

**NOTIFICATION OF A NON-SUBSTANTIVE CHANGE:
CHANGE OF OWNERSHIP**

Please submit two (2) copies of this form no later than thirty (30) days prior to the date of the change, unless otherwise directed by this form. Please include a fee of \$695.00 for each campus associated with this application. The aforementioned fee is nonrefundable. (Note for Candidate Schools: If the change occurs prior to the initial accreditation on-site evaluation, no fee is required. If the change occurs after the initial accreditation on-site evaluation, the appropriate fee is required. Refer to Section 4.16 of the Rules.) Additionally, you may be assessed late fees if this change is not received on time, for which you will be billed at a separate time. Be sure to keep a copy of this application (including attachments) for your records. If an item on the form does not apply, mark it N/A.

1. In the chart below, list the reference numbers and names of all campuses associated with this application:
Note: All campuses listed below must be under the exact same ownership. Please complete a separate application for each institution that is not under identical ownership

Ref. #	School Name

*Attach additional sheets to this application if more than five campuses are associated with this application

2. Are any of the institutions above currently on probation? Yes ____ No ____
3. **Is this notification being submitted sixty (60) days after the change occurred? Yes ____ No ____**
If you answered yes to question #3 above, please submit seven (7) copies of this application to NACCAS, as pursuant to Section 4.15(b) of NACCAS' Rules, this change is now considered substantive (meaning it requires Commission approval). Additionally, please include an extra \$200 processing fee with this application in order to cover the costs associated with Commission review.
4. **Date change occurred / is scheduled to occur:** _____
5. Please select how this change of ownership is non-substantive:
Note: If multiple options apply, select the first option that applies to your institution. For example, if your change of ownership could be categorized as either Type #2 or Type #3, you would mark Type #2.

- Type #1: The change of ownership is limited to non-voting interests or shares
- Type #2: The change of ownership involves a transfer of voting interests, where no change of control is occurring.
Note: Unless the change is treated as "exempt" by the U.S. Department of Education, a change of control occurs when either: (i) a person who did not previously have a majority (i.e., more than 50%) of voting interests obtains a majority of voting interests through a change of ownership OR (ii) a person who previously had a majority of voting interests ceases to have a majority of voting interests after a change of ownership.
- Type #3: An owner of an institution dies or retires and transfers his/her shares to a Family Member of the deceased or retiring owner.
- Type #4: An owner of an institution dies or retires and transfers his/her voting interests to one or more of the remaining owners, where the person (or people) to whom such voting interests are transferred (i) is a natural person (i.e., a human being as opposed to a corporation or business entity); (ii) has been involved in the management of the institution for at least two years prior to the transfer; and (iii) has established and retained an ownership interest in the institution for at least two years prior to the transfer.
- Type #5: The corporate structure of the institution is changing without the owners or their respective voting interests changing (e.g., a corporation is forming or being dissolved, ownership of the institution is changing from one type of business entity to another type, etc.)
Note: If your change of ownership is not covered by the categories above, you need to complete the change of control application (application 12A or 12B) available on NACCAS' website in the "applications and forms" section. Please contact Jason Tiezzi at (703)600-7600, ext. 155 if you are unsure whether your ownership change is non-substantive.

OLD OWNERSHIP INFORMATION

6. This institution was (check one): Private Non-Profit () Private For-Profit () Publicly Traded ()
7. Institution was owned by: Individual(s): _____ (Complete Type A Ownership below)
 Institution was owned by: Corporation or LLC: _____ (Complete Type B Ownership below)
 Institution was owned by: Subsidiary of Parent Corporation: _____ (Complete Type C below)

Type A Ownership (Old Ownership): N/A (if your institution was owned by a corporation)

8. List the names of the sole proprietor or partners and their percentages of ownership

<u>Name</u>	<u>Percentage of Ownership</u>

Type B Ownership (Old Ownership): N/A (if Type B did not apply to your institution)

9. Name of Corporation/LLC _____
10. Check one: LLC LTD Inc. Other _____
11. State of Incorporation or organization: _____
12. Date of Incorporation or organization: _____
13. List all individuals, corporations, or other entities who owned shares or membership interests, as applicable. Provide a separate attachment if more space is needed.

Individual / Corporation	Ownership Percentage

(For Private Non-Profit organizations, please list corporate officers' names and their titles since there are no owners, and leave the percentage section blank)

Type C Ownership (Old Ownership): N/A (if Type C did not apply to your institution)

14. **Using page 7 of this application**, list all corporations or other owner entities, including individuals who owned the entities, in order closest to the institution's direct ownership.

For your assistance, an example is provided on pages 9-10.

NEW OWNERSHIP INFORMATION

15. This institution is (check one): Private Non-Profit () Private For-Profit () Publicly Traded ()
16. Institution owned by: Individual(s): _____ (Complete Type A Ownership below)
 Institution owned by: Corporation or LLC: _____ (Complete Type B Ownership below)
 Institution owned by: Subsidiary of Parent Corporation: _____ (Complete Type B below)

Type A Ownership (New Ownership): N/A (if your institution is owned by a corporation)

17. List the names of the sole proprietor or partners and their percentages of ownership

<u>Name</u>	<u>Percentage of Ownership</u>
_____	_____
_____	_____
_____	_____
_____	_____

Type B Ownership (New Ownership): N/A (if Type B does not apply to your institution)

18. Name of Corporation/LLC _____
19. Check one: LLC LTD Inc. Other _____
20. State of Incorporation or organization: _____
21. Date of Incorporation or organization: _____
22. List all individuals, corporations, or other entities who own shares or membership interests, as applicable.
 Provide a separate attachment if more space is needed.

Individual / Corporation	Ownership Percentage

(For Private Non-Profit organizations, please list corporate officers' names and their titles since there are no owners, and leave the percentage section blank)

Type C Ownership (New Ownership): N/A (if Type C does not apply to your institution)

23. **Using page 8 of this application**, list all corporations or other owner entities, including individuals who own the entities, in order closest to the institution's direct ownership.

For your assistance, an example is provided on pages 9-10.

24. Is the name of the corporation changing? Yes _____ No _____ N/A _____

25. What is the institution's current fiscal year end? _____

26. What will be the institution's fiscal year end after the change? _____

27. Will the primary NACCAS contact person be changing? Yes _____ No _____

If yes, please enter the new contact person's contact information below:

Contact Name: _____

Mailing Address (note: cannot be a PO Box): _____

Contact Phone #: _____

Contact Email Address: _____

28. If the primary contact is changing, would you like to leave the old contact as an authorized contact?

Yes _____ No _____ N/A _____

(An authorized contact will retain the ability to discuss all confidential matters relating to the institution's accreditation; however, they will no longer be the primary point of contact for all NACCAS communications.)

29. Has any owner or any employee of the institution been barred from participation in any Federal or state program, or been disallowed by the US Department of Education from owning any institution that participates in federal financial aid, within the past five years?

Yes _____ No _____

(If you answered yes to the question above, please contact Jason Tiezzi at jtiezzi@naccas.org prior to submitting this application for additional guidance.)

(Continue to page 5)

30. Attach the following documents to this application, as applicable:

Please follow the instructions carefully!

If Change of Ownership is Type #1 or Type #2 (see pg. 1 for different types of ownership changes)

- Proof that the state has acknowledged/approved the change OR a letter which indicates state approval will be provided following provisional approval from NACCAS OR evidence that no approval or notification to the state is required (e.g., email from state official indicating the change does not require approval or notification, etc.)
- Resolution or transfer agreement which states all terms of the transfer, including the numbers and percentages of voting interests transferred and the names and signatures of all parties involved in transaction. This document must be fully executed before final approval can be granted. Note: If the transfer agreement has not been fully executed as of the date this application is submitted, please submit a draft agreement or contract with this application. Once the final agreement has been fully executed, please submit this final agreement to NACCAS.
- If, as part of this change of ownership, a corporation not previously affiliated with the school is becoming an owner of shares, please attach stock certificates, stock ledgers, or other documentation that shows the individuals who own this newly added corporation. (For example, if Buffy Beauty Inc. was not previously associated with the school, but then bought 10% of the voting interests through this change of ownership, you would provide NACCAS with stock certificates or an equivalent showing the individuals who own Buffy Beauty Inc.)
- Non-Refundable Non-Substantive Change Fee of \$695* for each campus affected by this change, along with an additional \$200 processing fee if you answered “yes” to question #3 of this application

*Note for Candidate Schools: If the change occurs prior to the initial accreditation on-site evaluation, no fee is required. If the change occurs after the initial accreditation on-site evaluation, the appropriate fee is required. Refer to Section 4.16 of the *Rules*.

If Change of Ownership is Type #3 or Type #4 (see pg. 1 for different types of ownership changes)

- Proof that the state has acknowledged/approved the change OR a letter which indicates state approval will be provided following provisional approval from NACCAS OR evidence that no approval or notification to the state is required (e.g., email from state official indicating the change does not require approval or notification, etc.)
- Resolution or transfer agreement which states all terms of the transfer, including the numbers and percentages of voting interests transferred and the names and signatures of all parties involved in transaction. This document must be fully executed before final approval can be granted. Note: If the transfer agreement has not been fully executed as of the date this application is submitted, please submit a draft agreement or contract with this application. Once the final agreement has been fully executed, please submit this final agreement to NACCAS.
(Required if Change of Ownership involves a retiring owner)
- Proof that the deceased’s voting interests in the school have been legally transferred (e.g., probate documentation, trust documentation, etc.)
(Required if Change of Ownership involves a deceased former owner)
- A notarized statement from the previous owner stating that he/she is retiring, and is not involved in the management of any post-secondary institutions.
(Required if Change of Ownership involves a retiring owner)
- Biographies and/or resumes of the new owners after the change, including proof that the new owners have been involved in the management of the school for the past two years
(Required for Type #4 Change of Ownership only)
- Non-Refundable Non-Substantive Change Fee of \$695* for each campus affected by this change, along with an additional \$200 processing fee if you answered “yes” to question #3 of this application

*Note for Candidate Schools: If the change occurs prior to the initial accreditation on-site evaluation, no fee is required. If the change occurs after the initial accreditation on-site evaluation, the appropriate fee is required. Refer to Section 4.16 of the *Rules*.

If Change of Ownership is Type #5 (see pg. 1 for different types of ownership changes)

- Proof that the state has acknowledged/approved the change OR a letter which indicates state approval will be provided following provisional approval from NACCAS OR evidence that no approval or notification to the state is required (e.g., email from state official indicating the change does not require approval or notification, etc.)
- Proof of legal creation / dissolution for any corporate entities added or removed from the ownership
- Stock certificates / stock ledgers showing the ownership for all corporations involved in the ownership of the school following this change
- Non-Refundable Non-Substantive Change Fee of \$695* for each campus affected by this change, along with an additional \$200 processing fee if you answered “yes” to question #3 of this application

*Note for Candidate Schools: If the change occurs prior to the initial accreditation on-site evaluation, no fee is required. If the change occurs after the initial accreditation on-site evaluation, the appropriate fee is required. Refer to Section 4.16 of the *Rules*.

CERTIFICATION

I hereby certify that the institution for which this application is being made is not under any citation by the state licensing agency for any violations of licensing laws. The institution will not make any promotional use of the application prior to approval of this application by NACCAS.

In addition, I hereby provide a release for purposes of eliciting information from state boards and government entities, as well as an acknowledgment of the fact that accrediting information may, at the discretion of NACCAS, be shared with other accrediting agencies and governmental entities.

I certify that I understand that the use of any technical assistance or consultation services provided by NACCAS does not in any way guarantee the approval of this application and that NACCAS’ Board of Commissioners has the final authority in determining an institution’s compliance with accreditation requirements.

I certify that the information provided herein is true and correct to the best of my knowledge and belief. I further understand that knowingly providing false or misleading information to NACCAS may result in the Commission taking disciplinary action against the institution.

 Institution’s Owner/or Official Contact Person Signature
(Must be signed by the old owner / official contact)

 Date

 Print Name (clearly)

 Title

Reminder: It is the institution’s obligation to notify the U.S. Department of Education of changes, if applicable.

Disclaimer: NACCAS reserves the right to require a full application and fee, if it determines that the change listed on this form is substantive rather than non-substantive.

Type C Ownership (Old Ownership):

Only complete this page if your institution’s old ownership is “Type C,” as described on page 2 of this application.

List the corporations or other owner entities, including individuals who owned the entities, in order closest to the institution’s direct ownership. For your assistance, an example is provided on pages 9-10.

<u>TIER 1</u>	
(These are the individuals / entities that directly own the school)	
Individual / Corporation	% Ownership

<u>TIER 2</u>		
(These are the individuals / corporations that own the entities listed in Tier 1)		
Individual / Corporation	Tier 1 Corporation Owned	Ownership % in Tier 1 Corporation

<u>TIER 3</u>		
(These are the individuals / corporations that own the entities listed in Tier 2)		
Individual / Corporation	Tier 2 Corporation Owned	Ownership % in Tier 2 Corporation

<u>TIER 4</u>		
(These are the individuals / corporations that own the entities listed in Tier 3)		
Individual / Corporation	Tier 3 Corporation Owned	Ownership % in Tier 3 Corporation

Type C Ownership (New Ownership)

Only complete this page if your institution’s new ownership is “Type C,” as described on page 2 of this application.

List the corporations or other owner entities, including individuals who own the entities, in order closest to the institution’s direct ownership. For your assistance, an example is provided on pages 9-10.

<u>TIER 1</u>	
(These are the individuals / entities that directly own the school)	
Individual / Corporation	% Ownership

<u>TIER 2</u>		
(These are the individuals / corporations that own the entities listed in Tier 1)		
Individual / Corporation	Tier 1 Corporation Owned	Ownership % in Tier 1 Corporation

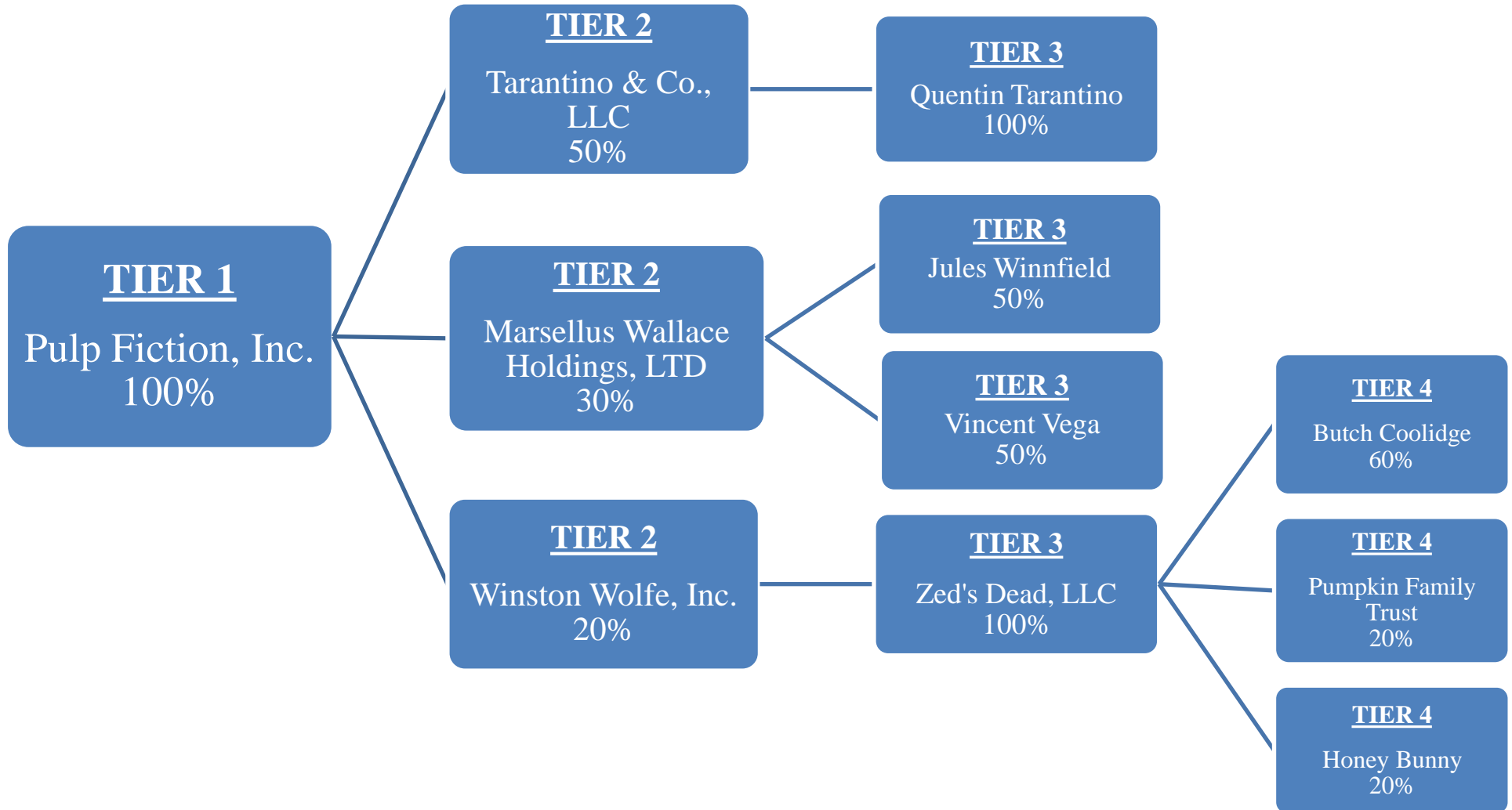
<u>TIER 3</u>		
(These are the individuals / corporations that own the entities listed in Tier 2)		
Individual / Corporation	Tier 2 Corporation Owned	Ownership % in Tier 2 Corporation

<u>TIER 4</u>		
(These are the individuals / corporations that own the entities listed in Tier 3)		
Individual / Corporation	Tier 3 Corporation Owned	Ownership % in Tier 3 Corporation

Example of a “Type C” Ownership

Below is a sample ownership organizational chart for a “Type C” Ownership.

A corresponding ownership organization in chart format is displayed on page 10. Please use this example (pages 9-10) for guidance on how to complete pages 7 & 8. (Only required if your institution’s old and/or new ownership is “Type C.”)



Example of a “Type C” Ownership (Continued)

If your institution’s old and/or new ownership is “Type C,” please use this example for guidance on how to complete pages 7 & 8.

<u>TIER 1</u>	
(These are the individuals / entities that directly own the school)	
Individual / Corporation	Ownership %
Pulp Fiction, Inc.	100%

<u>TIER 2</u>		
(These are the individuals / corporations that own the entities listed in Tier 1)		
Individual / Corporation	Tier 1 Corporation Owned	Ownership % in Tier 1 Corporation
Tarantino & Co, LLC	Pulp Fiction, Inc.	50%
Marsellus Wallace Holdings, LTD	Pulp Fiction, Inc.	30%
Winston Wolfe, Inc.	Pulp Fiction, Inc.	20%

<u>TIER 3</u>		
(These are the individuals / corporations that own the entities listed in Tier 2)		
Individual / Corporation	Tier 2 Corporation Owned	Ownership % in Tier 2 Corporation
Quentin Tarantino	Tarantino & Co, Inc.	100%
Jules Winnfield	Marsellus Wallace Holdings, LTD	50%
Vincent Vega	Marsellus Wallace Holdings, LTD	50%
Zed’s Dead, LLC	Winston Wolfe, Inc.	100%

<u>TIER 4</u>		
(These are the individuals / corporations that own the entities listed in Tier 3)		
Individual / Corporation	Tier 3 Corporation Owned	Ownership % in Tier 3 Corporation
Butch Coolidge	Zed’s Dead, LLC	60%
Pumpkin Family Trust	Zed’s Dead, LLC	20%
Honey Bunny	Zed’s Dead, LLC	20%