

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
DIVISION OF SECURITIES AND RETAIL FRANCHISING

REGISTRATION BY NOTIFICATION

Original Issue

1. Name and address of issuer _____

2. Description of the securities and total amount to be offered _____

3. Number of securities to be offered in Virginia _____
4. Maximum price per security _____
5. Fee (1/20 of 1% of the maximum offering price of the securities to be offered in this state; but such fee shall not be less than \$100 nor more than \$250.) _____
6. Date and place of incorporation or organization

7. How long has the issuer (including any predecessor by merger, consolidation or acquisition of assets) been in continuous operation? _____
8. Has there been any default by the issuer within its past three fiscal years in payment of principal, interest or dividends on any of its debt obligations or preferred stock? _____
9. If the securities being registered include common stock and are registered under § 13.1-508 A 1 (A), answer the following:
 - a. Value of the issuer's assets after deduction of depreciation and other reserves; and the basis of such value (cost, etc.) _____
 - b. What is the net worth of the issuer? _____
10. If the securities being registered include common stock and are registered under § 13.1-508 A 1 (B), answer the following:
 - a. Net earnings of issuer applicable to all common stock during each of the past three fiscal years:
 - (1) _____
 - (2) _____
 - (3) _____Average _____

b. If common stock of issuer is outstanding on date of this statement:

(1) Number of shares of all classes of common stock

(2) Maximum public offering price per share within past thirty days or maximum market price per share within past thirty days, whichever is higher; but if there is neither a readily determinable market price nor a public offering price, the book value per share as shown by a balance sheet dated within ninety days. State which.

(3) Divide average net earnings shown in 10 (a) by value of outstanding common stock (number of shares in answer 10 (b) (1) multiplied by per share value in answer 10 (b) (2))

_____ %

(4) If no common stock of issuer is outstanding on date of this statement, divide average net earnings shown in 10 (a) by aggregate offering price of such securities offered for sale (number of shares in answer 2 multiplied by maximum price per security in answer 4)

_____ %

CERTIFICATE

The undersigned registrant certifies that he has investigated the matters herein referred to and that he believes the facts herein stated to be true and all accounting determinations to have been made in accordance with generally accepted accounting practices.

By _____

DATE:

Address _____

INSTRUCTIONS

1. This form must be accompanied by the three (3) most current Annual Financial Statements of the issuer and/or its predecessor, a proposed prospectus and the applicable fee payable to Treasurer of Virginia.
2. Unless the registrant is notified to the contrary by the State Corporation Commission, the registration becomes effective at 3 P.M. on the second full business day after the statement has been filed in the office of the Commission, if the statement is complete and states facts showing eligibility of the securities for registration by notification. If the statement is incomplete, the registration is not effective until the last amendment thereto has been filed.