



**Department  
of Commerce**

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

**Form 9  
Application to Register  
Securities  
Pursuant to R.C. 1707.09**

File Number

<b>For Division Use Only. Registrant Must Not fill In.</b>	<b>Date</b>	<b>Checked By</b>	<b>Notation</b>		
Filing Fee (\$100 Received)					
Examination expenses (\$ ____ ) received					
Qualification Fee (\$ ____ ) received					
Prior registrations checked					
Examined as to form					
Assigned for examination					
Division Order (Refused or Granted)					
Record Made					
Registration withdrawn					
Registration amended					
Registration suspended					
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 qualification transactions in a future sale of securities in Ohio pursuant to R.C. 1707.09.**

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 question for which the response is provided.

**COMPLETE ALL ITEMS**

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

2. (a) Issuer's principal place of business: \_\_\_\_\_  
(Number and Street) (Address Line 2)

\_\_\_\_\_  
(City, State, Zip code)

\_\_\_\_\_  
(Website, if applicable) (Phone No.)

(b) Issuer's principal office in Ohio (if none, please state "None"): \_\_\_\_\_  
(Number and Street)

\_\_\_\_\_  
(Address Line 2) (City, State, Zip code) (Phone No.)

3. Form of business organization of issuer: \_\_\_\_\_  
(e.g., corporation, limited liability company, general partnership, limited partnership, partnership association, trust, or unincorporated association)

4. Date and state of issuer's organization: \_\_\_\_\_  
(Month, Day and Year) (State)

5. Correspondence and the Division Order for this application should be addressed to: \_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Number and Street) (Address Line 2) (City, State, Zip code)

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

6. State the name, official capacity, and business address of each officer, director, promoter, trustee, general partner, principal, manager, or other person charged with the management of the issuer:

<u>Name</u>	<u>Official Capacity</u>	<u>Business Address</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

7. State the purposes and general character of the business actually being transacted, or to be transacted, by the issuer:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

8. The Articles of Incorporation or other similar organizational documents of the issuer authorize the issuance of the following securities: (List all classes of stock, bonds, debentures, promissory notes, partnership units, LLC membership interests, or other securities now authorized.)

Amount

Description

---

---

---

9. The issuer has the following securities outstanding: (List all classes of stock, bonds, debentures, promissory notes, partnership units, LLC membership interests, or other securities now outstanding.)

Amount

Description

---

---

---

10. The securities sought to be qualified for sale in **Ohio** under this form are:

Amount

Description

---

---

---

11. The entire issue of such securities to be sold both in Ohio and elsewhere is:

Amount

Description

---

---

---

12. List all states other than Ohio in which the securities will be sold. (If none, please state "None").

---

---

---

13. The proceeds of the sale of the securities described in Items 10 and 11 will be used for the following specific purposes: (List uses itemized by amount.)

---

---

---

---

14. State the 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"). \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

15. State the price per unit at which the securities described in Item 10 will be offered to the public: \_\_\_\_\_

16. The following is a statement of the aggregate net amount to be received by the issuer after deducting all commissions, discounts, or other remuneration to be received, directly or indirectly, by persons distributing or participating in the sale of such securities, and after deducting all other expenses of the offering:

Aggregate price at which all such securities will be sold:	.....	\$	_____
Less total commissions, discount or other remuneration:	.....	\$	_____
Less total of all other expenses of offering	.....	\$	_____
Aggregate price of such securities to be sold in Ohio:	.....	\$	_____

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

- A. A copy of: (1) if the issuer is a corporation, the Articles of Incorporation, Code of Regulations or By-Laws including all amendments thereto; (2) if the issuer is a trust or trustee, all instruments by which the trust was declared and the rights of beneficiaries and duties of trustees are governed; (3) if the issuer is a partnership, unincorporated association or any other form of organization, the Articles of Partnership or association and all other similar instruments governing the rights and liabilities of partners and members.
- B. A statement containing complete information regarding the business experience of all officers, directors, promoters, trustees, partners, principles, or other managers of the issuer during the past five years, including the names and addresses of the firms with which such persons were connected and the positions held by each.
- C. A schedule showing: (1) amount and kind of issuer's securities held by each officer, director, promoter, trustee, partner, principle, or other manager; (2) amount actually received by the issuer for such securities and whether in cash, real estate, personal property, patents, services or other consideration; (3) amount of compensation, salary or other remuneration received or to be received by each of such persons and the time actually devoted by each to the business of the issuer; (4) if any such person is to receive a commission, discount or other remuneration in connection with the sale of the securities sought to be qualified, the amount thereof.
- D. A statement containing the name and address of each person owning beneficially at the date of this application five percent or more of the issuer's voting shares.
- E. 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.
- F. A copy of the corporate, partnership, or other form of organization Resolution whereby the securities sought to be qualified are authorized or created and whereby the same are to be sold and issued. (Form U-2A, if applicable.)
- G. Copies of: (1) all indentures, agreements, or other instruments under which any securities of the issuer are issued; (2) all contracts or other instruments pertaining to the sale of the securities for which qualification is sought; (3) all advertisements, prospectuses, circulars, literature, letters, etc., to be used in connection with the sale of such securities.
- H. A statement of the number and amount of the issuer's securities presently registered and unsold in Ohio at the date of this filing.
- I. A specimen of each type of security to be sold.
- J. A detailed description of what was paid to the issuer in cash, real estate, patents, services or other items of value upon sale of the securities listed in Item 9 above.
- K. A detailed description of what is to be received by the issuer in cash, real estate, patents, services or other items of value upon sale of the securities listed in Items 10 and 11 above.
- L. Audited balance sheet of the issuer for the most recent fiscal year and an unaudited balance sheet for a period ending not more than 90 days prior to the date of filing of this application, unless otherwise required by the Division. In addition, an audited profit and loss statement or statement of receipts and disbursements for the most recent fiscal year and an unaudited statement for a period ending not more than 90 days prior to the date of filing this application, unless otherwise required by the Division.
- M. An opinion of counsel as to the validity of the securities which are the subject matter of this registration.

**NOTE:** If further information is required to make a full and complete statement of all material facts relating to the securities for which qualification is sought, such information, together with all documents pertaining thereto, should be attached and appropriately marked.

**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 and make all checks payable to:  
Ohio Division of Securities, 77 South High Street, 22<sup>nd</sup> Floor, Columbus, Ohio 43215-6131  
614-644-7381

**No action will be taken on this application  
until all exhibits are furnished and fees are paid.**