













STATE OF CALIFORNIA – DEPARTMENT OF FINANCIAL PROTECTION AND INNOVATION  
**LIMITED OFFERING EXEMPTION NOTICE PACKET CORPORATIONS CODE SECTION  
25102 (n)**

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***INSTRUCTIONS FOR FILING THE FIRST NOTICE***

1. The notices are to provide information on transactions conducted under the Section 25102(n) exemption from the qualification requirements of Section 25110 of the Corporate Securities Law of 1968. The form is not designed to indicate whether or not the transaction complies with the requirements of those exemptions but only to provide notice to the Commissioner that the exemption is being relied on. See Corporations Code Section 25163. This exemption is not available for transactions where the issuer has failed to file the First Notice of Transaction or has failed to pay the required filing fee.

2. When to File the First Notice. A First Notice of Transaction must be filed with the Commissioner of Corporations concurrent with the publication of the general announcement of the proposed offering or at the time of the initial offer of securities, whichever occurs first, accompanied by \$600 filing fee. A Second Notice of Transaction must be filed within ten business days following the close or abandonment of the proposed offering, but in any case, no more than 210 days from the date of the filing of the First Notice of Transaction.

3. The Notice may be filed in person or by mail at any office of the Department.

The Heading. If the issuer has previously qualified securities with the Department, insert the file number of the qualification in the upper right-hand corner of the form in the space provided. The fee for filing the First Notice of Transaction is \$600.00. There is no filing fee for the Second Notice of Transaction. A transaction under Rule 260.103 with a Notice pursuant to Section 25102(n) requires a \$600.00 filing fee.

Item 1. Give the issuer's legal name.

Item 2. Give the street address, and the mailing address if different, of the issuer's principal place of business.

Item 3. Give the telephone number of issuer's principal place of business.

Item 4. Indicate the incorporation or organization of the issuer. Only entities organized in California (other than foreign corporations subject to Corporations Code Section 2115) may claim this exemption. If the issuer is a foreign corporation subject to Corporations Code Section 2115, provide the name of the jurisdiction where issuer is domiciled. If the issuer is another form of business entity organized under the laws of California, specify the type of business entity.

Item 5. Set forth the name or title of each class or type of security to be sold in the transaction.

Item 6. If the transaction was registered under the Securities Act of 1933, insert "registered." If conducted pursuant to an exemption from registration under that Act which requires a filing with the Securities and Exchange Commission, indicate the number of the rule pursuant to which the filing was made. If no such filing was required, insert "none."

Item 7. Indicate whether or not disclosure statements will be distributed.

Item 8. Indicate if disclosure statements are attached to the notice or if they will be submitted within 10 days of the Commissioner's request for the information.

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Item 9. Indicate how the general announcement of the offering was made.

Item 10. Sets forth the undertaking language required by Corporations Code Section 25102(n)(7).

Item 11. Date and Signature. The notices should be signed by an authorized officer, director, general partner or trustee of the issuer (or a person occupying a position with the issuer of equivalent responsibility) or by the authorized attorney of the issuer. If the person the Department is to contact in the event of questions concerning the transaction is different from the signer, insert the contact person's name, telephone number and correspondence address in the spaces provided. Otherwise, provide this information with respect to the signer.

Filing Fee. Each First Notice under 25102(n) must be accompanied by the filing fee required by Section 25608(x) of the Code.

Corporations Code Section 25165 requires each issuer, other than a California corporation, to file a consent to service of process with the Notices filed pursuant to Section 25102(n) unless it already has a consent to service on file with the Commissioner. Use Form 260.165 (see Rule 260.165, Title 10, California Code of Regulations).

(e) The Form of the Second Notice. The following form is to be used for transactions covered under subdivision (a)(2):



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***INSTRUCTIONS FOR FILING THE SECOND NOTICE***

1. When to File the Second Notice. A Second Notice of Transaction must be filed within ten business days following the close or abandonment of the proposed offering, but in any case, no more than 210 days from the date of the filing of the First Notice of Transaction.

2. The Notice may be filed in person or by mail at any office of the Department.

The Heading. If the issuer has previously qualified securities with the Department, insert the file number of the qualification in the upper righthand corner of the form in the space provided. There is no fee for filing the Second Notice of Transaction.

Item 1. Give the issuer's legal Name.

Item 2. Give the street address, and the mailing address if different, of the issuer's principal place of business.

Item 3. Give the telephone number of the issuer's principal place of business

Item 4. Give the date the First Notice was filed with the Department of Corporations.

Item 5. Give the date the offering was closed or abandoned.

Item 6. Set forth the name or title of each class or type of security to be sold in the transaction.

Item 7. If the transaction was registered under the Securities Act of 1933, insert "registered". If conducted pursuant to an exemption from registration under that Act which requires a filing with the Securities and Exchange Commission, indicate the number of the rule pursuant to which such filing was made. If no such filing was required, insert "none".

Item 8. Date and Signature. The notice should be signed by an authorized officer, director, general partner or trustee of the issuer (or a person occupying a position with the issuer of equivalent responsibility) or by the authorized attorney of the issuer. If the person the Department is to contact in the event of questions concerning the transaction is different from the signer, insert the contact person's name, telephone number and correspondence address in the spaces provided. Otherwise, provide this information with respect to the signer.

Corporations Code Section 25165 requires each issuer, other than a California corporation, to file a consent to service of process with the Notices filed pursuant to Section 25102(n) unless it already has a consent to service on file with the Commissioner. Use Form 260.165 (see Rule 260.165, Title 10, California Code of Regulations).

260.102.17. Disclosure Statement Requirements for Section 25102(n)/Rule 504 Offerings

260.102.18. Distribution Under Securities and Exchange Commission Rule 144A