



Department of Commerce

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

File Number

Form 041
FILING OF INFORMATION
PERTAINING
TO A CONTROL BID
 Pursuant to Section 1707.041 of the
 Revised Code of Ohio

Division Record Do Not Fill In	Date	Checked By	Notation
Received by Division _____ Record Made _____	_____	_____	_____
Other Filings under this Section by this Offeror: File No. _____ File No. _____	_____	_____	_____

INSTRUCTIONS: Responses may be made either directly on this form, by reference to documents and exhibits filed with this form, or a combination of both. If the space provided on this form is inadequate for full response, or if response will be made by referring to a document or exhibit filed with this form, attach an exhibit numbered to correspond to the number of the item being answered, and note that reference to the exhibit in the space provided. If the exhibit consists of more than one page, indicate the relevant page number(s). If there is more than one Offeror, each Offeror should fill out Part Two of this form. Please **DO NOT LEAVE ANY ITEM BLANK**. If an item will not be answered, note either that the item is not applicable (NA), or, if reasonable investigation of information actually or publicly available to the Offeror has not revealed the answer, that the answer is unknown (UK).

PART ONE: SUBJECT COMPANY	EXHIBIT	REFERENCES
1. State the name and principal place of business of the Subject Company, including the street address, telephone number and facsimile number. State the name, address, telephone number and facsimile number of the Subject Company's legal counsel:		1707.01(Y)(1)
2. State the location of the principal executive office of the Subject Company, including the address, telephone number and facsimile number:		1707.01(Y)(1)
3. State the form of organization of the Subject Company, the date on which it was formed, and jurisdiction in which it was organized:		1707.041(A)(2)(h) 1707.23(A)
4. Indicate if the Subject Company is any of the following: A banking corporation subject to regulation by the Ohio Division of Financial Institutions <input type="checkbox"/> YES <input type="checkbox"/> NO A savings and loan association subject to regulation by the Ohio Division of Financial Institutions. <input type="checkbox"/> YES <input type="checkbox"/> NO A public utility corporation subject to regulation by the Ohio Public Utilities Commission <input type="checkbox"/> YES <input type="checkbox"/> NO		1707.041(C) 1707.01(M) 1707.01(O)

	EXHIBIT	REFERENCES
5. Identify the current executive officers and directors of the Subject Company, including the title, city and state of residence and beneficial share ownership of each person:		1707.01(Y) 1707.031(A)(2)(h) 1707.23(A)
6. Describe each of the Subject Company's outstanding securities (include all kinds and classes of stocks, bonds, debentures, promissory notes, warrants, options, or other securities), authorized by the Articles of Incorporation or other document of the Subject Company, and the terms of each security. For EACH security, state the number or amount authorized, the number or amount outstanding, the market on which it is traded, its trading symbol, and the name and address of its transfer agent:		1707.01(Y) 1707.041(A)(2)(h) 1707.23(A)
7. The subject Company has _____ record and _____ beneficial holders, respectively, of its equity securities. _____, or _____ % of the record and beneficial holder, are residents of Ohio and their ownership constitutes _____% of the record and _____ % of the beneficial holders of such equity securities, respectively.		1707.01(Y)(1) 1707.01(Z) 1707.01(BB) 1707.23(A)
8. State the approximate fair market value, in dollars, of the assets located in Ohio which the Subject Company owns or controls:		1707.01(Y)(1) 1707.23(A)
9. Describe the location and general character of the principal physical properties of the Subject Company and its subsidiaries:		1707.041(A)(2)(d) 1707.041(A)(2)(h) 1707.23(A)
10. State the locations in Ohio where the Subject Company has employees, and the approximate number of employees in each location:		1707.041(A)(2)(d) 1707.23(A)

PART TWO, OFFEROR	EXHIBIT	REFERENCES
11. State the name and principal place of business of the Offeror, including its street address and telephone number:		1707.01(W) 1707.041(A)(2)(b) 1707.041(A)(2)(g)
12. State the form of organization of the Offeror (e.g., partnership corporation, association), the data on which it was formed, and jurisdiction in which it was organized (including country and state, province, or other political subdivision):		1707.01(W) 1707.041(A)(2)(g)
13. Indicate if the Offeror is any of the following: A banking corporation subject to regulation by the Ohio Division of Financial Institutions <input type="checkbox"/> YES <input type="checkbox"/> NO A savings and loan association subject to regulation by the Ohio Division of Financial Institutions. <input type="checkbox"/> YES <input type="checkbox"/> NO A public utility corporation subject to regulation by the Ohio Public Utilities Commission <input type="checkbox"/> YES <input type="checkbox"/> NO		1707.041(C) 1707.01(M) 1707.01(O)
14. Identify the executive officers and directors (or partners, if the Offeror is a partnership, or other similar persons if the Offeror is in another form or entity) of the Offeror for the past three years, including the title, term of office, and city and state of residence of each person (in an exhibit, supply a biography for all persons identified in this item):		1707.01(W) 1707.041(A)(2)(g)
15. Describe each of the Offeror's outstanding securities (include all kinds and classes of stocks, bonds, debentures, promissory notes, warrants, options, or other securities), authorized by the Articles of Incorporation or other document of the Offeror, and the terms of each security. For EACH security, state the number or amount authorized, the number of amount outstanding, the market on which it is traded, its trading symbol, and the name and address of its transfer agent:		1707.01(W) 1707.041(A)(2)(c) 1707.041(A)(2)(g)
16. List the subsidiaries and affiliates of the Offeror, including its name, form of organization, the jurisdiction in which it was organized and, if different, the jurisdiction of its principal executive offices and the owner and percentage of ownership of each subsidiary and affiliate:		1707.01(W) 1707.041(A)(2)(g) 1707.041(A)(2)(h)
17. Describe the location and general character of the principal physical properties of the Offeror, including those of the related entities described in item No. 16:		1707.01(W) 1707.041(A)(2)(g)
18. Describe any pending legal proceedings, other than routine litigation to which the Offeror, including the related entities described in Item No. 16, is a party or of which any of their property is the subject:		1707.01(W) 1707.041(A)(2)(g)

	EXHIBIT	REFERENCES
19. Describe the business done and projected by the Offeror, including the related entities described in Item 16, and the general development of such business over the past three years:		1707.01(W) 1707.041(A)(2)(g)
20. Describe the approximate amount of any material interest, direct or indirect, of any of the directors or officers of the Offeror in any material transaction during the past three years, or in any proposed material transaction to which the Offeror, including the related entities described in Item No. 16, was or is to be a party:		1707.01(W) 1707.041(A)(2)(g)
21. Identify all persons and entities, including the city and state of legal and actual residence or location, on whose behalf the acquisition of any equity security of the Subject Company has been or is to be effective, and describe the securities of the Subject Company of which each is the beneficial or record owner, or which each has a right to acquire, directly or indirectly, and the amount of each type of security owned by each person or entity (in an exhibit, supply the background for all persons identified in this item):		1707.01(A)(2)(b) 1707.041(A)(2)(e)
22. If the Offeror is also the Subject Company, is there a pending control bid by a person other than then Issuer? <input type="checkbox"/> YES <input type="checkbox"/> NO If "yes," answer both of the following: Will the number of issued and outstanding shares of the subject company be reduced by more than 10%? <input type="checkbox"/> YES <input type="checkbox"/> NO State the name(s) of other Offeror(s) and the date(s) on which the control bid(s) commenced:		1707.041(V)(1)(b)

PART THREE, CONTROL BID	EXHIBIT	REFERENCES
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23. Describe the equity securities of the Subject Company for which the offer will be made, and the percentage of ownership of each class of which the Offeror would directly or indirectly be the beneficial owner after the purchase:		1707.01(V)(1)(a) 1707.01(BB) 1707.041(A)(2)(b) 1707.041(A)(2)(f) 1707.23(A)
24. Give the aggregate value of the securities of the Subject Company for which a purchase offer is being made (include the number of each type of security to be acquired and the price to be paid for each interest):		1707.01(V)(1)(a) 1707.041(A)(2)(c) 1707.23(A)
25. Describe the terms of the control bid, including the consideration to be paid for each class of security of the Subject Company. If any of the consideration is cash, describe the source and amount of funds to be used. If any of the consideration is other than cash, describe the consideration, including any security, which is being offered, and its value (in an exhibit, describe the method of determining the value of any such consideration).		1707.041(A)(2)(c) 1707.23(A)
26. State the aggregate value of all the consideration to be given for securities of the Subject Company:		1707.041(A)(2)(c) 1707.23(A)

	EXHIBIT	REFERENCES
<p>27. State any plans or proposals that the Offeror, upon gaining control, may have to liquidate the Subject Company, sell its assets, effect a merger of consolidation of it, establish, terminate, convert, or amend employee benefit plans, close any plant or facility of the Subject Company or of any of its subsidiaries or affiliates, change or reduce the work force of the Subject Company or any of its subsidiaries or affiliates, or make any other major change in its business, corporate structure, management personnel, or policies of employment:</p>		1707.041(A)(2)(d) 1707.23(A)
<p>28. State the particulars as to any contracts, arrangements, or understandings to which any person named in response to Items 14, 16, or 21, or the Offeror, is a party with respect to any equity security of the subject company, including transfers of any equity security, joint ventures, loan and option arrangements, puts and calls, guarantees of loan, guarantees against loss, guarantees of profits, division of losses or profits, or the giving or withholding of proxies, naming the persons with whom such contracts, arrangements, and understandings have been entered:</p>		1707.041(A)(2)(f)
<p>29. Provide the name, address, and telephone number of any Ohio-licensed securities dealer(s) to be used in connection with the control bid:</p>		1707.041(B)(1) 1707.14(A) 1707.01(E)
PART FOUR: MISCELLANEOUS:		
<p>30. Describe the manner in which the Offeror is sending or delivering the material items of the proposed offer and the materials specified in R.C. §1707.041(A)(2) to the Offerees:</p>		1707.041(A)(1) 1707.041(A)(2)(h) 1707.23(A)
<p>31. Attach the following materials:</p> <p>Copies of the prospectuses, brochures, advertisements, circulars, letters, or other documents and information necessary for the Offeror to make a fair, full and effective disclosure to an offeree of information material to a decision to accept or reject the offer.</p> <p>The Offeror's financial statements for the current period and for the three most recent annual accounting periods.</p>		1707.041(A)(2)(a) 1707.041(A)(2)(g)
<p>32. Pursuant to R.C. §1707.23(A), attach the materials listed below:</p> <p>All filings, if any, made by the Offeror during the last twelve months with the U.S. Securities and Exchange Commission pursuant to Sections 12 and 13 of the Securities and Exchange Act of 1934, 15 U.S. C. §§781 and 78m.</p> <p>All filings, if any, made by the Subject Company during the last twelve months with the U.S. Securities and Exchange Commission pursuant to Sections 12 and 13 of the Securities Exchange Act of 1934, 15 U.S.C. §§781 and 78m.</p>		1707.23(A) 1707.23(A)

(NOTE: The materials listed in Item 32 are not being requested pursuant to R.C. §1707.041(A), and the Offeror is therefore not required to furnish the materials to Offerees under that section, although it may if it chooses.)

33. Provide the name of an individual (including the title, company or form with which the individual is associated, complete address, telephone number, and relationship of the individual to the Offeror) whom the Division may contact regarding this filing:

CERTIFICATION

I certify that I am an officer, partner, or other person authorized to act as an agent of the Offeror and authorized to execute and file this Form 041 on behalf of the Offeror. I further certify that a copy of the information specified in R.C. §1707.041(A)(2) has been delivered, by personal service, to the Subject Company at its principal office not later than the time of the filing with the Division of Securities. I further certify that copies of the information specified in R.C. §1707.041(A)(2) have been delivered to any other Offeror.

Signature	Date
Title	Street Address
Company or Firm	City, State and Zip
Relationship of Offeror	Telephone Number Fax Number

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FOR TTD/TYY: 1-800-750-0750