



OFFICE OF THE ATTORNEY GENERAL BARBARA D. UNDERWOOD
STATE OF NEW YORK DEPARTMENT OF LAW

File # _____

NY FORM 99

INVESTOR PROTECTION BUREAU / REAL ESTATE FINANCE BUREAU
NOTIFICATION FILING

Submission to: [] INVESTOR PROTECTION BUREAU ("IPB") [] Securities [] Theatrical Syndications

[] REAL ESTATE FINANCE BUREAU ("REF")

Type of Filing: [] New Filing
[] Amendment or Renewal (If name, address or offering has changed, indicate change and date):

A. BASIC IDENTIFICATION DATA

Full Name of Issuer (and Theatrical Production Company, if applicable):

Address of Executive Offices: Telephone Number () -

(Number and Street)

(City or Town)

(State & ZIP)

Type of Organization: [] business corporation [] limited liability company [] limited partnership
[] not-for-profit corporation [] business trust [] political subdivision of state [] common fund
[] state agency or authority [] county, city, town or village ([] agency, authority or instrumentality corporation)
[] other (specify):

Category of "Covered Security":

- [] Offering to "Qualified Purchasers" [1933 Act* § 18(b)(3)]
[] Rule 506 Offering [1933 Act* § 4(2) - per § 18(b)(4)(D)]
[] Regulation A, Tier 2 Offering [1933 Act* § 3(b)(2) - per §§ 18(b)(3) & 18(b)(4)(D)(ii)]
[] Other qualifying offering (specify):

* Securities Act of 1933, as amended

The Securities Will Be Sold By: [] officers or directors of issuer [] salespersons employed by issuer

[] officers or directors of an affiliated person [] underwriter, dealer or broker registered in New York

For Theatrical Syndication Offerings, add the following information:

Name of proposed production:

Location of production:

Proposed opening date:

B. INFORMATION ABOUT OFFERING

Total Offering Amount (maximum) \$ _____ **Minimum Offering Amount** \$ _____

Type of Security Offered (brief description):

Enclosures (add additional sheets if necessary):

- Copy of Consent to Service of Process (U-2) (original to New York State Department of State, Albany NY)
- Offering Documents
- Confidential Attachment to Form 99
- Further information as to issuer affiliated persons
- Form D: copy "as filed" with the S.E.C "as filed" copy will follow
- Form 1-A
- Theatrical Venture Amendment - Required Supplemental Information

C. INFORMATION ABOUT ISSUER, PRINCIPALS AND CONTROLLING PERSONS

• As to issuer:

1. Is issuer subject to or a respondent in any legal action for, any injunction, cease-and-desist order or order or stipulation to desist or refrain from any act or practice relating to the offering of securities in New York or any other jurisdiction? Yes No
2. (a) Has issuer ever been convicted of or pleaded guilty to any crime (i) involving any fraud, or (ii) relating to any financial transaction or handling of funds of another person, or (iii) pertaining to any dealings in any securities? Yes No
- (b) Is issuer now a defendant in any such criminal proceeding? Yes No

• As to each Principal*, each Controlling Person, and any Sponsoring Entity of issuer:

3. Is any one of the above subject to or a respondent in any legal action for, any injunction, cease-and-desist order or order or stipulation to desist or refrain from any act or practice relating to the offering of securities in New York or any other jurisdiction? Yes No
4. (a) Has any one of the above ever been convicted of or pleaded guilty to any crime (i) involving any fraud, or (ii) relating to any financial transaction or handling of funds of another person, or (iii) pertaining to any dealings in any securities? Yes No
- (b) Is any one of the above now a defendant in any such criminal proceeding ? Yes No
5. Has any of the above ever been suspended or expelled from membership in any securities or commodities exchange or association or had a securities or commodities license or registration denied, suspended or revoked? Yes No
6. Has any of the above been a controlling person or sponsor with respect to any issuer which engaged in a distribution of securities or any public offering within the past three (3) years? Yes No

If the answer to any of the above is "yes", give material facts on an attached sheet.

* Capitalized terms are defined in Section E of Form 99.

D. CERTIFICATION

The undersigned affirms and certifies, to his or her knowledge and belief after due investigation and inquiry, and under penalty of perjury, that any and all information provided in this Form 99 is true and complete, and that there are no misrepresentations, omissions or untruths contained herein. The undersigned further understands and intends that the information supplied in this Form will be relied upon by the New York State Department of Law and that any false statement made herein is punishable as a Class A misdemeanor under New York Penal Law §175.30, §210.45, or both.

Dated: _____, 20 ____

Issuer (name of entity): _____

By: _____
Authorized Principal or Controlling Person

Print Name: _____

Title or Affiliation: _____

ATTACHMENT TO FORM 99

Issuer Name: _____

Form 99 dated: _____, 20 ____

Identity of Principals (i) of issuer, (ii) of Controlling Person(s)* and (iii) of Sponsoring Entity:

Person/Company Name	Date of Birth/Organization	Social Security/Tax ID Number
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Amendments: Additions or Deletions of Principals with Effective Date of Change

Person/Company Name	Date of Birth/Organization	Social Security/Tax ID Number	Effective Date
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

*Capitalized terms are defined in Section E of Form 99.

E. INSTRUCTIONS

1. General Instructions.

Who May File: All persons engaging in an offering of or transaction in securities within or from New York which are defined as “covered securities” (other than “listed securities” or open-end management type companies registered with the S.E.C. under the Investment Company Act of 1940 (the “1940 Act”)) under §18 of the 1933 Act, as amended. No filing is required for listed securities. Open-end management type companies registered within the S.E.C. under the 1940 Act must file Form NF; other registered investment companies may file Form NF instead of Form 99. An issuer entitled to submit a Notification Filing for transactions, not involving real estate securities, may elect to file instead with IP an M-11 Issuer Statement under GBL §359-e or an application for exemption under §359-f(2).

Where To File: Address for both Bureaus - 28 Liberty Street, New York, NY 10005

(a) **IP if:**

- (i) within New York General Business Law (“GBL”) §359-e
- (ii) within ACAL §23.03 et seq.

(b) **REF if:**

- (iii) real estate securities or other securities deemed within purview of GBL §352-e or §352-g

When To File: Prior to any sale or offer for sale of securities in or from New York. For theatrical ventures, supplemental statements (in the form of Amendment to Form 99) must be filed advising the Department of Law of (i) date of the first expenditure of investors’ funds, and (ii) date of the last public performance, if any, of the original production in New York State. Such Amendment must be submitted within ten (10) business days of the occurrence.

Copies Required: Two (2) copies of Form 99 must be filed, one of which must be manually signed, along with a photocopy of the manually signed copy. One (1) copy of the Offering Documents must also be filed.

Information Required: A new filing must contain all information requested. Amendments require only notification of changes with respect to information given in Form 99.

Form D: In addition to Form 99, submit a copy of Form D as filed. In the event that Form D has not yet been filed with the S.E.C., submit a copy of the unfiled Form D and provide information as to when such filing will be effected (“as filed” copy must be submitted when so filed).

Non-Resident Issuers: Consent to Service of Process must be filed with the Department of State, 99 Washington Avenue, Albany, NY 12231; a copy must be filed with Form 99.

Effect of Filing: A Notification Filing is deemed made when received at the address given on Form 99.

In the event that the information given in the Notification Filing is incomplete, or conflicts with or is otherwise inconsistent with other information in the possession of Department of Law, the issuer will be notified. Notification Filings shall not be effective for the following offerings or transactions:

- (a) Any offering wherein the issuer, or its Controlling Person(s) or its Sponsor(s), or one or more of its Principals, or one or more principals of a Controlling Person or a Sponsor (i) are, or during the past six years have been, enjoined from the offer or sale of securities within or from the State of New York, or
(ii) have entered into a stipulation or consent, which remains currently in effect, to desist or refrain from making offers of sales of securities within or from the State of New York unless and until the Attorney General makes a determination that these facts or circumstances do not appear to amount to a violation of such prior judgment, order or stipulation, or do not themselves constitute a violation of GBL Article 23-A, or that such action as to the Form 99 filing is not necessary to protect the public interest; and

- (b) Offerings of securities which constitute cooperative interests in realty requiring a full filing under GBL §352-e.

2. Definitions.

The terms set forth below shall be defined as follows for purposes of completing this Form 99:

- (a) **Controlling Person** shall mean: Every person who, by or through stock ownership, agency, or otherwise, or who, pursuant to or in connection with an agreement or understanding with one or more other persons by or through stock ownership, agency, or otherwise, controls any person liable under §11 or §12 of the 1933 Act, as amended.
- (b) **Offering Documents** shall mean: Any printed materials in which is presented, without limitation, the terms of the transaction, a description of the securities offered, the operative documents for the entity which may be formed, any supporting documents and/or the subscription instruments for the investor.
- (c) **Principal** or **principals** shall mean: One or more (i) general partners of a partnership, (ii) managing members of a limited liability company, (iii) trustees of a trust, (iv) managing directors of an association or other organization, (v) directors of a corporation who hold or control 10% or more of its voting shares or who are also officers, (vi) the six highest-ranking officers of a corporation, association or similar entity, including the chief executive officer, the chief operating officer, the chief financial officer, the chief legal officer, and the three highest-ranking vice-presidents (including any previously referred to), (vii) individuals or entities holding 33% or more of the voting equity interest in an entity, **and/or** (viii) individuals who have the status of a person in one or more of the previous clauses with respect to any entity that itself is a principal of the issuer.
- (d) **Sponsor** or **Sponsoring Entity** shall mean: One or more individuals or entities (i) for whose account or benefit, indirect or otherwise, an issue of securities or an issuer has been created or originated, or (ii) who or which has a proprietary interest in and who directs or takes an active role in the creation, origination or promotion of the issuer or in the acquisition of business activities, business property or investment portfolio items thereof, but excluding attorneys, accountants, engineers, architects, appraisers, real estate brokers, property managers or other contractors or professionals performing services for contractual compensation.

3. New York Freedom of Information Law.

The Office of the Attorney General is subject to Article 6 of the Public Officers Law §§84-89 which is the New York Freedom of Information Law (“FOIL”). As such, certain information provided herein may be disclosed to third parties consistent with the Office’s FOIL obligation. Pursuant to FOIL, certain personal information such as social security numbers, tax ID numbers, dates of birth and residential addresses is exempt from disclosure.

4. Filing Fees: Payment should be made by check or money order to "New York State Department of Law" in accordance with GBL §352-e(7)(a) and §359-e(5), or the following schedule may be used:

Real Estate Syndications	
Fee Amount	Offering or Transaction
\$1,050	under GBL §352-e and §359-e \$500,000 or less offering amount
\$1,950	under GBL §352-e and §359-e more than \$500,000 offering amount
\$750	under GBL §352-e no GBL §359-e registration
\$300	under GBL §359-f(2) per GBL §352-e
Securities Transactions	
\$1,200	under GBL §359-e more than \$500,000 offering amount effective for four (4) years
\$300	under GBL §359-e \$500,000 or less offering amount effective for four (4) years
\$30	for an amendment
Theatrical Syndications	
\$0	under ACAL §23.03 et seq.