

STATE OF SOUTH DAKOTA
DEPARTMENT OF LABOR AND REGULATION
DIVISION OF SECURITIES

IN THE MATTER OF:

SOUTH DAKOTA NOTICE FILING)	ADMINISTRATIVE ORDER
REQUIREMENTS FOR REGULATION A,)	
TIER 2 OFFERINGS)	
)	
)	

**TEMPORARY ADMINISTRATIVE ORDER MANDATING PAYMENT AND
NOTICE FILING BY ISSUER MAKING REGULATION A, TIER 2 OFFERINGS**

WHEREAS, SDCL §47-31B-302(c) of the South Dakota Uniform Securities Act of 2002 (the "Act"), requires notice filings for all covered securities under Section 18(b)(4)(D) of the Securities Act of 1933 (the "Securities Act") (15 U.S.C. 77 et seq).

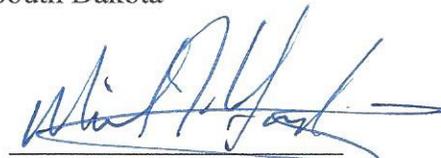
WHEREAS, 17 C.F.R. §230.251 ("Reg A") has been adopted and deemed a "covered security" under Section 3(b) of the Securities Act.

WHEREAS, SDCL §47-31B-605(a)(1) allows the director of the South Dakota Division of Securities (the "Director") to issue orders appropriate to carry out the Act.

IT IS THEREFORE ORDERED THAT:

1. Effective immediately, issuers offering securities pursuant to Regulation A, Tier 2 must provide the South Dakota Division of Securities (the "Division") with a notice filing (South Dakota Uniform Notice of Regulation A, Tier 2 Offering) and payment of \$200 in compliance with SDCL §47-31B-203.
2. Notice filing will be effective after completing all items requested in Item 1 above.
3. This Order remains in effect unless and until amended, rescinded, or superseded by a subsequent order or rule.

SIGNED ON THIS 7th day of October, 2015, Pierre, South Dakota



Michael J. Youngberg, Director
SDDL, Division of Securities

**SOUTH DAKOTA UNIFORM NOTICE OF REGULATION A –
TIER 2 OFFERING**

Pursuant to Sections 18(b)(4)(D) and 3(b)(2) of the Securities Act of 1933

Item 1. Issuer's Identity

Name of Issuer Jurisdiction of Incorporation/Organization	Previous Name(s) <input type="checkbox"/> None 	Entity Type (Select one) <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> 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:

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

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Name of Signer (Print)

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Title

--

Date

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