

Department of Insurance, Securities and Banking
District of Columbia-Only Securities Offerings Exemption Form DC EO-1

(Exact name of Company as set forth in the organizational documents)

(Insert the names of any DBAs, if applicable)

The Offering

Type of securities offered

- Common stock
 Preferred stock
 Limited Liability Company Membership Interests

- Limited Partnership Interests
 Debt
 Other (specify):

Price per security: \$

Sales commission, if any: %

Aggregate offering amount: \$

Principal Place of Business

Street Address Line 1

Street Address Line 2

City State ZIP/Postal Code

Website

Phone

Person to Contact at the Company with Respect to the Offering

Last Name

First Name

Title

Firm Name

Street Address Line 1

Street Address Line 2

City State/Province/Country ZIP/Postal Code

Phone

Fax

E-mail

The date of this Disclosure Document is

Investment in a small business is often risky. You should not invest any funds in this offering unless you can afford to lose your entire investment. See Page 5 for a discussion of the risk factors that management believes present the most substantial risks to you. **While completing this form, if additional space is needed attach additional pages.**

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THE BUSINESS

1. Business of the Company: *(Describe the Company's business, focusing on the products or services the Company sells or plans to sell. Also include a description of the history of the company.)*

2. How the Company plans to carry out its activities: *(Summarize the major steps the Company will take to meet its business objectives, and the methods for achieving these steps. You may consider incorporation portions on the Company's business plan into this section.)*

3. Operations: The Company (select all that apply):

- has never conducted operations.
- is in the development stage.
- is currently conducting operations.
- has shown a profit in the last fiscal year.

4. Jurisdiction: Is the issuer an entity organized in the District of Columbia? Yes No

5. Date of incorporation/formation:

6. Fiscal Year End (Month and Day):

7. Suppliers: The Company (select all that apply): *(Describe the Company's suppliers and supply contracts.)*

- has major supply contracts.
- is currently or expects to be dependent upon a limited number of suppliers.
- has no suppliers.

8. Customer sales and orders: The Company (select all that apply): *(Describe the nature of the Company's sales and the material terms of major existing sale contracts.)*

- has major sales contracts.
- has had sales of products or services in the last 12 months.
- has had or anticipates having sales that are seasonal or cyclical.
- has a single customer or a limited number of customers that account(s) for a major portion of the Company' sales.
- has not yet had sales.

9. Competition: *(Describe the competition that the Company faces in its markets, and how the company intends to compete. If the company offers what it considers to be unique goods or services, be sure to discuss competition from companies that provide similar or substitute goods or services. Name the Company's principal competitors, and indicate their relative size and financial market strengths. Describe the Company's strategy, whether to compete by price, service, or on some other basis.)*

10. Marketing: *(Describe how the Company plans to market its products or services during the next 12 months.)*

11. Employees: Number of current employees:

Expected number of additional employees:

12. Properties: The Company (select all that apply): *(Describe the Company's buildings, real estate, major operating equipment and intangible property.)*

- owns or leases buildings/real estate.
- owns or leases equipment or other assets.
- owns or leases intangible property, such as patents, licenses, copyrights, trademarks, etc.
- has no property.

13. Research and Development: The Company (select all that apply): *(Describe the Company's past and anticipated research and development activities. Include the amount spent on these activities during the last 12 months.)*

- has expended funds on research and development in the last 12 months.
- expects to expend funds on research and development in the next 12 months.

14. Governmental Licenses (select all that apply): *(Regulations can be imposed on a company by federal, state or local government agencies. In completing your response to this item, you should first identify the type of regulation and then, if it is material, disclose the impact of the regulation.)*

- The Company and/or its products are subject to material regulation by government agencies.
- The Company applied or obtained all required license or permit (other than organizational licenses) to conduct business.
- The Company has obtained any required licenses or permits to conduct business.

15. Company Organization: The Company (select all that apply): *(If you checked any box, please provide additional information.)*

- has had a stock split, dividend, recapitalization, merger/acquisition, spin-off, or reorganization.
- has a pending or anticipated stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization.
- has a parent, subsidiary, or affiliate.

This Offering is being conducted pursuant to D.C. Official Code § 31-5604.03 and Section 250 of Chapter 26B of the District of Columbia Municipal Regulations. In making an investment decision, investors must rely on their own examination of the issuer and the issuer's Disclosure Statement, including the terms of the offering and the merits and risks involved. These securities have not been recommended by any federal or state securities regulator or the Department of Insurance, Securities and Banking or other regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offense. These securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted by subsection (e) of SEC Rule 147 ([17 C.F.R. § 230.147](#) (e)) as promulgated under the securities act of 1933, as amended, and the applicable District of Columbia Securities Laws, pursuant to registration or exemption therefrom. Investors should be aware that they will be required to bear the financial risks of this investment for an indefinite period of time and that they may lose their entire investment.

RISK FACTORS

The following is a summary of all the risks that apply to the Company and/or this offering. Only those items that are checked or included in the Other Risks section apply to this offering. You should carefully consider these risks prior to investing in this offering.

Operating History

- The Company has limited or no operating history. As a new enterprise, the Company is likely to be subject to risks the management has not anticipated.
- Because the Company has been operating for only a short period of time, it has produced little or no profit. There is no assurance that it will ever produce a profit.

Limited Resources/Losses

- The Company has limited resources and will not be able to continue operating without the proceeds from this offering. It is possible that the proceeds from this offering and other resources may not be sufficient for the Company to continue to finance operations.
- The Company expects to continue to experience losses from operations and we cannot predict when or if the Company will become profitable. If the Company achieves profitability, it may not be sustainable.
- The Company has incurred losses since inception and may incur future losses. The Company has not yet generated a profit from operations. As of the date of the most recent financial statements, the Company had an accumulated deficit of \$

Competition

- The Company operates in a highly technical industry, which is characterized by frequent introductions of new products and services into the market. The Company's success will depend, in part, on our ability to improve the present products and/or services, to develop new products and/or services, and to provide necessary services and support.
- A large number of enterprises provide products or services similar to the Company's. The Company will be competing with established businesses that have an operating history, and greater financial resources, management experience and market share than the Company. There can be no assurance that the Company will be able to compete or capture adequate market share. The Company may not be profitable if it cannot compete successfully with other businesses.

Key Persons

- The Company's success depends substantially on the services of a small number of individuals. The Company may be harmed if it loses the services of these people and it is not able to attract and retain qualified replacements.
- The Company's officers, directors, managers, and/or key persons will continue to have substantial ownership and control over the Company after the offering.
- The Company does not maintain key person life insurance on those individuals on whom the Company's success depends. The loss of any of these individuals could have a substantial negative impact on the Company and your investment.

Inexperienced Management

- None of the Company's officers, directors, and/or managers has managed a company in this industry. The Company's ability to operate successfully may depend on its ability to attract and retain qualified personnel, who may be in great demand.

- None of the Company's officers, directors, and/or managers has experience in managing a development stage enterprise.

Past Experience

- Prior to organizing the Company, one or more of the Company's officers, directors, and/or managers operated a siminular business in which suffered substantial loses. The Company's ability to operate successfully may depend on its officers, directors, and/or managers to succeed where they have failed before.

Government Regulation

- The Company must comply with local, state and federal rules and regulations. If the Company fails to comply with a rule or regulation it may be subject to fines, or other penalties, or its permit or license may be lost or suspended. The Company may have to stop operating and the investors may lose their entire investment.

Dilution

- The price of a share in this offering is significantly higher than the book value of the securities. Investors participating in this offering will incur immediate and substantial dilution of the book value of their investment.
- To the extent outstanding options or warrants to purchase securities are exercised, new investors will incur further dilution of the book value of their investment.
- There are no limits in place to restrict the Company's ability to issue securities in the future. If the Company issues additional securities, investors participating in this offering may experience further dilution of the value of their investment.

No Existing Market

- Because there is no market for the Company'a securities, you may not be able to sell your securities or recover any part of your investment. You should not invest unless you can afford to hold your investment indefinitely.
- You may not sell to anyone other than a resident of the District of Columbia for nine months after the offering is closed.

Offering Price

- The offering price of these securities has been arbitrarily set and accordingly should not be considered an indication of the actual value of the Company.

"Best-efforts" Offering

- The Company is offering these securities on a "best-efforts" basis. The Company has not contracted with an underwriter, placement agent, or other person to purchase or sell all, or

a portion of our securities and there is no assurance that we can sell all or any of the securities.

Lack of Investor Control

- The Company's officers, directors, managers, and/or key persons will continue to have substantial control over the Company after the offering. As such, you may have little or no ability to influence the affairs of the Company.

Other Risks: *(Describe any other risks that apply to the Company and/or the offering that have not yet been addressed above. Failure to disclose all material risks may subject the Company, its Officers, Directors, Managers or promoters to liability for securities fraud.)*

IMPOUND OF OFFERING PROCEEDS

16. The Company must raise and place in an impound account \$ before the Company can receive and use the offering proceeds.

If the Company does not raise the aggregate offering amount by *(enter date)* all funds will be returned to investors.

The impound account will be located at: *(Provide name and address of the escrow agent located in the District of Columbia in which offering proceeds will be deposited.)*

Does the Company reserve the right to extend the impound period? Yes No *(If yes, describe the circumstances under which the Company might extend the impound period.)*

If the offering proceeds are returned to investors at the end of the impound period, investors must receive any interest earned on impounded funds during the impound period.

USE OF PROCEEDS

Net Proceeds

17. Show the net proceeds of the offering.

Gross Proceeds from the Offering	\$
Less: Offering Expenses	\$
• Commissions and Finders Fees	\$
• Legal fees	\$
• Accounting fees	\$
• Copying and Printing	\$
Other (Specify):	\$
Net Proceeds from the Offering	\$

Detailed Use of Net Proceeds

18. Provide a detailed breakdown of how the Company intends to use the net offering proceeds. (Examples of uses of proceeds include: purchasing equipment or other assets, discharging company debt, developing new products or services, hiring employees or consultants, advertising or marketing, etc.)

Description of Use	Aggregate Offering	
	\$	%
	\$	%
	\$	%
	\$	%
	\$	%
	\$	%
Total	\$	100%

19. Briefly explain why the Company is conducting the offering. (Describe for what purposes the Company is raising funds.)

DESCRIPTION OF SECURITIES OFFERED

20. The securities being offered are:

- Common Stock
- Preferred Stock
- Limited Liability Company Interests
- Limited Partnership Interests
- Debt
- Other (specify):

21. These securities have:

- Cumulative voting rights
- Other special voting rights
- Preemptive rights to purchase any new issue of securities
- Preference as to dividends or interest
- Restrictions on dividends or other distributions
- Preference upon liquidation
- Anti-dilution rights
- Conversion rights
- Other special rights or preferences (specify):

(If you checked any box, please provide additional information.)

Purchaser Restrictions

The offering is limited to District of Columbia residents. The Company must obtain evidence of residency from each purchaser prior to accepting investor funds or an irrevocable commitment to invest.

- Persons that have annual income in excess of \$200,000 may invest in an offering under this exemption without limitation on the amount of the investment.
- Persons with annual incomes of between \$100,000 and \$200,000 may invest up to \$25,000 in an offering under this exemption.
- Persons with annual incomes of less than \$100,000 may invest up to \$10,000 in an offering under this exemption.
- Artificial persons (Corporations, LLP's, organized in the District of Columbia, etc.) with incomes or net worth in excess of \$1 million may invest in in an offering under this exemption.

22. Is the offering subject to any other purchaser restrictions? Yes No *(If yes, describe the restrictions. Because purchasers of the securities will have an equity interest in your Company, you may want to place additional restrictions on who can invest for legal and administrative reasons. For example, a Company may choose to limit an offering to its employees, independent contractors, or franchisees, or to investors who meet certain financial requirements.)*

Transfer Restrictions

The securities sold in this offering are also restricted by the requirements for the federal exemption from registration for intrastate offerings under §3(a)(11) of the Securities Act of 1933 and Securities and Exchange Commission Rule 147, which limits all resales to persons residing within the District of Columbia for a period of nine months from the date of last sale by the issuer of such securities.

Once the periods for these restrictions on resale have passed, investors who have purchased securities in this offering may sell or transfer their securities in an offering that has been registered or is exempt from registration under both federal and state law. An exemption or registration may not be available at such time. In addition, the Company may place additional restrictions on resale of the securities sold in this offering. For these reasons, you should not purchase securities in this offering if you cannot afford to hold these securities indefinitely.

23. Are the securities subject to any other resale restrictions by the Company? Yes No
(If yes, describe the transfer restrictions. The Company is responsible for maintaining a register of all current shareholders and may want to restrict transfers for tax, administrative or other purposes.)

Securities Certificates

24. Will the Company issue physical securities certificates in this offering? Yes No

25. Record of Security Holders: *(Please describe the manner in which records of security ownership will be maintained by the Company.)*

HOW THE SECURITIES WILL BE OFFERED AND SOLD

26. List the persons or companies who will offer and sell the securities on behalf of the Company.

Name	
Relationship to Company	
Address	
Telephone	
Compensation received for selling securities	

Name	
Relationship to Company	
Address	
Telephone	
Compensation received for selling securities	

Name	
Relationship to Company	
Address	
Telephone	
Compensation received for selling securities	

Name	
Relationship to Company	
Address	
Telephone	
Compensation received for selling securities	

Name	
Relationship to Company	
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Relationship to Company	
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Telephone	
Compensation received for selling securities	

Name	
Relationship to Company	
Address	
Telephone	
Compensation received for selling securities	

Name	
Relationship to Company	
Address	
Telephone	

Compensation received for selling securities	
Name	
Relationship to Company	
Address	
Telephone	
Compensation received for selling securities	

OUTSTANDING SECURITIES AND PRINCIPAL SHAREHOLDERS

27. For each class of the Company's securities, indicate the total number of outstanding securities and the total number of securities the Company is authorized to issue. Also, include a description of each class of securities.

Class of Securities	Total Securities Outstanding	Total Securities the Company is Authorized to Issue

Description of securities: *(Describe the attributes of each class of outstanding securities (e.g. voting, dividends, etc.))*

28. Are there any resale restrictions on the Company's outstanding securities? Yes No *(If yes, describe the restrictions and when they will terminate.)*

29. List the total number of securities reserved or subject to issuance under outstanding securities purchase agreements, stock options, warrants, or rights.

Class of Securities	Number of Securities Subject to Issuance under Outstanding Securities Purchase Agreements, Options, Warrants, or Rights

(Describe any outstanding securities purchase agreements, stock options, warrants or rights. Specify who holds, the rights, and state the expiration dates and exercise prices.)

30. Does the Company plan to issue or offer options in the future? Yes No *(If yes, please provide additional information.)*

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31. Has the Company sold or issued securities during the last 12 months? Yes No *(If yes, describe the type of securities and the dollar amount sold. Indicate under which exemption or form of registration the securities were offered.)*

--

Principal Shareholders

32. Provide the names of the principal shareholders, including each Officer, Manager, Director, and person who beneficially owns at least a 10% interest of any class of securities in the Company.

Name of Shareholder	Manager, Officer, or Director? (Y or N)	Class of Securities	Number Securities Currently Held	Average Purchase Price of Securities	% of Total Outstanding Securities	% of Total Securities if Minimum Sold	% of Total Securities if Maximum Sold

MANAGEMENT

33. Provide background information for each Officer, Manager, Director, and key person. The term “key person” means a person who makes a significant contribution to the business of the Company. *(In the Employment History section include employers, titles, responsibilities and relevant dates for the last 10 years. In the Education section include degrees, schools and dates of attendance.)*

Name	
Age	
Title	
Officer/Manager (Y or N)	
Director (Y or N)	
Time Spent on Company Business (if less than full time)	
Employment History	
Education	

Name	
Age	

Title	
Officer/Manager (Y or N)	
Director (Y or N)	
Time Spent on Company Business (if less than full time)	
Employment History	
Education	

Name	
Age	
Title	
Officer/Manager (Y or N)	
Director (Y or N)	
Time Spent on Company Business (if less than full time)	
Employment History	
Education	

Name	
Age	
Title	
Officer/Manager (Y or N)	
Director (Y or N)	
Time Spent on Company Business (if less than full time)	
Employment History	
Education	

Name	
Age	
Title	
Officer/Manager (Y or N)	
Director (Y or N)	
Time Spent on Company Business (if less than full time)	
Employment History	
Education	

Name	
Age	

Title	
Officer/Manager (Y or N)	
Director (Y or N)	
Time Spent on Company Business (if less than full time)	
Employment History	
Education	

34. List the compensation paid by the Company to Officers, Directors, Managers, and key persons during the last fiscal year.

Compensation Paid by Company During Last Fiscal Year		
<u>To Whom Paid</u>	<u>Cash</u>	<u>Other Compensation</u>
	\$	\$
	\$	\$
	\$	\$

35. The Company (select all that apply):

- expects compensation to change in the next year.
- owes compensation for prior years.

(If you checked any box, please provide additional information.)

Prior Experience of Management

36. An Officer, Manager, Director, or key person of the Company (select all that apply):

- has worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same type of business as the Company.
- has managed another company in the start-up or development stage.
- has managed another company that conducted an offering of securities.

(If you checked any box, describe the prior experience of officers, directors, managers or key person. If anyone conducted an offering of securities, provide information on the outcome of the offering, such as the amount raised, whether the company remains in existence, and whether investors recovered their investment.)

Insolvency Proceedings of Management and Key Persons

37. An Officer, Manager, Director, or key person of the Company (select all that apply):

- has filed a petition for bankruptcy, receivership, or a similar insolvency proceeding, or had such a petition filed against him or her, within the past five years.

- has served as a manager, officer, or director for any business entity that was the subject of a petition for bankruptcy, receivership, or similar insolvency proceeding within the past five years.
- none of the above.

(Provide details regarding any insolvency proceedings, including the court where filed, date filed, and current status.)

Arrangements with Officers, Directors, Managers, and Key Persons

38. The Company (select all that apply):

- has entered into employment or non-compete agreements with any present or former Officer, Manager, Director, or key person.
- plans to enter into employment or non-compete agreements with any Officer, Manager, Director, or key person.

(If you checked any box, please provide additional information.)

39. The Company (select all that apply):

- has purchased key person life insurance on any Officer, Manager, Director, or key person.
- has made arrangements to replace any Officer, Manager, Director, or key person it may lose due to death or disability.

(If you checked any box, please provide additional information.)

SELECTED FINANCIAL INFORMATION

40. The Company's net, after-tax earnings (or losses) for the last fiscal year (see Item #6) were \$

The Company's net, after-tax earnings (or losses) per share were \$

As of the Company's most recent balance sheet, dated

The Total Debt of the Company was \$

The Retained Earnings (Deficit) of the Company were \$

The Stockholder Equity (Deficit) of the Company was \$

FINANCIAL STATEMENTS

41. Attach the Company's financial statements for the three most recent fiscal years, or for as much time as the issuer has been in existence, if less than three years. Financial statements must be prepared in accordance with U.S. GAAP, complete with appropriate footnote disclosure. If you do not have experience preparing financial statements in accordance with U.S. GAAP, you may want to obtain a compilation or review of your financial statements from a certified public accountant.

CERTAIN LEGAL PROCEEDINGS

Please answer the questions in this section with respect to the following persons associated with the Company:

- The Company, its predecessors, and affiliates
- All Officers, Directors, and Managers of the Company
- All Beneficial Owners of 20% or more of the Company's outstanding voting equity
- All Promoters of the Company
- Any person receiving remuneration for solicitation of purchasers, and any General Partner, Managing Member, Director, or Officer of such solicitor

42. Have any of the above-listed persons been convicted or been the subject of a final court or agency order within the past five years arising out of their participation in a securities offering or violations of the federal securities laws or been subject to a United States Postal Service false representation order?

Yes No

(If yes, explain in detail.)

43. Have any of the above-listed persons been named as the subject of a pending criminal proceeding, excluding traffic violations or other minor offenses? Yes No

(If yes, explain in detail.)

44. Have any of the above-listed persons been the subject of an order, judgment, decree, sanction, or administrative finding imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court in the last 5 years related to his or her involvement in any type of business, securities, insurance, or banking activity? Yes No

(If yes, explain in detail.)

45. Are any of the above-listed persons the subject of a pending civil, administrative, or self-regulatory action related to his or her involvement in any type of business, securities, insurance, or banking activity? Yes No

(If yes, explain in detail.)

46. Has any civil action, administrative proceeding or self-regulatory proceeding, initiated against any of the above-listed persons related to his or her involvement in any type of business, securities, insurance, or banking activity? Yes No

(If yes, explain detail.)

MANAGEMENT RELATIONSHIPS AND TRANSACTIONS

47. The Company (select all that apply):

- has made loans to an Officer, Manager, Director, Affiliate, or principal stockholder.
- has one or more outstanding loans with an Officer, Manager, Director, Affiliate, or principal stockholder.
- plans to make one or more loans to an Officer, Manager, Director, or principal stockholder in the future.
- has done business with an Officer, Manager, Director, Affiliate, or principal stockholder within the last two years.

- plans to do business with an Officer, Manager, Director, Affiliate, or principal stockholder in the future.

(If you checked any box, please provide additional information, including the material terms of any such transactions.)

LITIGATION

48. The Company (select all that apply):

- has been involved in litigation or subject to administrative action in the last 5 years that has had a material effect upon the Company's business, financial condition, or operations.
- has pending litigation or administrative action that may have a material effect upon the Company's business, financial condition, or operations.
- is currently threatened by litigation or administrative action that may have a material effect upon the Company's business, financial condition, or operations.
- none of the above.

(Disclose any litigation that is likely to have a material effect on the Company. Disclosure includes information not only about present pending litigation, but includes past concluded litigation, and future unasserted claims of which the Company is aware. Disclosure is not limited to actions in which the Company is a party, but also includes separate litigation filed against the Company's officers, directors, managers or key persons if the litigation is likely to have a material effect on the Company.)

To fully respond to this item, you should include the name of the court where the proceeding is pending, a description of the facts underlying the claim and the relief sought.)

TAX ASPECTS

49. Describe any material tax consequences to investors in this offering: *(Discuss the federal income tax treatment of the Company and its impact on investors.)*

50. The deadline for this offering is *(enter date)*

OTHER MATERIAL FACTORS

51. Describe any other material factors that will or could affect the Company or its business or which are necessary to make any other information in this Disclosure Document not misleading or incomplete. *(This section is a "catch all." Items in this Disclosure Document do not cover all industries and types of businesses. You may find it necessary to add material disclosure under this item that is not covered elsewhere.)*

Any material misstatements or omissions may subject the Company, its officers, directors, managers or promoters to liability for securities fraud.)

ADDITIONAL INFORMATION

For as long as securities issued under the District of Columbia-Only Securities Offerings Exemption are outstanding, an issuer of a security, the offer and sale of which is exempt under this Section, shall provide, free of charge, an annual report to the issuer's investors and shall file a copy of the report with the Department, for each of the three fiscal years of the issuer, of which the first ends first after the offering is begun. An issuer may satisfy the delivery requirement of this subsection by making the information available on the issuer's website, if the information is made available within 60 days after the end of each fiscal year and remains available until the succeeding annual report is issued. The report shall contain all of the following:

- (a) Compensation received by each director and executive officer, including cash compensation earned since the previous report and on an annual basis and any bonuses, stock options, other rights to receive securities of the issuer or any affiliate of the issuer, or other compensation received;
- (b) An analysis by management of the issuer of the business operations and financial condition of the issuer;
- (c) Operating results and financial statement; AND
- (d) A statement of the use of the proceeds of the offering.

Upon completion of an offering made in reliance on D.C. Official Code § 31-5604.03, the Company must file a final sales report no later than 30 days after the last sale in the offering with the Corporation Finance Division of the Department of Insurance, Securities and Banking that includes the following information:

- (a) The time period in which the offering was open;
- (b) The number of shares or units sold in the offering;
- (c) The number of investors that purchased shares or units in the offering; and
- (d) The dollar amount sold in the offering.

SIGNATURES

By filing this notice pursuant to Pursuant to D.C. Official Code § 31-5604.03, the issuer hereby represents that:

- The issuer is claiming the exemption from registration for District of Columbia-Only Securities Offerings Exemption under D.C. Official Code § 31-5604.03 for this offering and will comply with the rules adopted thereunder in DCMR Title 26-B §250;
- The issuer is an entity organized and principal place of business in the District of Columbia;
- The issuer shall obtain from each investor written evidence of residency in the District of Columbia at or before the time of purchase;
- The aggregate purchase price of all securities sold by an issuer pursuant to the exemption provided by D.C. Official Code § 31-5604.03 does not exceed the requisite dollars limits during any twelve-month period;
- The issuer must reasonably believe that the aggregate amount of securities sold in this offering does not exceed:
 - From any single purchaser who is a natural person, more than \$10,000, if the purchaser's annual gross income is less than \$100,000; or
 - From any single purchaser who is a natural person, more than \$25,000, if the purchaser's annual gross income is less than \$200,000; or
 - An offer from any purchaser other than a natural person, unless the purchaser's annual gross income or net worth is more than \$1 million (\$1,000,000).
- The issuer has reviewed and shall conduct the offering in accordance with the requirements of section 3(a)(11) of the Securities Act of 1933 and Securities and Exchange Commission Rule 147 ("Rule 147"), 17 C.F.R. Sec. 230.147;

- The issuer shall disclose in writing the limitations on resales and implement precautions against interstate offers and sales as provided in Rule 147, including placing a legend on the certificate or other document evidencing the security stating that the securities have not been registered under the Act and setting forth the limitations on resales as follows:

“IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE ISSUER’S DISCLOSURE STATEMENT, INCLUDING THE TERMS OF THE OFFERING AND THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES REGULATOR OR THE DEPARTMENT OF INSURANCE, SECURITIES AND BANKING OR OTHER REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED BY SUBSECTION (e) OF SEC RULE 147 ([17 C.F.R. § 230.147](#) (e)) AS PROMULGATED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE DISTRICT OF COLUMBIA SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.”

- The issuer is aware that its ability to advertise this offering on a website is limited by DCMR Title 26-B §256; and
- The issuer acknowledges its obligation to submit all advertising material to the Securities Division of the Department of Financial Institutions at least seven days prior to use in accordance with DCMR Title 26-B §250.
- Neither the issuer nor any of the officers, shareholders, employees or contractors referred to in this rule would be disqualified from participating in an offering under Regulation A under the Securities Act of 1933, by virtue of 17 C.F.R. § 230.262, as Section 230.262 may be amended from time to time.

The Company’s Officers, Directors, and/or Managers must sign the District of Columbia-Only Securities Offerings Exemption Form. When they sign this form, they represent that they have diligently attempted to confirm the accuracy and completeness of the information contained herein.

When the Officer or Manager in charge of finances signs this Disclosure Document, he or she represents that the financial statements in the Document have been prepared in accordance with generally accepted accounting principles which have been consistently applied, except where explained in the notes to the financial statements. He or she represents that the financial statements fairly state the Company's financial position and results of operations, or receipts and disbursements, as of the dates and periods indicated. He or she also represents that year-end figures include all adjustments necessary for a fair presentation under the circumstances.

Chief Executive Officer/President/Managing Member

Title

Name of Signer (Print)

Date

Chief Financial Officer/Manager

Name of Signer (Print)

Title

Date

Director

Name of Signer (Print)

Director

Name of Signer (Print)

Director

Name of Signer (Print)

Director

Name of Signer (Print)

Director

Name of Signer (Print)

Director

Name of Signer (Print)

Director

Name of Signer (Print)

LIST OF EXHIBITS

(Exhibit A – Financial Statements)

(Exhibit B – Articles of Organization)

(Exhibit C – Company Bylaws)

(Exhibit D – Investor Certifications and Acknowledgements)

(Exhibit E – Investor Notice of Cancellation)

(Insert Reference to Exhibit F)

(Insert Reference to Exhibit G)

Government of the District of Columbia
Department of Insurance, Securities and Banking
Securities Division
Union Center Plaza
810 First Street, NE
Suite, 701
Washington, DC 20002
202.727.8000

FINAL REPORT OF SALES

FILE NUMBER:

(Exact name of Company as set forth in the organizational documents.)

(Insert the names of any DBAs, if applicable.)

The offering began on and ended on:

Securities sold – Number of shares/units: Dollar amount: \$

Total number of purchasers:

Chief Executive Officer/President/Managing Member

Name of Signer (Print)

Title

Date