

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

OMB APPROVAL

Not subject to  
P.L. 96-5110

**FORM S-20**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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(Exact name of registrant as specified in its charter)

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public \_\_\_\_\_

**Calculation of Registration Fee**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Fee or Charge Per Unit	Proposed Maximum Aggregate Fee or Charge	Amount of Registration Fee
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*Note:* Specific details relating to the fee calculation shall be furnished in notes to the table, including references to provisions of Rule 457 (§230.457 of this chapter) relied upon, if the basis of the calculation is not otherwise evident from the information presented in the table.

**GENERAL INSTRUCTIONS**

**I. Eligibility Requirement for Use of Form S-20**

This form may be used for registration of standardized options under the Securities Act of 1933 ("Securities Act") provided that the registrant undertakes not to issue, clear, guarantee or accept an option registered on Form S-20 unless there is a definitive options disclosure document meeting the requirements of Rule 9b-1 of the Securities Exchange Act of 1934 with respect to the options class.

## **II. Application of General Rules and Regulations**

- A. Attention is directed to the General Rules and Regulations under the Securities Act, particularly those comprising Regulation C [17 CFR 230.400 to 230.494] thereunder. That Regulation contains general requirements regarding the preparation and filing of the registration statement.
  
- B. Attention is directed to Regulation S-K [17 CFR Part 229] for the requirements applicable to the content of the non-financial statement portions of registration statements under the Securities Act. Where this Form directs the registration to furnish information required by Regulation S-K and the item of Regulation S-K so provides, information need to be furnished to the extent appropriate.

## **PART I. INFORMATION REQUIRED IN PROSPECTUS**

### **Item 1. Forepart of the Registration Statement and Outside Front Cover Page of Prospectus.**

Set forth in the forepart of the registration statement and on the outside front cover page of the prospectus the information required by Item 501 of Regulation S-K [§229.501 of this chapter]. In the case of a foreign registrant, the information required by Item 502(f) of Regulation S-K [§229.502(f) of this chapter] also shall be included. In addition, the outside front cover page of the prospectus shall contain a statement to the effect that (1) an options disclosure document containing a description of the risks of options transactions is required to be furnished to option investors and stating from whom such a document may be obtained; (2) the financial statements and certain additional information required by Part II of the registration statement, other than exhibits, can be obtained without charge upon request from the registrant; and (3) the exhibits required by Part II of the registration statement can be inspected at the offices of the registrant or obtained from the registrant or the Securities and Exchange Commission upon payment of an appropriate fee.

### **Item 2. Description of Registrant.**

- (a) State the year in which the registrant was organized, its form of organization and the name of the State or other jurisdiction under the laws of which it was organized.
- (b) List all the parents of the registrant showing the basis of control.
- (c) Briefly describe the business of the registrant and the services rendered by it.

### **Item 3. Description of Securities to be Registered.**

State the title of securities to be registered, the rights evidenced by such securities, whether certificates representing these securities are issued, the contractual obligations of the registrant with respect to such securities and any restrictions on the purchase of such securities.

*Instruction.* This item only requires a brief summary of the provisions of the security. A complete legal description of the provisions referred to is not required and should not be given; only a succinct resume is required.

## **PART II. INFORMATION NOT REQUIRED IN PROSPECTUS**

### **Item 4. Directors and Executive Officers.**

Furnish the information required by Item 401 of Regulation S-K [§229.401 of this chapter].

### **Item 5. Legal Proceedings.**

Furnish the information required by Item 103 of Regulation S-K [§229.103 of this chapter].

**Item 6. Legal Options and Experts.**

Furnish the information required by Items 601(b)(5) and 601(b)(24) of Regulation S-K [§229.601 of this chapter].

**Item 7. Financial Statements.**

Include financial statements meeting the requirements of Regulation S-X [17 CFR 210] and the supplementary financial information specified by Item 302 of Regulation S-K [17 CFR 229.302].

**Item 8. Undertakings.**

Furnish the following undertakings:

1. The undersigned registrant hereby undertakes to file a post-effective amendment, not later than 120 days after the end of each fiscal year subsequent to that covered by the financial statements presented herein, containing financial statements meeting the requirements of Regulation S-X [17 CFR Part 210] and the supplementary financial information specified by Item 302 of Regulation S-K [17 CFR 229.302].
2. The undersigned registrant hereby undertakes not to issue, clear, guarantee or accept any security registered herein until there is a definitive options disclosure document meeting the requirements of Rule 9b-1 of the Securities Exchange Act of 1934 with respect to the class options.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-20 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of \_\_\_\_\_, State of \_\_\_\_\_, on \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
(Registrant)

By \_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Title)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Date)

*Instructions:*

1. The registration statement shall be signed by the registrant, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and by at least a majority of the board of directors or persons performing similar functions. If the registrant is a foreign person, the registration statement shall also be signed by its authorized representative in the United States.
2. The name of each person who signs the registration statement shall be typed or printed beneath his signature. Any person who occupies more than one of the specified positions shall indicate each capacity in which he signs the registration statement. Attention is directed to Rule 402 concerning manual signatures and to Item 601 of Regulation S-K concerning signature pursuant to powers of attorney.