

Telephone
(614) 644-7381

STATE OF OHIO
Department of Commerce
Division of Securities
77 South High Street, Columbus, OH 43215-6131
Form 3-W
REPORT OF PROPOSED SALE OF SECURITIES
1707.03(W)

File Number _____

| Claimant Must Not fill In. Division Record Only | Date | Checked By | Notation |
|--|--------|------------|----------|
| Fee (\$100 Received) | | | |
| Prior registrations checked | | | |
| Examined as to form | | | |
| Amendment requested | | | |
| Record Made | | | |
| Examination Requested | | | |
| Exemption 3-W (Claimant Must Not Fill In.) | | | |
| (File) | (Date) | (Amount) | (Price) |

Instructions:

This form to be used only for any offer or sales to be made in reliance on the exemptions provided by Rule 505 of Regulation D made pursuant to the Securities Act of 1933. This form and the one hundred dollar filing fee should be submitted to the Ohio Division of Securities, 77 South High Street, Columbus, Ohio 43215-6131. *Five days after receipt by the Division, offers may begin.*

1. Issuer's full name _____ Payer's Federal Tax Identification Number _____

2. Issuer's Address _____
(Street) (City, State, Zip) (Phone No.)

3. State of incorporation/formation _____ Type of entity _____
(Corporation, Partnership, etc.)

4. Correspondence regarding this report should be sent to:

(Name) (Street) (City, State, Zip Code) (Phone No.)

5. Securities to be offered in Ohio under Section 1707.03(W):

| <u>Type of Securities</u> | <u>Price Per Unit</u> | <u>Number of Units Sold</u> | Total Offering |
|---------------------------|-----------------------|-----------------------------|----------------|
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |

6. Briefly describe the issuer's business.

7. List any commissions, discounts, or other remuneration paid or to be paid or given to any person, directly or indirectly, for sales in Ohio of the securities to be offered under this exemption.

| <u>Name and address of person receiving commissions, etc.</u> | <u>Amount of Commission, etc.</u> | <u>Percentage of Initial Offering Price</u> | <u>Ohio Dealer License #</u> |
|---|-----------------------------------|---|------------------------------|
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |

8. Does the issuer know or in the exercise of reasonable care could know that any of the following apply to any person described in Rule 262(a) to (c) of Regulation A under the Securities Act of 1933:

(i) The person has filed an application for registration or qualification that is the subject of an effective order entered against the issuer, its officers, directors, general partners, controlling persons or affiliates thereof, pursuant to the law of any state within five years before the filing of notice required under Section 1707.03(W)(3) denying effectiveness to, or suspending or revoking the effectiveness of, the registration statement. YES NO

(ii) The person has been convicted of any offense in connection with the offer, sale, or purchase of any security or franchise, or any felony involving fraud or deceit, including but not limited to forgery, embezzlement, fraud, theft, or conspiracy to defraud. YES NO

(iii) The person is subject to an effective administrative order or judgment entered by a state securities administrator within five years before the filing of a notice required under Section 1707.03(W)(3), that prohibits, denies, or revokes the use of any exemption from securities registration, that prohibits the transaction of business by the person as a broker or dealer, or that is based on fraud, deceit, an untrue statement of a material fact or an omission to state a material fact. YES NO

(iv) The person is subject to any order, judgment or decree of any court entered within five years before the filing of a notice required under Section 1707.03(W)(3), temporarily, preliminarily, or permanently restraining or enjoining the person from engaging in or continuing any conduct or practice in connection with the offer, sale, or purchase of any security, or making of any false filing with any state. YES NO

If any of the above questions were answered yes, explain: _____

9. Incorporated issuers not domiciled in this state or unincorporated issuers having a situs of its principal place of business outside this state must file a Form 11 or Form U-2. (See section 1707.11, R.C.)

10. Will an offering circular be used in connection with this offering? YES NO
If yes, attach a copy.

SIGNATURE

The issuer represents that the foregoing information is true as of the date hereof and agrees that this report shall be considered a written statement used for the purpose of selling securities in Ohio within the meaning of Section 1707.44(B) of the Ohio Revised Code. The individual signing this report on behalf of the issuer further represents that he/she is duly authorized by the issuer to execute and file this report.

Issuer _____
(Full Name)

By _____
(Signature) (Date)

(Please Print or type Name)

(Official Capacity)

The Division suggests Form 3-W be sent certified mail for verification of receipt, or send a copy of this form together with a self-addressed, stamped envelope.