



NEW YORK STATE DEPARTMENT OF LAW  
 INVESTOR PROTECTION BUREAU  
 28 Liberty Street, 15<sup>th</sup> Floor  
 New York, NY 10005  
 1-800-771-7755  
 1-800-788-9898 TTY/TDD (for hearing impaired)  
 www.ag.ny.gov

**NY FORM M-11**

File Number \_\_\_\_\_  
 (Found on fee receipt for original filing)

**ISSUER STATEMENT**  
 (Section 359-e General Business Law)

Issuer Name \_\_\_\_\_

Principal Office Address \_\_\_\_\_

\_\_\_\_\_ City State Zip Code

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

Note: This form should not be used by issuers engaged in any aspect of **real estate or mortgage financing** unless they also obtain a letter upon written application pursuant to General Business Law Section 352-e or 352-g. Theatrical Syndication must comply with Article 23 of the Arts and Cultural Affairs Law. Contact the Real Estate Finance Bureau regarding Intrastate offerings pursuant to § 359-ff.

1. Issuer is \_\_\_ *an existing* or \_\_\_ *a proposed*  corporation;  general partnership;  limited partnership;  
 other (specify) \_\_\_\_\_ organized under the laws of \_\_\_\_\_ on \_\_\_\_\_.

2. The business of the issuer is (describe briefly): \_\_\_\_\_

3. Issuer proposes to offer:  stock;  bonds;  notes;  partnership interests;  other (specify) \_\_\_\_\_

4. The securities will be sold:  by the partner(s), officer(s), director(s) or principal(s) of the issuer;  by salespeople employed by issuer.

The securities will be sold on a best efforts basis?  Yes  No. If no, please explain.

5. Total amount of offering \$ \_\_\_\_\_;  offering literature attached;  if not available, attach a letter of explanation.

Total anticipated offering expenses \$ \_\_\_\_\_ consisting of: Selling: \$ \_\_\_\_\_;  
 Other: \$ \_\_\_\_\_.

6. State use of the net proceeds to be obtained: \_\_\_\_\_

<p>Please indicate where the fee receipt should be sent:  <input type="checkbox"/> Attorney <input type="checkbox"/> Issuer</p> <p>_____          Attorney or Issuer Name</p> <p>_____          Street Address</p> <p>_____          City State Zip</p>	<p>Filing Fee for Issuer Statement as follows:          If total amount of offering is \$500,000 or less..... Fee is \$ 300          If total amount of offering is more than \$500,000... Fee is \$ 1,200</p> <p>Make check payable to the NYS Department of Law.          Payment by Attorney's check, company check, certified check, bank check or money order. Personal checks not accepted.</p> <p>Send remittance to: Investor Protection Bureau          NYS Department of Law          28 Liberty Street, 15<sup>th</sup> Floor          New York, New York 10005</p>
---	--

7. Any secondary offering of securities by selling holders of the issuer, please check box .  
 Indicate the details of the secondary offering below for each seller.

Name of Seller	Address	Anticipated Dollar Amount Offered
----------------	---------	-----------------------------------

---



---

8. Has registrant, any officer, director or principal or partner ever...

- A. been suspended or expelled from membership in any securities or commodities exchange, association of securities or commodities dealers or investment advisers? Yes [ ] No [ ]
- B. had a license or registration as a dealer, broker, investment adviser or sales person, futures commission merchant, associated person, commodity pool operator, or commodity trading advisor denied, suspended or revoked? ..... Yes [ ] No [ ]
- C. been enjoined or restrained by any court or government agency from:
  - 1. the issuance, sale or offer for sale of securities or commodities?..... Yes [ ] No [ ]
  - 2. rendering securities or commodities advice?..... Yes [ ] No [ ]
  - 3. handling or managing trading accounts? ..... Yes [ ] No [ ]
  - 4. continuing any practices in connection with securities or commodities?..... Yes [ ] No [ ]
- D. been convicted of any crime (other than minor traffic)? ..... Yes [ ] No [ ]
- E. used or been known by any other name? ..... Yes [ ] No [ ]
- F. been the subject of any professional disciplinary proceeding, hearing, settled complaints or arbitrations in excess of \$10,000? ..... Yes [ ] No [ ]
- G. been adjudged a bankrupt or made a general assignment for the benefit of creditors; or been an officer, director or principal of any entity which was reorganized in bankruptcy, adjudged a bankrupt or made a general assignment for the benefit of creditors? ..... Yes [ ] No [ ]
- H. had an offering of securities within the last the three years or been an officer, director, partner of any entity which had an offering of securities within the last three years ..... Yes [ ] No [ ]
- I. **If the answer to any of the above is "YES", attach a statement of full particulars.**

9. Are there any outstanding judgments (not including judgments involving domestic relations) against the issuer or any officer, director, principal or partner thereof?..... Yes [ ] No [ ]  
**If yes, attach a statement of full particulars.**

10. List names or CRD Numbers of all employees (excluding officers and directors) of Issuer who are selling in New York State. A Form U4 must be submitted for each salesperson listed.

<u>Name of Employee</u>	<u>CRD Number</u>

11. Limited Partnerships are required to submit a list of all limited partners as soon as the offering is completed. This may be done in letter form.

12. If the Issuer is a limited partnership list all of the general partners.

---



---

13. For each officer, director, principal, partner or managing member, please provide the information requested. In the case of a corporate general partner information must be provided for all officers. Do not refer to a prospectus or offering literature. SEC biographies can be substituted for employment history only. If additional space is necessary, please attach additional pages. *Social security numbers and residential information are strictly confidential.*

a. Name: \_\_\_\_\_ Title: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Prior home addresses for the past 5 years: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Telephone: \_\_\_\_\_ Social Security #: \_\_\_\_\_  
 Date of Birth: \_\_\_\_\_ Place of Birth: \_\_\_\_\_

List employment and business affiliation record for the past five years. (Indicate periods of self-employment and unemployment. Include all corporations or other entities where individual holds or held a substantial equity or controlling interest).

From Mo./ Yr.	To Mo./ Yr.	Employer or Business Affiliation Name Address	Position Held and Type of Business

b. Name: \_\_\_\_\_ Title: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Prior home addresses for the past 5 years: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Telephone: \_\_\_\_\_ Social Security #: \_\_\_\_\_  
 Date of Birth: \_\_\_\_\_ Place of Birth: \_\_\_\_\_

List complete employment and business affiliation record for the past five years. (Indicate periods of self-employment and unemployment. Include all corporations or other entities where individual holds or held a substantial equity or controlling interest).

From Mo./ Yr.	To Mo./ Yr.	Employer or Business Affiliation Name Address	Position Held and Type of Business

13. Continued

c. Name: \_\_\_\_\_ Title: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Prior home addresses for the past 5 years: \_\_\_\_\_  
 \_\_\_\_\_  
 Telephone: \_\_\_\_\_ Social Security #: \_\_\_\_\_  
 Date of Birth: \_\_\_\_\_ Place of Birth: \_\_\_\_\_

List complete employment and business affiliation record for the past five years. (Indicate periods of self-employment and unemployment. Include all corporations or other entities where individual holds or held a substantial equity or controlling interest).

From Mo./ Yr.	To Mo./ Yr.	Employer or Business Affiliation Name Address	Position Held and Type of Business

**The use of Power of Attorney is not acceptable.** If all signatures are not available at time of filing, you must submit the proper total fee and all information required by item 13. One original signature is required at the time of filing. Note in your letter that counterpart forms with missing signatures will be submitted within 30 days of filing.

Limited Partnerships, Limited Liability Corporations and Limited Liability Partnerships must supply one signature for each general partner or managing member. One signature by an officer of a corporate general partner or managing member is sufficient, however, all selling officers must sign.

All officers, directors, partners, controlling principals, or managing members of the registrant listed in Item 13, provide an original signature below. All statements contained herein are true and correct and each individual understands that any false statement shall constitute a violation of Art. 23-A of the General Business Law.

<u>Name and Title (please type or print)</u>	<u>Signature</u>	<u>Date</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**To complete this filing a State Notice and Further State Notice must be filed with the Department of State in Albany. In the case of a non-resident issuer a Consent to Service of Process or U2 must be filed with the Department of State ([www.dos.state.ny.us](http://www.dos.state.ny.us)). All changes or amendments to this form must be submitted within 30 days on NY Form M-3 with a \$30 fee.**