

Telephone
(614) 644-7381

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

File Number _____

Form 3-Y
Notice of Proposed Public Offering Solely to Accredited Investors
 Model Accredited Investors Exemptions
1707.03(Y)

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

Instructions:

This form to be used only for any offer and sale of securities made solely to accredited investors, as defined in Rule 501 of regulation D under the Securities Act of 1933, made in reliance on the exemption under R.C. 1707.03(Y). This form, with a \$100 filing fee and the required exhibits, must be submitted to the Ohio Division of Securities, 77 S. High Street, 22nd Floor, Columbus, OH 43215-6131 within fifteen days of the first use of a general announcement of the offering. **Note:** This form may not be filed in connection with offerings exempt under R.C. 1707.03(Q), (W) or (X).

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 _____ Date 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(Y):

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

6. Briefly describe the issuer's business and attach a copy of the general announcement of the proposed offering.

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 # or CRD #</u> |
|---|-----------------------------------|---|---------------------------------------|
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |

8. Is the issuer in the development stage? YES NO

(i) Does the issuer have a business plan? YES NO (Note: The exemption is not available to an issuer in the development stage that does not have a business plan.)

(ii) Is the business plan to engage in a merger or acquisition with an unidentified company or companies, or other entities or persons? YES NO (The exemption is not available if the business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entities or persons.)

9. Does the issuer know, or in the exercise of reasonable care based on reasonable investigation could have known, that any of the following apply to any person described in R.C. 1707.03(Y)(4):

(i) Within the past five years, the person has filed a registration statement that is the subject of a currently effective registration stop order entered by any state securities administrator or the Securities and Exchange Commission.
 YES NO

(ii) Within the past five years, the person has been convicted of any criminal offense in connection with an offer, purchase or sale of any security, or involving fraud or deceit. YES NO

(iii) The person is currently subject to any state or federal administrative enforcement order or judgment, entered into within the past five years, finding fraud or deceit in connection with the purchase or sale of any security.
 YES NO

(iv) The person is currently subject to an order, judgment or decree of any court of competent jurisdiction, entered into with the past five years, that temporarily, preliminarily or permanently restrains or enjoins the person from engaging in or continuing to engage in any conduct or practice involving fraud or deceit in connection with the purchase or sale of any security. YES NO

If any of the above questions were answered yes, provide an explanation and details: _____

The exemption under R.C. 1707.03(Y) is not available to any issuer if any of the above questions were answered yes, unless the issuer can affirmatively respond to either of the following:

(v) The person subject to the disqualification is licensed or registered to conduct securities business in the state in which the order, judgment or decree was entered against the party. YES NO

(vi) Before the first offer is made under R.C. 1707.03(Y), the state securities administrator, court or regulatory authority that entered the order, judgment or decree waives the disqualification. YES NO

Provide a summary and explanation of the response: _____

- 10. Incorporated issuers not domiciled in this State or licensed under R.C. 1703.03 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 R.C. 1707.11)
- 11. Will an offering circular, private placement memorandum or other written materials be used in connection with this offering? YES NO If yes, attach copies of all written materials.

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). 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-Y be sent certified mail for verification of receipt, or send a copy of this form together with a self-addressed, stamped envelope.