



**Department  
of Commerce**

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

**Form 6(A)(4)  
Application to Register  
Securities  
Pursuant to R.C. 1707.06(A)(4)**

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Registration withdrawn					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					
<b>Prior Registration</b>					
(Section)	(File #)	(Date)	(Amount)	(Description)	(Price)
<b>This Registration</b>					
(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)(4).** Separate Forms are required to register under R.C. sections 1707.06(A)(1), (2), or (3).

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**

1. Is the issuer a corporation?  YES  NO

2. Issuer's full legal name \_\_\_\_\_  
(Payer's Federal Tax Identification Number)

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").

Date

Price

R.C. Section No.

Description of Securities

File No. (if applicable)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:

<b>I Common</b>	<b>II Preferred</b>	<b>III Other Classes</b>
		Description _____
No. of Shares _____	No. of Shares _____	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.

<b>I Common</b>	<b>II Preferred</b>	<b>III Other Classes</b>
		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").

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9. (a.) State the number, class, price and amount of all shares, preferred or common, **to be registered under this form for sale in Ohio**. (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.) State the number, class, price and amount of all shares, preferred or common, **to be sold outside Ohio**. (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>

Clarification (if necessary):

(c.) 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 for sale in Ohio**. (If none, please state "None").

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Clarification (if necessary):

(d.) 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 sold outside Ohio**. (If none, please state "None").

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Clarification (if necessary):

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

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10. (a.) Will the securities to be registered under this form be sold only by the issuing corporation?  YES  NO
- (b.) Will all securities to be registered under this form be sold exclusively for cash?  YES  NO (*see* Item 11-C)
- (c.) Will the securities to be registered under this form be offered and sold exclusively to a class or classes of the issuing corporation's existing security holders?  YES  NO
- (d.) Will sales of the securities to be registered under this form be made *without* the payment, directly or indirectly, of any commission, discount, or other remuneration?  YES  NO

- (e.) If Item 10(d) above was answered in the negative, please complete the following statement: (If Item 10(d) above was answered in the affirmative, please state "Not Applicable.")

The commission, discount, or other remuneration, if any, to be paid or given, directly or indirectly, in connection with the offering and sale of the securities to be registered under this form will be received by:

\_\_\_\_\_, an Ohio licensed securities dealer,  
(Firm Name) (CRD#)

who has agreed to purchase all of those securities not purchased by the issuing corporation's security holders to whom this offering is to be made. Attach and mark as Exhibit 10-E a copy of the proposed agreement with the dealer identified above.

11. 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 11-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 11-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 11-C.
  - D. A prospectus must be attached if the aggregate amount of this offering exceeds \$250,000. Designate as Exhibit 11-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 11-F.
  - G. Attach an exhibit describing the use of proceeds from this offering. Designate as Exhibit 11-H.
  - 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.

12. 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.