

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

File No. _____

Form 6(A)(4)
Registration by a Corporation of a Proposed Sale of Additional Securities to Existing Security Holders Pursuant to R.C. Section 1707.06(A)(4).

Registrant Must Not Complete. Division Record --	Date	Checked By	Notation
Fee (\$50.00) Received _____			
Prior registrations checked _____			
Examined as to form _____			
Amendment requested _____			
Accepted for filing _____			
Acknowledgment sent _____			
Registration withdrawn _____			
Registration suspended _____			
Registration refused _____			
Examination requested _____			
This Registration (<i>Registrant Must Not Complete.</i>)			(Price)
(Section)	(File)	(Date)	(Amount) (Description)

Note: Use this form if sub-items (a), (b) and (c) of item 11 can be answered in the affirmative. Check each of these sub-items before starting to complete this form.

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. Issuer's corporate name _____ (Payer's Federal Tax Identification Number)
2. Issuer's principal business office _____ (Street and Number) (City, State, Zip) (Phone)
3. Statutory Agent: _____ (Name) (Street and Number) (City, State, Zip) (Phone)
4. Date and state of issuer's incorporation: _____ (Month, Day and Year) (City, State, Zip) (State)
5. State **specifically** the actual business in which issuer is engaged or will engage: _____

6. **Securities authorized and securities sold:**

a. Shares now authorized by Articles of Incorporation, including amendments, if any:

I Common	II Preferred	III Other Classes
		Description _____
No. of Shares _____	No. of Shares _____	No. of Shares _____
Par Value _____	Par Value _____	Par Value _____
Voting _____	Dividend Rate _____	Dividend Rate _____
	Cumulative _____	Cumulative _____
	Voting _____	Voting _____

b. Total number of shares sold, issued or subscribed to date.

I Common	II Preferred	III Other Classes
No. of Shares _____	No. of Shares _____	No. of Shares _____

c. Attach an exact copy of any language in the Articles of Incorporation, including amendments, and in the Code of Regulations or By-Laws relating to: (1) voting rights; (2) dividend rights; (3) liquidation rights; (4) pre-emptive rights; (5) subscription rights; (6) conversion rights; and (7) redemption provisions of the issuer's shares. If no rights are expressly given by the Articles, Code of Regulations or By-Laws, a statement should be made that shareholders have only such rights as are provided by statute.

d. 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) interest rate; (5) nature of security therefore; and (6) conversion rights. (If none, so state.)

7. State number, class, price and amount of **all** shares, preferred or common, to be the subject matter of the transaction described by this registration for sale in Ohio. (If none, so state.)

(No. of Shares)	(Description of Shares)	(Exact Sale Price of Share)	(Total Sale Price of all Shares)
(No. of Shares)	(Description of Shares)	(Exact Sale Price of Share)	(Total Sale Price of all Shares)

8. State the number, class, price and amount of issuer's shares of all classes to be sold outside of Ohio. (If none, so state.)

(No. of Shares)	(Description of Shares)	(Exact Sale Price of Share)	(Total Sale Price of all Shares)
(No. of Shares)	(Description of Shares)	(Exact Sale Price of Share)	(Total Sale Price of all Shares)

9. Describe briefly and state number, class, price and amount of issuer's securities **other than shares**, such as promissory notes, bonds or debentures:

a. To be the subject matter of the transaction described by this registration for sale in Ohio. (If none, so state.)

b. To be sold outside Ohio. (If none, so state.)

10. a. Are the securities which are the subject matter of this registration to be sold exclusively for cash?

YES NO

b. If not, furnish Exhibit C stating: (1) what will be received for such securities; (2) the number and class of securities to be exchanged therefore; (3) the names and addresses of the persons who will receive such securities; and (4) a sworn appraisal by a competent, disinterested, non-affiliated appraiser or such other proof as may be available with respect to the true value of items other than cash which will be received for such securities.

11. **Note:** This form can be used only if items (a), (b) and (c) below can **all** be answered in the affirmative.

a. Will the sale of the above described securities be made by a corporation? YES NO

b. Are the above described securities to be offered exclusively to a class or classes of existing security holders of the above described issuer? YES NO

c. Will the sales of the above described securities be made without the payment, directly or indirectly, of any commission or other remuneration except as may be specified in (d) below? YES NO Answer (d), if applicable. If not applicable, so state.

d. The above discount, commission or remuneration, if any, to be paid in connection with the offering and sale of the above described securities will be received by _____ a securities dealer, who has agreed to purchase all securities not purchased by security holders to whom this offering is to be made. Attach and mark as Exhibit D a copy of the proposed agreement with such dealer.

12. Attached hereto and made a part of this filing are the following exhibits:

Exhibit A - Copy of issuer's balance sheet with appropriate footnotes and profit and loss statement for the most recent fiscal year and the most recent fiscal quarter either audited, or attested to by an executive officer if the issuer has engaged in business more than 90 days prior to the date of this registration.

Exhibit B - A specimen of the security to be sold pursuant to this registration.

Exhibit C - Referred to in Item 10(b) with respect to valuation of items other than cash to be received for securities.

Exhibit D - Referred to in Item 11(d) requiring copy of proposed dealer's agreement.

Exhibit E - If issuer is not domiciled in Ohio, attach Form 11. (See R.C. Section 1707.11.)

Exhibit F - A prospectus must be attached if the aggregate amount of this offering exceeds \$250,000.

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

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

(Fax)

SIGNATURE

Issuer _____

By _____
(Title)

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

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