

Telephone  
(614) 644-7381

**STATE OF OHIO**  
Department of Commerce  
Division of Securities

File Number \_\_\_\_\_

77 South High Street, Columbus, Ohio 43215-6131  
**Form 4**

**APPLICATION FOR APPROVAL OF CORPORATE REORGANIZATION**  
UNDER SECTION 1707.04 OF THE REVISED CODE OF OHIO

Division Record Do Not Fill In	Date	Checked By
Fee (\$100) Received		
Hearing Expenses (\$ _____) Received		

To the Division of Securities:

The undersigned hereby makes application for a hearing before the Division of Securities to approve the terms and conditions of the issuance of securities of

\_\_\_\_\_

\_\_\_\_\_

under the terms and provisions of a plan of (underline which) reorganization, recapitalization or refinancing of such corporation under the provisions of Section 1707.04 of the Revised Code of Ohio. The facts herein stated are true and constitute a fair and complete statement of all the material facts relating to the plan of reorganization, recapitalization or refinancing and the issuance of securities thereunder for which application is made.

1. Name of Corporation \_\_\_\_\_ Payer's Federal Tax Identification Number \_\_\_\_\_
2. Principal place of business of such corporation \_\_\_\_\_
3. Such corporation is incorporated under the laws of the State of \_\_\_\_\_  
Under date of \_\_\_\_\_
4. The following is a brief description of the general character of the business engaged in by such corporation:  
\_\_\_\_\_  
\_\_\_\_\_
5. Attached hereto and made a part hereof are the following exhibits: (Furnish Exhibits (B) through (N) only to the extent that information required does not appear in Exhibit (A).
  - A. Copy of plan of reorganization, recapitalization or refinancing.
  - B. A list of the names and addresses of all directors and officers and of members of any protective committees or other persons active in the reorganization.
  - C. A statement of the number of shares in each class of stock held in the company to be reorganized by each of the persons mentioned in Exhibit (B), together with the compensation received or to be received by each such person in connection with the reorganization and, in case of officers and directors, the compensation received from the corporation and the time to be devoted to the company after reorganization.
  - D. A statement of each class of securities outstanding and of the new securities to be outstanding after the reorganization, and the names of each person who will acquire or hold five percent (5%) or more of the voting stock of the reorganized company.
  - E. Articles of Incorporation of the corporation and all amendments thereto or proposed amendments.
  - F. Copy of Regulations or By-Laws of the corporation and all amendments thereto or proposed amendments.

- G. Copies of all trust indentures, agreements or other instruments under which any new securities of the corporation are to be issued.
- H. If any new securities are to be sold, copies of all contracts entered into for the sale of such securities, showing method to be employed by the issuer for distributing securities issued by it, and a copy of the registration statements, if any.
- I. Copies of all advertisements, prospectuses, literature, etc., to be used in connection with the proposed transaction.
- J. (a) Itemized statement showing all expenses of the proposed transaction. (Where this is not known, estimates should be given.)  
 (b) If any new securities are to be sold, an itemized statement showing all commissions, remunerations, charges and other expenses which will be paid in connection with such sale.
- K. A list of all security holders and creditors to whom it is proposed to issue new securities, showing the class of securities and the amounts held and to be held by each or, in the case of creditors, the amounts due.
- L. Certified balance sheet showing the true financial condition of the issuer as of a date within three months of the date of filing this application, and a pro forma sheet showing the intended financial condition after proposed transaction has been completed.
- M. A profit and loss statement for each of the preceding three years, and for the one year ending not more than three months prior to the filing of this application.
- N. Opinion of counsel as to the validity of the new securities to be issued.

COUNTY OF \_\_\_\_\_

STATE OF \_\_\_\_\_

\_\_\_\_\_, being first duly sworn, deposes and says that he/she is the person signing the above application on behalf of the \_\_\_\_\_ ; that he/she has read the foregoing application; that he/she has knowledge of the facts, and that the facts stated are true, as he/she verily believes.

Sworn to and subscribed before me this \_\_\_\_\_ day of \_\_\_\_\_  
 \_\_\_\_\_  
 (Month, Year)

\_\_\_\_\_  
 Notary Public County

**ONLY FOR EXECUTED COPY AND EXHIBITS REQUIRED FOR FILING PURPOSES**

Address all correspondence to the:

**DIVISION OF SECURITIES**  
**77 S. High Street, 22<sup>nd</sup> Floor**  
**Columbus, Ohio 43215-6131**