

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

**FORM 1-K**

**REGULATION A OFFERING STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

This Form 1-K is to provide an  Annual Report OR  Special Financial Report for the  
fiscal year ended \_\_\_\_\_

Exact name of issuer as specified in the issuer's charter: \_\_\_\_\_

Jurisdiction of incorporation/organization: \_\_\_\_\_

I.R.S. Employer Identification Number: \_\_\_\_\_

Address of Principal Executive Offices: \_\_\_\_\_

Phone: \_\_\_\_\_

Title of each class of securities issued pursuant to Regulation A: \_\_\_\_\_

**Summary Information Regarding Prior Offerings and Proceeds**

The following information must be provided for any Regulation A offering that has terminated or completed prior to the filing of this Form 1-K, unless such information has been previously reported in a manner permissible under Rule 257. If

such information has been previously reported, check this box  and leave the rest of Part I blank.

Commission File Number of the offering statement: \_\_\_\_\_

Date of qualification of the offering statement: \_\_\_\_\_

Date of commencement of the offering: \_\_\_\_\_

Amount of securities qualified to be sold in the offering: \_\_\_\_\_

Amount of securities sold in the offering: \_\_\_\_\_

Price per security: \$ \_\_\_\_\_

The portion of the aggregate offering price attributable to securities being offered on behalf of the issuer:  
\$ \_\_\_\_\_

The portion of the aggregate offering price attributable to securities being offered on behalf of selling securityholders:  
\$ \_\_\_\_\_

Fees in connection with this offering and names of service providers:

	<u>Name of Service Provider</u>	<u>Fees</u>
Underwriters:		\$ _____
Sales Commissions:		\$ _____
Finder's Fees:		\$ _____
Audit:		\$ _____
Legal:		\$ _____
Promoters:		\$ _____
Blue Sky Compliance:		\$ _____

CRD Number of any broker or dealer listed: \_\_\_\_\_

Net proceeds to the issuer: \$ \_\_\_\_\_

Clarification of responses (if necessary):

**SIGNATURES**

Pursuant to the requirements of Regulation A, the issuer has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Exact name of issuer as specified in its charter)

---

By (Signature and Title)

---

Date \_\_\_\_\_

Pursuant to the requirements of Regulation A, this report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated.

By (Signature and Title)

---

Date \_\_\_\_\_

By (Signature and Title)

---

Date \_\_\_\_\_