



Department of Commerce

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

Form 39 Application for Qualification of Securities Sold Without Compliance Pursuant to R.C. 1707.39

File
Number

Registrant Must Not fill In. Division Record --	Date	Checked By	Notation		
Filing Fee (\$100.00) Received _____					
Qualification Fee Received _____					
Record Made _____					
Division Order (Application Refused/Granted)					
Examination Requested _____					
Prior Registration (<i>Registrant Must Not Fill In.</i>)					
(Section)	(File)	(Date)	(Amount)	(Description)	(Price)
This Registration (<i>Registrant Must Not Fill In.</i>)					
(Section)	(File)	(Date)	(Amount)	(Description)	(Price)

Note: Use this form to apply for retroactive registration of securities previously sold without compliance with R.C. sections 1707.01 to 1707.45, inclusive.

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

1. Issuer's full legal name _____
(Payer's Federal Tax Identification Number)
 2. Issuer's principle place of business:

 (Number and Street) (Address Line 2)

 (City, State, Zip code)

 (Website, if applicable) (Phone No.)
 3. Date and state of issuer's organization: _____
 (Month, Day and Year) (State)
- Type of entity: _____
 (Corporation, Partnership, etc.)

4. Correspondence regarding this report should be sent to:

(Name)	(Title)	(Entity)	(Phone No.)
(Number and Street)			(Address Line 2)
(City, State, Zip code)		(E-mail)	

5. The governing documents of the Issuer currently authorize the following securities: (If more space is needed, submit additional document(s) and number as Exhibit 5.)

(Amount)	(Description)
(Amount)	(Description)

6. The Issuer currently has the following securities issued and outstanding, or sold, or subscribed for sale: (Include all classes of stock, bonds, debentures, promissory notes, or other securities. If more space is needed, submit additional document(s) and number as Exhibit 6.)

(Amount)	(Description)
(Amount)	(Description)

7. Provide the following contact information for all directors, officers, promoters, trustees, partners, or other managers of the Issuer: (Attach an additional sheet and number as Exhibit 7.)

Full Name	Business Address	Primary Telephone	Email Address
-----------	------------------	-------------------	---------------

8. Identify each person who sold the securities to be qualified under this form. If other than the Issuer, provide the following information: (If more space is needed, submit additional document(s) and number as Exhibit 8.)

Full Name	Business Address	Primary Telephone	Email Address	CRD# / IARD#
-----------	------------------	-------------------	---------------	--------------

9. Indicate the amount of commission or other remuneration paid to, given to, or received by each individual identified in Item #8: (If more space is needed, submit additional document(s) and number as Exhibit 9. If none, please state "None").

(Total Dollar Amount)

(As a % of sale price)

10. Attach an additional sheet reciting the following statement and providing the information requested. Number as Exhibit 10.

The Securities now sought to be qualified, which have been sold or subscribed for sale in OHIO without compliance with R.C. sections 1707.01 to 1707.45, inclusive, are:

- A. Type of security to be qualified: (e.g. common stock, promissory notes, etc.)
- B. Offering Price: (If the securities were sold at differing prices, list the date of sale, number of units, and sale price for each sale.)
- C. Earliest Date of Sale: (List the earliest date at which (i) a subscription agreement was signed by any purchaser of the securities to be qualified, or (ii) the date at which a purchaser tendered funds or anything of value for the securities to be qualified.)
- D. Latest Date of Sale: (List the latest date at which (i) either a subscription agreement was signed by any purchaser of the securities to be qualified, or (ii) the date at which a purchaser tendered funds or anything of value for the securities to be qualified.)
- E. Amount of Securities to be qualified in units.

11. Two fees are required by R.C. 1707.39 as follows:

- A. A non-refundable Filing Fee equal to \$100
- B. A Qualification Fee equal to one fifth (1/5) of one percent (1%) of the aggregate price at which the securities were sold in Ohio (Minimum = \$100 Maximum = \$2,000)

Submitted herewith is:

(Total Payment)

(Check No.)

(Payer's Federal Tax Identification Number)

12. Attached hereto and made part hereof are the following exhibits:

- A. If the Issuer is a corporation, a receipted copy of the Issuer's Charter or Articles of Incorporation, and a copy of its By-Laws or Regulations. If the Issuer is not a corporation, a copy of analogous instruments governing the operation of the issuer and rights of participants.
- B. A schedule showing (1) the number of units of each type of the issuer's securities (e.g. common stock, bonds, preferred stock, etc.) held by each director, promoter, trustee, partner, or other executive manager or officer, (2) a detailed description of the consideration paid to the Issuer in exchange for the securities held by each such person.
- C. A schedule showing (1) the names and addresses of all persons who purchased securities sold in violation of R.C. sections 1707.01 to 1707.45, inclusive, now sought to be qualified, and (2) a detailed description of the consideration paid to the Issuer in exchange for the securities purchased by each such person.
- D. A copy of the subscription agreement signed by each purchaser.
- E. Copies of all contracts or other instruments pertaining to the sale of the Issuer's securities sold in violation of R.C. sections 1707.01 to 1707.45, inclusive, and used in connection with such sale.
- F. Copies of any letters, advertising, sales literature, or prospectuses used in connection with the sale of Issuer's securities.
- G. Provide the balance sheets and income statements for the prior three years of the entity whose securities are to be qualified. The financial statements must either be:

- (1) Audited statements with auditor's letter, or
- (2) Accompanied by an affidavit of the Chief Executive Officer of the entity whose securities are to be qualified hereunder. The affidavit shall be made under oath or affirmation of the officer attesting that, to his best knowledge and belief, the financial statements and supporting schedules are true and correct and represent the actual financial condition of the Issuer.

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

Address all communications to:
Ohio Division of Securities, 77 South High Street, 22nd Floor, Columbus, Ohio 43215-6131

Make checks payable to: Ohio Treasurer of State

The Statement of Non-Prejudice to be signed by the original purchasers will be forwarded upon receipt of this application with appropriate fees attached.