



FORM NCE INSTRUCTIONS (Revised April 2017)

This document provides instructions for completion and filing of the Form Notice of Intrastate Claim of Exemption (Form NCE). The Form NCE is used to file a claim of exemption from registration under the NC Paces Act. The Form NCE may be accessed online and downloaded at: <https://www.sosnc.gov/sec/crowdfunding.aspx>.

Items you will need to complete this form:

- Your company's business formation and registration documents,
- Your disclosure document,
- Any contracts between you, your company and any service providers who will help you with your securities offering,
- A way of paying the \$150 filing fee.

General Instructions:

- Do not staple or bind your application materials together.
- Submit your application and attachments on "letter" size (8.5" x 11") white paper in single-side (simplex) format if possible.
- Type or clearly print in black ink responses in the spaces provided.
- If answer(s) require more space than the form permits, provide a comprehensive attachment to this document. Identify individual responses with the corresponding item number(s) provided on this form.
- This form may require several members of your company to sign it. It is not complete without all the required signatures.

Additional Resources

- NC PACES Act - G.S. 78A-17.1 ([click here](#))
- Rules governing an claim of exemption under the NC PACES Act - 18 NCAC 06A .2000. ([click here](#))
- FAQs published on the Secretary of State's website. ([click here](#))

Instructions for Individual Line Items:

Checkbox. Check this box if you have already filed a Form NCE for this securities offering.

Item 1. State the full legal name of the company. If your company's legal name has changed, submit a copy of the document making the legal name change.

Item 2.

Sub a. State the State where you established your company.

Sub b. State the date your company was formed. If you do not know this date, you can often find it on the state website where you formed the company.

Sub c. State the type of business entity. Examples are corporations, nonprofit corporations, limited liability companies (LLC), limited partnership (LP), etc.

Sub d. State the Standard Industrial Classification code that best describes your company activity. The list of SIC codes can be found [here](#).

Item 3.

Sub a. State your company's principal street address with sufficient detail to enable delivery of certified mail. A Post Office Box address is not acceptable.

Sub b. State your company's preferred mailing address including full address, city, state, and zip code with sufficient detail to enable delivery of certified mail if it differs from the principal street address provided in Item 3. Sub a.

Item 4. State the name and title of the person we should contact if we have any questions.

Sub a. State the contact person's telephone number including area code and extension.

Sub b. State the email address of the contact person.

Item 5. State the company's office telephone number including area code and extension.

Item 6. State the email address of the contact at the company's office who will handle the securities offering.

Item 7. State the Internet site address for your company. If your company does not have a website address, state the Internet site address of the funding portal or broker-dealer that will be hosting your platform for the securities offering.

Item 8. If you have any question regarding these federal rules, review SEC rule 147, 17 C.F.R. § 230.147 ([click here](#)), and/or SEC rule 147, 17 C.F.R. § 230.147A ([click here](#)) or consult with a securities attorney. Please note that SEC rule 147, 17 C.F.R. § 230.147A does not become effective until April 20, 2017.

Item 9.

Sub a. State the amount of money that you want to raise by offering the securities to investors. The target offering amount cannot be more than \$2 million.

Sub b. State the minimum offering amount which must be equal to or more than 20% of the target offering amount.

Sub c. State the date you expect to reach the minimum offering amount. It must be less than one year. If you do not raise the minimum amount by this date, your offering will conclude.

Item 10. State the names and titles of every person who will help you promote or sell the securities. That could include you, employees of your company, funding portals, dealers, salesmen, marketing consultants, friends, family, and any person or company that you contract to help you. If you need more space, attach a page and note the number of the item you are answering.

Item 11. State the names and titles of every person who will answer questions your investors have and will manage the relationship with the investors. That includes you, employees of your company, and any person or company that you contract to help you. If you need more space, attach a page and note the number of the item you are answering.

Item 12. By signing this form you are telling us that you understand and that you agree with each of the statements listed in Item 12. If you have any questions, you should conduct your own research or contact an attorney.

Item 13. Your attachments may be uploaded as one document or individually.

Sub a. You are not expected to have all of the agreements listed in Sub a. The only agreement you must have is an escrow agreement. However, if you have contracted with anyone other than an escrow agent, you must include those contracts in your filing.

Sub b. Include your disclosure document.

Sub c. You must include the fee with your filing. That means you may file it through the website, the mail, or by hand delivery, but you will not be able to email it if you are filing the Form NCE for the first time. If you are filing by mail or hand delivery, please include a check with your filing.

Item 14. By signing this form you are telling us that you are authorized to sign on behalf of the company, and that you understand and agree with each of the statements listed in Item 14. If you have any questions, you should conduct your own research or contact an attorney.

Make sure all the people who are required to sign the form do sign the form.