



Department of Commerce

Division of Securities
 77 South High Street, 22nd Floor
 Columbus, Ohio 43215-6131
 Telephone (614) 644-7381

Form 6(A)(2)
 Application to Register Securities
 Pursuant to R.C. 1707.06(A)(2)

File Number

For Division Use Only. Registrant Must Not Complete.	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Registration withdrawn					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					
Prior Registration					
(Section)	(File #)	(Date)	(Amount)	(Description)	(Price)
This Registration					
(Section)	(File #)	(Date)	(Amount)	(Description)	(Price)

Note: Use this form to apply to register by description transactions in a future sale of securities in Ohio by a corporation pursuant to R.C. 1707.06(A)(2). Separate Forms are required to register under R.C. sections 1707.06(A)(1), (3), or (4).

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

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 the following: 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

- Is the issuer a corporation? YES NO
- Issuer's full legal name _____

3. Issuer's principal place of business _____
(Number and Street) (Address Line 2)

(City, State, Zip code)

(Website, if applicable)

(Phone No.)

4. Statutory Agent:

(Name)

(Title)

(Entity)

(Phone No.)

(Number and Street)

(Address Line 2)

(City, State, Zip code)

(E-mail)

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. List all prior registrations or claims of exemption by the issuer under the Ohio Securities Act, R.C. chapter 1707. (If none, please state "None").

<u>Date</u>	<u>Price</u>	<u>R.C. Section No.</u>	<u>Description of Securities</u>	<u>File No. (if applicable)</u>
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8. Provide the following information about the **existing** capital structure of the corporation.

(a.) Shares now authorized by Articles of Incorporation including amendments, if any. (If no shares of a particular class are authorized or outstanding, please state "None"). Attach elaboration, if necessary:

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

(b.) Total number of shares sold, issued, subscribed, or otherwise outstanding to date.

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

(c.) 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, please state "None").

9. (a.) State the number, class, price and amount of all shares, preferred or common, **to be registered under this form.** (If none, please state "None").

<u>No. of Shares</u>	<u>Class of Shares</u>	<u>Exact Sale Price Per Share</u>	<u>Total Sale Price of all Shares</u>
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Clarification (if necessary):

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

Clarification (if necessary):

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

10. Will the securities to be registered under this form be sold only by the issuing corporation? YES NO

If no, identify names and Ohio dealer license numbers (CRD#) of any dealers or salespersons that will be used in connection with the sales of these securities. (If none, please state "None"). _____

11. Will the aggregate commission, discount, or other remuneration (excluding legal, accounting, and printing fees of the corporation) paid or given directly or indirectly in connection with the sale of such securities be limited to ten per cent of the initial offering price? YES NO
12. Will all securities to be registered under this form be sold exclusively for cash? YES NO (*see* Item 14-C)
13. (a) Will the securities to be registered under this form 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, or (ii) any director or executive officer of the issuing corporation.

- (b) Will the securities to be registered under this form be issued and disposed of 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
14. Attach the following required Exhibits. (If a provision below is not applicable, please state "Not Applicable").
- A. Unless the issuing corporation or its predecessor has engaged in operations less than 90 days prior to the date of this registration, attach a copy of the following documents, either audited or attested to by an executive officer, for the most recent fiscal year and the last quarterly accounting period: (i) the issuer's balance sheet with appropriate footnotes, and (ii) the issuer's profit and loss statement with appropriate footnotes. Reports prepared by an independent accountant must include a letter from the accountant consenting to the use of the report in the application. Designate as Exhibit 14-A. *See* O.A.C. 1301:6-3-06(A)(1).
- 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, Code 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 14-B.
- C. If these securities will not be sold exclusively for cash, attach an exhibit stating: (1) what will be received for such securities; (2) the number and class of any securities to be exchanged therefore; (3) the name and addresses of the persons who will receive such securities; and (4) a sworn appraisal by a qualified, disinterested, non-affiliated appraiser, or such other proof as may be available, as to the true value of such consideration. Designate as Exhibit 14-C.
- D. A prospectus must be attached if the aggregate amount of this offering exceeds \$250,000. Designate as Exhibit 14-D. *See* O.A.C. 1301:6-3-06(A)(2).
- E. Attach a copy of all written material to be used in connection with the sale of these securities including, but not limited to, any offering circular, prospectus, advertising, sales literature, or other writing such as business plans, market analyses, and financial projections. All materials used in connection with the sale of the securities must be approved by the Division prior to any use of the materials. Designate as Exhibit 14-E. *See* O.A.C. 1301:6-3-06(A)(4).
- 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 14-F.
- G. Attach an exhibit describing the use of proceeds from this offering. Designate as Exhibit 14-G.
- H. If the issuer is not domiciled in Ohio, or organized under the laws of Ohio, complete and attach Form 11 or Forms U-2 and U-2A. *See* R.C. 1707.11.

15. Correspondence and the Certificate of Acknowledgment for the application should be addressed to:

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

(Title) (Entity) (E-mail) (Phone No.)

SIGNATURE

Issuer: _____

By: _____

VERIFICATION

(Verification by One Person is Sufficient)

County of _____

State of _____

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

That he or she has executed the foregoing for, and on behalf of, the applicant named therein; that he or she is the _____ of such applicant and is fully authorized to execute and file such application on its behalf; that he or she is familiar with such application and the facts underlying such application; and that to the best of his or her 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. 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 application together with \$50.00 fee (if applicable) to the Ohio Division of Securities, 77 South High Street, Floor 22, Columbus, Ohio 43215-6131.