



**Tennessee Department of Commerce and Insurance  
Securities Division**

**NOTICE OF INTENTION TO OFFER OR SELL SECURITIES PURSUANT  
TO THE INVEST TENNESSEE EXEMPTION (“NOTICE OF EXEMPTION”)**

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**1. Issuer:**

Legal Name: \_\_\_\_\_

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

Telephone Number: \_\_\_\_\_

Website and Email Address: \_\_\_\_\_

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**2. Form of Organization (Check One):**

Corporation       Unincorporated Association       Limited Liability Company

Limited Partnership       Other (Specify): \_\_\_\_\_

Issuer’s State/Jurisdiction of Incorporation/Organization: \_\_\_\_\_

Date of Incorporation/Organization: \_\_\_\_\_

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**3. Persons who will sell and/or offer to sell securities on behalf of the issuer:**

Full Legal Name, Office Address, and Office Phone Number (Attach additional sheets, if necessary.) \_\_\_\_\_

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**4. The full legal name of the bank or depository institution with which proceeds from the sale of the security will be deposited:**

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**5. Submitted herewith as part of this Notice of Exemption are the following:**

- (a) A non-refundable filing fee of one hundred dollars (\$100);
- (b) Consent to Service of Process (Form U-2);
- (c) Form of Corporate Resolution (Form U-2A), if the issuer is a corporation; and
- (d) A copy of the escrow agreement between the issuer and a bank or depository institution authorized to conduct business in Tennessee, with which the issuer states that it will deposit all of the investor funds or cause all of the investor funds to be deposited.

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**The following Execution and Certification is required to be attached to this Notice of Exemption.**

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### **Execution and Certification**

By filing this Notice of Exemption, the issuer of these securities, through the undersigned, hereby represents that:

The issuer is familiar with the conditions that must be satisfied to be entitled to the Invest Tennessee Exemption and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied;

The issuer certifies that neither the issuer nor any of the issuer's predecessors, any affiliate of the issuer, any of the issuer's directors, officers, general partners, or beneficial owners of ten percent (10%) or more of any class of its equity securities, any of the issuer's promoters presently connected with the issuer in any capacity, any underwriter of the securities to be offered, any partner, director, or officer of such underwriter, or other party listed in Tennessee Securities Rule 0780-04-02-.17 is or ever has been, the subject of any order, judgment, decree, or conviction listed in T.C.A. §48-1-103(a)(13)(C)(iii), as follows:

- (a) Within the past five (5) years, has filed a registration statement that is the subject of a currently effective registration stop order entered by any state securities administrator or the Securities and Exchange Commission;
- (b) Within the past five (5) years, has been convicted of any criminal offense in connection with the offer, purchase, or sale of any security, or involving fraud or deceit;
- (c) Is currently subject to any state or federal administrative enforcement order or judgment, entered within the past five (5) years, finding fraud or deceit in connection with the purchase or sale of any security; or
- (d) Is currently subject to any order, judgment, or decrees of any court of competent jurisdiction, entered within the past five (5) years, that temporarily, preliminarily, or permanently restrains or enjoins the party from engaging in or continuing to engage in any conduct or practice involving fraud or deceit in connection with the purchase or sale of any security; and

If, at any time, anyone connected to the offering becomes disqualified, the issuer shall notify the Commissioner immediately upon the receipt of any stop order, denial, order to show cause, suspension, revocation, injunction, restraining order, or any similar order entered by or issued by any regulatory authority or by any court, concerning the securities covered by the notice or other securities offered or sold by the issuers, or any order, judgment, decree, or conviction listed in T.C.A. §48-1-103(a)(13)(C)(iii), as listed above.

The issuer has read this Notice of Exemption and the Execution and Certification included herein, knows the contents to be true, and has caused this Notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)		Signature	
Name (Print or Type)	Title (Print or Type)		Date