

Telephone:
(614) 644-7381

STATE OF OHIO
Department of Commerce
Division of Securities
77 South High Street, Columbus, Ohio 43215-6131

File No. _____

Form 6(A)(2)
Pursuant to R.C. Section 1707.06(A)(2)

Registrant Must Not Complete. Division Record --	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Registration withdrawn _____					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 _____					
This Registration (<i>Registrant Must Not Complete.</i>)					
(Section)	(File)	(Date)	(Amount)	(Description)	(Price)

Note: Use this form only when the corporation wishes to register a transaction in securities for future sales under R.C. Section 1707.06(A)(2). Separate Forms must be obtained from the Division for registration under R.C. Sections 1707.06(A)(1), (3), or (4).

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

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: 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

1. Is the issuer a Corporation? YES NO If answer is no, utilize a different form.
2. Issuer's corporate name: _____
(Payer's Federal Tax Identification Number)
3. Issuer's principal business office: _____
(Street and Number) (City, State, Zip) (Phone)
4. Statutory Agent: _____
(Name) (Street and Number) (City, State, Zip)
5. Date and state of issuer's incorporation: _____
(Month, Day and Year) (State)
6. State **specifically** the actual business in which issuer is engaged or will engage: _____

7. Will the securities be sold only by the issuing corporation? YES NO. If no, identify name of dealer licensed in Ohio which will be used in connection with the sales of these securities. _____

8. (a) Will all such securities be sold for cash or tangible property located in Ohio? YES NO
- (b) Will the aggregate commission, discount, or other remuneration, excluding legal, accounting, and printing fees paid or given directly or indirectly in connection with the sale of these securities not exceed ten per cent of the initial offering? YES NO
- (c) Will the securities be sold 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

9. List all prior registrations or claims of exemption by the issuer under the Ohio Securities Act, Chapter 1707., Ohio Revised Code.

<u>Date</u>	<u>Price</u>	<u>Section No.</u>	<u>Description of Securities</u>	<u>File No. (if applicable)</u>

10. Provide the following information about the capital structure of the corporation.

(a.) Shares now authorized by Articles of Incorporation including amendments, if any. Attach elaboration, if necessary:

I. Common

No. of Shares	Par Value	Voting	No. of Shares Outstanding Prior to Filing
_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	_____

II. Preferred

No. of Shares	Par Value	Dividend Rate	Cumulative	Voting	No. of Shares Outstanding Prior to Filing
_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO	_____

III. Other Classes

No. of Shares	Par Value	Dividend Rate	Cumulative	Voting	No. of Shares Outstanding Prior to Filing
_____	_____	_____	<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO	_____

(b.) Describe briefly issuer's outstanding securities **other than shares**, such as issues of notes, bonds, debentures, trust certificates, etc. State (1) amount outstanding; (2) date of issue; (3) date of maturity; (4) redemption provisions; (5) interest rate; (6) nature of security therefore; (7) conversion rights. (If none, so state.)

11. (a.) State number, class, price and amount of ALL shares, preferred or common, to be **registered under this form**.

No. of Shares	Class of Shares	Exact Sale Price Per Share	Total Sale Price of All Shares

(b.) Describe briefly and state number, class, price and amount of issuer's securities **other than shares**, such as promissory notes, bonds or debentures, to be **registered under this form**. (If none, so state.)

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

12. (a) Will these securities be sold to not more than a maximum of thirty-five purchasers? YES NO
 (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; (ii) any director or executive officer of the issuer.)

- (b) Will the aggregate commission discount or other remuneration, excluding legal, accounting and printing fees, paid or given directly or indirectly in connection with the sale of these securities exceed ten per cent of the initial offering price? YES NO

13. **Attach the following required Exhibits.** *(State if a provision below is not applicable.)*

- A. Unless the corporation or its predecessor has engaged in operations less than 90 days prior to the date of this registration, attach a copy of issuer's balance sheet with appropriate footnotes and profit and loss statement for the most recent fiscal year and the last quarterly accounting period, either audited or attested to by an executive officer. Reports prepared by an independent accountant must include a letter from the accountant consenting to the use of the report for the application. Designate as Exhibit 13-A.
- B. Attach an exact copy of the Articles of Incorporation including amendments and any language in the Code of Regulations or By-Laws relating to (1) voting rights; (2) dividend rights; (3) liquidation rights; (4) preemptive rights; (5) subscription rights; (6) conversion rights; and (7) redemption provisions of issuer's shares. If no rights are expressly given by the Articles, Codes of Regulations, or By-Laws, a statement should be made that shareholders have only such rights as are provided by statute. Attach all contracts between the corporation and individual shareholders, including any close corporation agreements. Attach all contracts between the corporation and individual shareholders that materially affect other shares. Attach copies of any present or intended contracts that will have a significant and material impact upon the operations of the corporation. Designate as Exhibit 13-B.
- C. If these securities will be sold for tangible property located in Ohio, or intangible property, attach an exhibit stating the number and class of securities to be exchanged therefore, the property to be exchanged for the securities, and a sworn appraisal by a qualified, disinterested, nonaffiliated appraiser or such other proof as may be available as to the true value of such consideration. Designate as Exhibit 13-C.
- D. A prospectus must be attached if the aggregate amount of this offering exceeds \$250,000. Designate as Exhibit 13-D.
- E. Attach a copy of all printed material to be used in connection with the sale of these securities including, but not limited to, advertising, offering circulars, business plans and projections, marketing and financial analysis forecasts, and any other literature. Designate as Exhibit 13-E.
- 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 13-F.
- G. If issuer is not domiciled in Ohio, attach Form 11. (see R.C. Section 1707.11.)
- H. Attach an exhibit describing the use of proceeds from this offering. Designate as Exhibit 13-H.

14. Correspondence and the Certificate of Acknowledgment for the registration should be addressed to:

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

SIGNATURE

Issuer: _____ (Fax)

By: _____

VERIFICATION (Verification by One Person is Sufficient)

County of _____

State of _____

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

That he has executed the foregoing for and on behalf of the applicant named therein; that he is _____ of such applicant and is fully authorized to execute and file such application; that he is familiar with such application and the facts underlying such application; and that to the best of his 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 Subscribed and sworn to before me _____
Month, Day and Year

Office Held Signature of Notary Public

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 registration together with \$50.00 fee to Division of Securities, 77 South High Street, Floor 22, Columbus, Ohio 43215-6131.