions in which the issuer intends to offer the securities:

[List will include all U.S. and Canadian jurisdictions, with an option to add and remove them individually, add all and remove all.]

Using the list below, select the jurisdictions in which the securities are to be offered by underwriters, dealers or sales persons or check the appropriate box:

☐ None

☐ Same as the jurisdictions in which the issuer intends to offer the securities.

[List will include all U.S. and Canadian jurisdictions, with an option to add and remove them individually, add all and remove all.]

ITEM 6. Unregistered Securities Issued or Sold Within One Year

☐ None

As to any unregistered securities issued by the issuer or any of its predecessors or affiliated issuers within one year before the filing of this Form 1-A, state:

(a) Name of such issuer.

(b) (1) Title of securities issued

(2) Total amount of such securities issued

(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

(c) (1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof. _____

_____

_____

(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

(d) Indicate the section of the Securities Act or Commission rule or regulation relied upon for exemption from the registration requirements of such Act and state briefly the facts relied upon for such exemption: _____

_____

_____

PART II — INFORMATION REQUIRED IN OFFERING CIRCULAR

(a) Financial statement requirements regardless of the applicable disclosure format are specified in Part F/S of this Form 1-A. The narrative disclosure contents of offering circulars are specified as follows:

(1) The information required by:

(i) the Offering Circular format described below; or

(ii) The information required by Part I of Form S-1 (17 CFR 239.11) or Part I of Form S-11 (17