

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

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FORM 2-A

**REPORT OF SALES AND USES OF PROCEEDS
PURSUANT TO RULE 257 OF REGULATION A**

File No. 24- ____-__

For period ending ____/____/____

Indicate whether the report is an
initial report []
amendment []
or final report []

If the report is an amendment, indicate the number of such amendment.

If the offering has terminated, indicate the date of termination ____/____/____

GENERAL INSTRUCTIONS

The report shall be filed in accordance with the provisions of Rule 257 of Regulation A.

Answer each item in the box(es) or spaces provided. If additional space is required for any response, continue the response on an attached sheet.

If the issuer is required to file any report(s) on this form subsequent to its initial filing, each subsequent filing shall be deemed an amendment to the initial filing. Do not report in any amendment responses to Items 3-11 unless the information has changed.

No fee is required to accompany this filing.

Seven copies of the form shall be filed with the main office of the Commission in Washington, D.C. At least one copy of the form shall be manually signed; other copies may bear typed or printed signatures.

1. _____
Exact name of issuer as specified in its charter.

2. Date of qualification of the offering statement:

3. Has the offering commenced? [] Yes [] No.

If yes, date of commencement:

If no, explain briefly:

4. Did the offering terminate before any securities were sold? [] Yes [] No.

If yes, explain briefly:

If "yes", do not answer Items 5-11.

5. Did the offering terminate prior to the sale of all the securities qualified under Regulation A?

[] Yes [] No.

If yes, explain briefly: _____

6. Indicate the total number of shares or other units offered and sold to date:
 _____ (issuer's account) _____ (selling securityholders)

Indicate the number of shares or other units still being offered:
 _____ (issuer's account) _____ (selling securityholders)

7. Total amount of dollars received from the public to date. \$ _____
 Total amount allocable to selling securityholders: \$ _____
 Underwriting discount or commission allowed \$ _____
 Underwriting expenses paid \$ _____
 Finders' Fees \$ _____
 Other expenses paid to date by or for issuer:
 Legal (including organization) \$ _____
 Accounting \$ _____
 Engineering \$ _____
 Printing and Advertising \$ _____
 Other (specify) _____ \$ _____
 _____ \$ _____
 _____ \$ _____
 Total costs and expenses \$ _____
 Total net proceeds remaining. \$ _____

8. Uses of net proceeds to date.

Instructions:

1. Do not include any amount in "working capital" to which a more specific category is applicable.
2. Round all amounts to the nearest dollar.
3. Specify under "other purposes" any purpose for which at least 5% of the issuer's proceeds or \$50,000, whichever is less, has been used.

Salaries and fees \$ _____
 Construction of plant, building and facilities \$ _____
 Purchases and installation of machinery and equipment \$ _____
 Purchase of real estate \$ _____
 Acquisition of other business(es) \$ _____
 Repayment of indebtedness \$ _____
 Working capital \$ _____
 Development expense (product development, research, patent costs, etc.) \$ _____
 Temporary investment (specify) \$ _____
 _____ \$ _____
 _____ \$ _____
 Other purposes (specify) _____ \$ _____
 _____ \$ _____
 _____ \$ _____

9. Do the use(s) of proceeds in Item 8 represent a material change in the use(s) of proceeds described in the offering circular?
 [] Yes [] No.

If yes, explain briefly: _____

10. State the number of shares held by each promoter, director, officer or controlling person of the issuer, if different from the amount stated in the offering circular.

11. List the names and addresses of all brokers and dealers who have, to the knowledge of the issuer or underwriters, participated in the distribution of the securities during the period covered by this report.

SIGNATURE

Pursuant to the requirements of Rule 257 and Regulation A, _____
has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer

Date

By _____
Signature

Instruction:

The report shall be signed by an executive officer, general partner or counsel of the issuer or by any other duly authorized person. The name and any title of the person who signs the report shall be typed or printed beneath the signature.