

COVER MEMO AND APPLICATION FEE SUBMISSION

TO: _____

FROM: _____

DATE: _____

**RE: State Application Fee for Regulation A, Tier 1 Securities Offering
 Coordinated Review Application of _____**

To Whom It May Concern:

Enclosed is a payment in the amount of _____, which is the filing fee required by _____ to apply to register a securities offering that will be conducted under Tier 1 of federal Regulation A, 17 CFR 230.251.

This filing fee is submitted in connection with the multi-state coordinated review program for Regulation A, Tier 1 securities offerings through the North American Securities Administrators Association (NASAA), as administered by the State of Washington. The undersigned filer has separately provided a Coordinated Review Application Form (Form CR-3(b)) to the State of Washington as required under the coordinated review protocol, as well as any separate state filing forms (such as a Form U-1 and/or U-2). The application and other forms will be sent to your state by email from the State of Washington according to the review protocol. Physical copies of these forms are not required to be submitted to your state for this coordinated review application.

For any further questions about this securities registration filing and the associated fee, please contact the State of Washington Securities Division at (360) 902-8760 or by email at securitiesregistration@dfi.wa.gov.

Information about the NASAA Coordinated Review Process is available at:
<http://www.coordinatedreview.org/regulation-a/>.

Thank you,
