



**Department
of Commerce**

Division of Securities
77 South High Street, 22nd Floor
Columbus, Ohio 43215-6131
Telephone (614) 644-7381

**Form 6(A)(3)
Application to Register
Securities
Pursuant to R.C. 1707.06(A)(3)**

File Number

For Division Use Only. Registrant Must Not Complete.	Date	Checked By	Notation		
Fee (\$50.00) Received					
Prior registrations checked					
Examined as to form					
Amendment requested					
Acknowledgment sent					
Accepted for filing					
Registration withdrawn					
Registration suspended					
Registration refused					
Examination requested					
Prior Registration					
(Section)	(File #)	(Date)	(Amount)	(Description)	(Price)
This Registration					
(Section)	(File #)	(Date)	(Amount)	(Description)	(Price)

Note: Use this form to apply to register by description transactions in a future sale of securities in Ohio by a business organization other than a corporation pursuant to R.C. 1707.06(A)(3). Separate Forms are required to register under R.C. sections 1707.06(A)(1), (2), or (4).

If the space provided on this form is inadequate for a full response, attach an exhibit numbered to correspond to the number of the question for which the response is provided.

Integration: The issuer should be aware that all sales of securities before or after this filing may be subject to integration with this offering by the Division. Factors considered particularly relevant to integration include the following: 1) Are the offerings part of a single plan of financing? 2) Do the offerings involve issuance of the same class of security? 3) Are the offerings made at or about the same time? 4) Is the same type of consideration to be received? 5) Are the offerings made for the same general purpose?

COMPLETE ALL ITEMS

- Form of business organization of issuer: _____
(e.g., partnership, limited liability company, limited partnership, partnership association, syndicate, pool, trust, trust fund, or other unincorporated association)
- Issuer's full legal name _____
(Payer's Federal Tax Identification Number)

3. Issuer's principal place of business _____
(Number and Street) (Address Line 2)

(City, State, Zip code)

(Website, if applicable)

(Phone No.)

4. Statutory Agent:

(Name)

(Title)

(Entity)

(Phone No.)

(Number and Street)

(Address Line 2)

(City, State, Zip code)

(E-mail)

5. Date and state of issuer's organization: _____
(Month, Day and Year) (State)

6. State **specifically** the **actual** business in which issuer is engaged or will engage: _____

7. List all prior registrations or claims of exemption by the issuer under the Ohio Securities Act, R.C. chapter 1707. (If none, please state "None").

<u>Date</u>	<u>Price</u>	<u>R.C. Section No.</u>	<u>Description of Securities</u>	<u>File No. (if applicable)</u>
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8. State the name, official capacity, and business addresses of each trustee, general partner, director, executive officer, principal, manager, or other person charged with the management of the organization: _____

9. List all similar enterprises in which the issuer or its principals are engaged: _____

10. Describe all securities of the issuer:

(a.) Authorized to be issued: _____

(b.) Now issued and outstanding: _____

11. (a.) State the number, class, price, and aggregate amount of all securities **to be registered under this form:**

(Number)	(Class)	(Price per unit)	(Aggregate sale price)

Clarification (if necessary):

(b.) State the maximum period of time during which the securities will be offered (**not to exceed sixteen months**):

12. Will the securities to be registered under this form be sold only by the issuing organization? YES NO

If no, identify names and Ohio dealer license numbers (CRD#) of any dealers or salespersons that will be used in connection with the sales of these securities. (If none, please state "None"). _____

13. Will the aggregate commission, discount, or other remuneration (excluding legal, accounting, and printing fees of the organization) paid or given directly or indirectly in connection with the sale of such securities be limited to ten per cent of the initial offering price? YES NO

14. Will all securities to be registered under this form be sold exclusively for cash? YES NO (see Item 16-C)

15. (a.) Will the securities to be registered under this form be sold to not more than a maximum of thirty-five purchasers? (**NOTE:** The following shall not be included among the thirty-five purchaser maximum: (i) any purchaser of at least \$100,000 of the securities offered hereby, or (ii) any trustee, general partner, director, or executive officer of the issuer, or any member of a limited liability company, if the issuer is a limited liability company in which the management is reserved to its members, or manager of a limited liability company, if the issuer is a limited liability company in which the management is not reserved to its members.) YES NO

(b.) Will the securities to be registered under this form be issued and disposed of for the sole account of the issuer in good faith and not for the purpose of avoiding R.C. sections 1707.01 to 1707.45? YES NO

16. Attach the following required Exhibits. (If a provision below is not applicable, please state "Not Applicable").
- A. Unless the issuing organization or its predecessor has engaged in operations less than 90 days prior to the date of this registration, attach a copy of the following documents, either audited or attested to by an executive officer, for the most recent fiscal year and the last quarterly accounting period: (i) the issuer's balance sheet with appropriate footnotes, and (ii) the issuer's profit and loss statement with appropriate footnotes. Reports prepared by an independent accountant must include a letter from the accountant consenting to the use of the report in the application. Designate as Exhibit 16-A. *See* O.A.C. 1301:6-3-06(A)(1).
 - B. Attach a final draft of the organizational documents and agreements executed and in effect, or to be executed. (Such documents would include, e.g., the articles of organization and operating agreement for a limited liability company, the partnership agreement for a partnership-based entity, the declaration of trust for a trust, etc.) Attach all contracts between the organization and individual principals of the organization that materially affect the interests of other principals. Attach copies of any present or intended contracts that will have a significant and material impact upon the operations of the organization. Designate as Exhibit 16-B.
 - C. If these securities will not be sold exclusively for cash, attach an exhibit stating: (1) what will be received for such securities; (2) the number and class of any securities to be exchanged therefore; (3) the name and addresses of the persons who will receive such securities; and (4) a sworn appraisal by a qualified, disinterested, non-affiliated appraiser, or such other proof as may be available, as to the true value of such consideration. Designate as Exhibit 16-C.
 - D. A prospectus must be attached if the aggregate amount of this offering exceeds \$250,000. Designate as Exhibit 16-D. *See* O.A.C. 1301:6-3-06(A)(2).
 - E. Attach a copy of all written material to be used in connection with the sale of these securities including, but not limited to, any offering circular, prospectus, advertising, sales literature, or other writing such as business plans, market analyses, and financial projections. All materials used in connection with the sale of the securities must be approved by the Division prior to any use of the materials. Designate as Exhibit 14-E. *See* O.A.C. 1301:6-3-06(A)(4).
 - F. Attach a specimen of the security to be sold pursuant to this registration and a copy of the Resolution of the Board of Directors authorizing its sale. Designate as Exhibit 16-F.
 - G. Attach an exhibit describing the use of proceeds from this offering. Designate as Exhibit 16-G.
 - H. If the issuer is not domiciled in Ohio, or organized under the laws of Ohio, complete and attach Form 11 or Forms U-2 and U-2A. *See* R.C. 1707.11.

17. Correspondence and the Certificate of Acknowledgment for the application should be addressed to:

(Name) (Number and Street) (City, State, Zip code)

(Title) (Entity) (E-mail) (Phone No.)

SIGNATURE

Issuer: _____

By: _____

VERIFICATION

(Verification by One Person is Sufficient)

County of _____

State of _____

The undersigned, _____, being first duly sworn, deposes and says:

That he or she has executed the foregoing for, and on behalf of, the applicant named therein; that he or she is the _____ of such applicant and is fully authorized to execute and file such application on its behalf; that he or she is familiar with such application and the facts underlying such application; and that to the best of his or her knowledge, information and belief, the statements made in such application are true and the documents submitted herewith are true copies of the original thereof.

Signature of Person Sworn

Office Held

Month, Day and Year

Signature of Notary Public

Subscribed and sworn to before me

A Certificate of Acknowledgment will be mailed at effectiveness in seven business days pursuant to R.C. Section 1707.08 if the registration by description is not suspended or refused pursuant to R.C. Sections 1707.13 or 1707.131. No form can be returned for correction, nor can a refund be made of filing fees.

Submit completed application together with \$50.00 fee (if applicable) to the Ohio Division of Securities, 77 South High Street, Floor 22, Columbus, Ohio 43215-6131.