

MEMORANDUM

TO: File (S7-11-13)

FROM: Shehzad Niazi
Attorney-Advisor
Office of Small Business Policy
Division of Corporation Finance
U.S. Securities and Exchange Commission

RE: Meeting with Representatives of the North American Securities Administrators Association

DATE: May 9, 2014

On May 9, 2014, Commission staff met with representatives of the North American Securities Administrators Association (“NASAA”) to discuss the proposed rules to implement Section 401 of the Jumpstart Our Business Startups Act.

The following representatives of NASAA participated: Heath Abshire, Faith Anderson, William Beatty, Joseph Brady, Anya Coverman, Andrew Hartnett, Seth Hertlein and Russel Iuculano.

The following Commission staff representatives participated: Elizabeth Murphy, Sebastian Gomez Abero, Zachary Fallon and Shehzad Niazi from the Division of Corporation Finance.

INDEX

Tab 1..... NASAA Regulation A Coordinated Review Materials

Tab A Coordinated Review MOU

Tab B Application for Regulation A Coordinated Review

Tab C Regulation A Coordinated Review Protocol

Tab D Overview of Regulation A Review Process

Tab 2 NASAA Statements of Policy Index

Tab 3..... Small Business Materials - Washington State

Tab A Raising Capital

Tab B Offering Options

Tab C Role of Disclosure

Tab D SCOR Registration

Tab E Statements of Policy for Equity Offerings

Tab F Interactive Small Business Offering Decision Tree

Tab 4..... SCOR Materials

MEMORANDUM OF UNDERSTANDING AMONG MEMBERS OF THE NORTH AMERICAN SECURITIES ADMINISTRATORS ASSOCIATION, INC. CONCERNING PARTICIPATION IN COORDINATED REVIEW OF REGULATION A OFFERINGS

WHEREAS, The jurisdictions participating in the Coordinated Review of Regulation A Offerings desire to achieve maximum uniformity and coordination in jurisdictional regulatory standards in order to assist applicants seeking to register offerings to be conducted in reliance on the federal exemption from registration under Section 3(b) of the Securities Act of 1933 and Regulation A adopted thereunder; and

WHEREAS, These jurisdictions desire to undertake their regulatory responsibilities regarding Regulation A offerings in the most efficient and effective manner by sharing information, coordinating activities, and identifying regulatory priorities;

NOW, therefore, this jurisdiction agrees as follows:

- I. To participate in a coordinated review system for Regulation A offerings pursuant to the attached Review Protocol; and
- II. To adhere to the applicable NASAA Statements of Policy for registered securities offerings, as amended from time to time, that have been adopted by the jurisdiction either for disclosure or merit purposes, whichever is applicable, unless all participating jurisdictions agree to alter such Statements of Policy.

Jurisdiction

Name

Title

Date

Please return this signed form to:

Joseph Brady, General Counsel
North American Securities Administrators Association, Inc.
7501 First Street NE, Suite 1140
Washington, D.C. 20002

APPLICATION FOR COORDINATED REVIEW OF REGULATION A OFFERING

Form CR-3(b)

The Applicant hereby requests coordinated multi-jurisdictional review of an application for registration of an offering being made in reliance on the exemption from federal registration under Section 3(b) of the Securities Act of 1933 and Regulation A adopted thereunder.

Please note this coordinated review program is not available to offerings registered under Section 5 of the Securities Act of 1933. Blank check offerings do not qualify for this coordinated review program. This program may not be available to an offering even if the offering fits within the initial screening criteria.

The state of Washington is acting as the Administrator of the coordinated review program. There is no additional fee for coordinated review.

The coordinated review process will take a minimum of 30 days. The Applicant should consider this time frame and file the application as soon as possible after filing with the Securities and Exchange Commission.

The Applicant agrees to resolve comments through the Lead Disclosure and the Lead Merit examiners until such time as the Lead examiners agree that the comment(s) should be resolved through direct contact between the Applicant and the jurisdiction with the unresolved comment(s).

Jurisdictions of Application

Set forth below are the jurisdictions participating in this coordinated review program. [NOTE: The list will be modified to reflect only jurisdictions who agree to participate.] This coordinated review program is available only if the issuer intends to register in two or more of the participating jurisdictions. Please indicate the jurisdictions in which you intend to file an application to register the offering through coordinated review. **Issuers are cautioned to identify all jurisdictions in which they intend to utilize the coordinated review process. In accordance with the review protocol, it may not be possible to include additional jurisdictions at a later date.**

<input type="checkbox"/> Alabama (M) <input type="checkbox"/> Alaska (M) <input type="checkbox"/> Arkansas (M) <input type="checkbox"/> California (M) <input type="checkbox"/> Colorado (D) <input type="checkbox"/> Connecticut (D) <input type="checkbox"/> Delaware (D) <input type="checkbox"/> District of Columbia (D)* <input type="checkbox"/> Hawaii (D) <input type="checkbox"/> Idaho (M) <input type="checkbox"/> Illinois (D) <input type="checkbox"/> Indiana (M)	<input type="checkbox"/> Iowa (M) <input type="checkbox"/> Kansas (M) <input type="checkbox"/> Kentucky (M) <input type="checkbox"/> Louisiana (D) <input type="checkbox"/> Maine (M) <input type="checkbox"/> Maryland (D) <input type="checkbox"/> Massachusetts (M) <input type="checkbox"/> Michigan (M) <input type="checkbox"/> Minnesota (M) <input type="checkbox"/> Mississippi (M) <input type="checkbox"/> Missouri (M) <input type="checkbox"/> Montana (M) <input type="checkbox"/> Nebraska (M)	<input type="checkbox"/> Nevada (D) <input type="checkbox"/> New Hampshire (D) <input type="checkbox"/> New Jersey (D)* <input type="checkbox"/> New Mexico (M) <input type="checkbox"/> North Carolina (D) <input type="checkbox"/> North Dakota (M) <input type="checkbox"/> Ohio (M) <input type="checkbox"/> Oklahoma (M) <input type="checkbox"/> Oregon (M) <input type="checkbox"/> Puerto Rico (M) <input type="checkbox"/> Pennsylvania (M) <input type="checkbox"/> Rhode Island (D) <input type="checkbox"/> South Carolina (M)	<input type="checkbox"/> South Dakota (D) <input type="checkbox"/> Tennessee (M) <input type="checkbox"/> Texas (M) <input type="checkbox"/> US Virgin Islands (M) <input type="checkbox"/> Utah (D) <input type="checkbox"/> Vermont (M) <input type="checkbox"/> Virginia (M) <input type="checkbox"/> Washington (M) <input type="checkbox"/> West Virginia (D)* <input type="checkbox"/> Wisconsin (D) <input type="checkbox"/> Wyoming (D)
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M = Merit Review Jurisdiction

D = Disclosure Review Jurisdiction

*NOTE: While DC, NJ, and WV are disclosure review jurisdictions, they reserve the right to make substantive comments consistent with the coordinated review protocol.

The Applicant understands that any application filed in a jurisdiction subsequent to the initial filing may be reviewed separately and may involve application of non-coordinated review standards. The Applicant should understand that the merit jurisdictions participating in this program will be using certain NASAA Guidelines and/or Statements of Policy as the uniform standard. For information on the standards to be applied, please review the coordinated review program information website at <http://www.nasaa.org/regulatory-activity/statements-of-policy/>.

Consent to Service of Process

The Applicant irrevocably appoints the Securities Administrator or other legally designated officer of the jurisdiction in which the issuer maintains its principal place of business and any jurisdiction in which this application is filed, as its agents for service of process, and agrees that these persons may accept service on its behalf, of any notice, process or pleading, and further agrees that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding, or arbitration brought against it arising out of, or in connection with, the sale of securities or out of violation of the laws of the jurisdictions so designated. The Applicant further hereby consents that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the jurisdictions of application so designated hereunder by service of process upon the Securities Administrators or other legally designated officers so designated with the same effect as if the Applicant was organized or created under the laws of that jurisdiction and have been served lawfully with process in that jurisdiction. It is requested that a copy of any notice, process, or pleading served hereunder be mailed to:

Name

Address

Dated this _____ day of _____, 20__.

Authorized Representative:

Signature

Print Name

Title

Name of Issuer

NASAA Coordinated Review of Regulation A Offerings

Review Protocol

Adopted March 7, 2014

1. Applicants desiring coordinated multi-jurisdictional review of an offering to be conducted under Section 3(b) of the Securities Act of 1933 and Regulation A shall file a request for coordinated review, along with required exhibits and filing fees, through the Electronic Filing Depository. The State of Washington is the program coordinator. Applicants shall indicate in what jurisdictions the offering is to be registered through coordinated review. A listing of all jurisdictions that participate in coordinated review shall be maintained on NASAA's website.







If at the time of application, electronic filing is not available through the Electronic Filing Depository, then the applicant shall remit via e-mail an electronic copy of the application, along with required exhibits, to the program coordinator who shall redistribute the application materials to the jurisdictions indicated on the application. Filing fees must be submitted to the individual states in accordance with their filing procedures. A table of filing fees and remittance addresses for Regulation A offerings by jurisdiction shall be maintained on NASAA's website.

2. Washington will contact all participating jurisdictions to identify both a lead merit examiner and a lead disclosure examiner. If the issuer has not applied in a jurisdiction that applies merit standards, only a lead disclosure examiner will be identified. The lead examiner(s) will be identified within three (3) business days after receipt of the application for coordinated review.
3. The lead examiner(s) will draft and circulate a comment letter to the participating jurisdictions within ten (10) business days after their identification as lead examiner(s) by the program administrator. If the issuer has applied in a jurisdiction that applies merit standards, the lead merit examiner will include comments consistent with applicable NASAA Statements of Policy. The lead merit examiner shall apply and draft comments based on the applicable statements of policy, with the following exceptions:
 - a. The Statement of Policy Regarding Promoters' Equity Investment shall not apply;
 - b. The Statement of Policy Regarding Promotional Shares shall apply except that one-half (1/2) of any promotional shares required to be locked-in or escrowed shall be released on the first and second anniversary of the date of completion of the offering such that all shares shall have been released from lock-in or escrow by the second anniversary of the date of completion of the offering; and
 - c. The Statement of Policy Regarding Loans and Other Material Affiliated Transactions shall apply except that the disclosure document shall not be required to include representations by counsel to the issuer as contemplated in Section VII.C.3. of the policy.

4. The participating jurisdictions shall have five (5) business days from the circulation of the draft comment letter by the lead examiners to submit additional comments or corrections to the lead examiners. If a jurisdiction does not submit comments to the lead examiners within five (5) business days, the lead examiners can assume the jurisdiction has no comments. After the expiration of the five (5) business days for review of the draft letter by the participating jurisdictions, the lead examiner(s) shall have three (3) business days to make any necessary revisions and send the initial comment letter to the issuer.
5. If the initial application is amended by adding more participating jurisdictions, the initial ten (10) business day review period will be extended to five (5) business days from the date the final amendment is received. Amendments to the application for purposes of adding jurisdictions must be made prior to the expiration of the initial ten (10) business day review period. If an issuer seeks to add a jurisdiction after this time, the issuer may be required to pursue registration independently and be subject to non-coordinated review standards in each of the additional jurisdictions.
6. The lead examiners will communicate with the applicant and participating jurisdictions, as necessary, to resolve any outstanding comments. The lead jurisdictions will reply to each issuer's response to each coordinated review letter no later than five (5) business days after receipt of the issuer's response.
7. Participating jurisdictions will receive same-day notice from the lead disclosure examiner and the lead merit examiner when that lead examiner clears the application.
8. Once the lead disclosure examiner has cleared the application, all participating disclosure jurisdictions agree to clear the application.
9. Once the lead merit examiner has cleared the application, all participating merit jurisdictions agree to clear the application.

NASAA Multi-state Coordinated Review Program

NASAA has developed streamlined multi-state review protocols for Regulation A+ offerings to ease regulatory compliance costs on small companies seeking to raise capital. With this new program, Regulation A+ filings will be made in one place and distributed electronically to all states. Lead examiners will be appointed as the primary point of contact for a filer and each state will be given 10 business days for review. The lead examiners alone will interact with the issuer to resolve any deficiencies. On January 30, the NASAA Board of Directors approved the Proposed Coordinated Review Program for membership vote by electronic ballot with a March 7 deadline.

Filing Process	Review Process				
					
Day 1	3 business days	10 business days	5 business days	3 business days	Day 21
<p>Issuers desiring coordinated review will e-mail an electronic copy of the application and required exhibits to the program coordinator (State of Washington). The exhibits include Form 1-A & financial statements.</p> <p>The program coordinator will distribute the documents to the states selected by the issuer on the application form.</p> <p>Filing fees paid directly to each state.</p>	<p>Within three business days after receipt of the application, the program coordinator will select a lead disclosure examiner and lead merit examiner (assuming registration is sought in both types of jurisdictions).</p>	<p>Within an additional 10 business days, the lead examiners will draft and circulate a proposed comment letter to the other disclosure states and/or merit states.</p>	<p>Within an additional five business days, the participating jurisdictions may communicate any concerns or comments to the lead examiners.</p>	<p>Within an additional three business days, the lead examiners will make any necessary revisions and send the initial comment letter to the issuer.</p>	<p>If there are no deficiencies in the application, no comments will be necessary and the registration will be cleared by the lead examiners within 21 business days after it is filed.</p> <p>If there are deficiencies, the lead examiners will communicate with the applicant and the participating jurisdictions to resolve deficiencies. Whenever an issuer files a response to any deficiency, the lead examiners will reply within five business days.</p> <p>When a lead examiner determines that the application satisfies all substantive review standards, the examiner will clear the application and provide same-day notice to participating jurisdictions. The lead disclosure examiner and lead merit examiner may clear the application at different times. Each participating jurisdiction agrees to clear the application upon clearance by the lead examiner.</p>

Statements of Policy

NASAA Adopted Statements of Policy Index

Statements of Policy for Broker-Dealers and Investment Advisers

Dishonest or Unethical Business Practices of Broker-Dealers and Agents

Dishonest or Unethical Business Practices by Broker-Dealers and Agents in Connection with Investment Company Shares

Cross Border Trading by Broker-Dealers and Agents

General Statements of Policy for Registration of Securities

Corporate Securities Definitions

Impoundment of Proceeds

Loans and Other Material Affiliated Transactions

Options and Warrants

Preferred Stocks

Promoter's Equity Investment

Promotional Shares

Specificity in Use of Proceeds

Underwriting Expenses and Underwriter's Warrants

Unsound Financial Condition

Voting Rights

Statements of Policy for Specific Types of Securities

Registration of Asset-Backed Securities (*Amended May 6, 2012*)

Registration of Publicly Offered Cattle-Feeding Programs

Church Bonds and Church Bonds – Cross Reference Sheet

Church Extension Fund Securities

Registration of Commodity Pool Programs (*Amended May 6, 2012*)

Debt Securities

Registration of Equipment Programs (*Amended May 6, 2012*)

Registration of Mortgage Programs

Registration of Oil Gas Programs (*Amended May 6, 2012*)

Real Estate Investment Trusts

Real Estate Programs

Omnibus Guidelines

Exemptions

Model Accredited Investor Exemption

World Class Foreign Issuer Exemption

Interpretive Order Concerning Broker-Dealers, Investment Advisers, Broker-Dealer Agents and Investment Adviser Representatives Using the Internet for General Dissemination of Information on Products and Services

Statements of Policy Regarding Franchises

Uniform Franchise Delivery Requirements

Franchise Registration and Disclosure Guidelines

Internet Offers of Franchises

Electronic Delivery of Franchise Disclosure Documents

Franchise Advertising on the Internet

Other Statements of Policy

Risk Disclosure Guidelines

Multi-State Review of Requests for Interpretive Opinions and No-Action Letters

Internationalization of Securities

Uniform Disclosure Guidelines for Cover Legends

NASAA Resolution Regarding Blank Check and Blind Pool Offerings

Obsolete Statements of Policy

General Obligation Financing by Religious Denominations

Real Estate Investment Trusts

Registration of Commodity Pool Programs

Registration of Asset-Backed Securities

Real Estate Programs

Omnibus Guidelines

Registration and Qualification of Oil and Gas Programs

Mortgage Program Guidelines

Health Care Facility Offerings

Equipment Programs

Please contact the states in which you plan to file a registration to determine if the state has adopted these amendments.



Small Business Assistance

On this page:

- [Introduction](#)
- [Consultations](#)
- [Programs](#)
- [Publications](#)
- [Other Sites](#)

Introduction

A core mission of the Securities Division of the Department of Financial Institutions is to promote small business capital formation. One way small businesses can raise capital is by selling stock or other securities in their companies.

In order to assist small businesses considering raising capital through a securities offering, the Division has established a Small Business Section. This section is staffed with attorneys and accountants that are experts on the issues surrounding small business capital formation. As discussed below, this staff is available to answer your questions by telephone, e-mail or by meeting in our office.

Several special programs have also been created to assist small businesses desiring to conduct a securities offering. These programs provide special guidance for designing an offering, drafting a disclosure document, and offering in multiple states.

In addition, the Division has created several informational brochures and packets of information regarding securities offerings. Links to these publications appear below and the packets may be requested by e-mail or telephone.

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Consultations

Our staff is available for consultations over the telephone or by e-mail. Businesses considering an offering of securities may also schedule a pre-filing conference to discuss the options available to them. The Division encourages these conferences as a way to resolve as many issues as possible prior to filing. Call 360-902-8760 and ask for the Small Business Section or send an e-mail to Faith Anderson at Faith.Anderson@dfi.wa.gov to get the answers to your questions or arrange a meeting.

[Top]

Programs

Small Company Offering Registration (SCOR) - This program couples a user-friendly question and answer offering circular format with substantial assistance from the Division. It is designed to eliminate or substantially reduce the preparation costs for the small company trying to raise capital.

Coordinated Review-Equity (CR-Equity) is available to issuers seeking to sell equity securities in multiple states. It provides a uniform state registration procedure designed to coordinate the blue-sky registration process in all of the states in which the issuer seeks to sell. In addition to creating uniformity in the review, the program is designed to expedite the registration process, saving the issuer time and money. Of the 42 state securities agencies that register these types of offerings, 40 are currently participating. CR-Equity is designed to target stock offerings on the NASDAQ Small Cap, over-the-counter, and other small exchanges. The size of these offerings range from \$5 million to \$20 million dollars.

Coordinated Review-SCOR-WEST (CR-SCOR-West) - Several Western states participate in this coordinated review program designed to lessen the compliance burdens of small companies who file in more than one state. Under this program, the issuer deals with one lead state which will coordinate the comments from all participating states regarding the offering. Other regional review programs for SCOR offerings are also available.

[\[Top\]](#)

Publications

The Division offers a variety of small business publications:

[Small Business Offering Options Decision Tree](#) - This interactive decision tree is intended to help you evaluate whether your business may raise money by selling securities in a strictly private offering and if so, explore some private offering exemptions that may apply, or if it will be necessary for your company to register the offering.

[Raising Capital: Raising Small Business Capital Through a Securities Offering](#) - This booklet is designed to help small businesses and their attorneys and accountants understand the role of securities regulation, types of securities, and the steps and considerations for conducting a securities offering.

[Offering Options: Options for Raising Capital Through a Securities Offering in Washington](#) - Offers an overview of the various registration and exemption provisions available for conducting a securities offering in the State of Washington.

[SCOR Registration: Raising Small Business Capital Through a Small Company Offering Registration \(SCOR\)](#) - Provides an overview of an optional registration provision for small businesses seeking to raise capital in a securities offering.

[Role of Disclosure: The Role of Disclosure in a Securities Offering](#) - Explains the type of information that must be disclosed to investors in a securities offering.

[Coordinated Review-Equity \(CR-Equity\)](#) - Discusses an optional coordinated state review program for offerings being registered with the SEC and multiple states.

[Coordinated Review-SCOR \(CR-SCOR\)](#) - Discusses an optional coordinated state review program for offerings being registered with multiple states and exempt from registering with the SEC pursuant to Rule 504 of Regulation D or Regulation A.

[Small Business Frequently Asked Questions](#) - Answers to frequently asked questions by small businesses considering conducting a securities offering in Washington.

[NASAA Statements of Policy](#) - Links to policy statements applied to offerings of equity securities.

[\[Top\]](#)

Other Sites

- [Guide for Small Business in Washington State](#) - A publication from the Washington State Department of Commerce that provides an overview of public and private resources available to Washington's business owners and entrepreneurs.
- [Washington Small Business Development Centers](#) - Washington Small Business Development Centers promote economic vitality by providing advice, training and research to entrepreneurs and existing businesses statewide. Conveniently located throughout the state, SBDCs offer a host of services designed to help you grow your business, achieve higher profits, and improve operations.
- [Small Business Credit Initiative](#)
Washington state will distribute \$19.7 million through three new Small Business Credit Initiative programs. Working with private partners, the state expects to leverage these funds and by 2016 drive around \$300 million in new capital to Washington small businesses.
- [Office of the Secretary of State](#) - Information on incorporating in the State of Washington.
- [Department of Licensing - Operating a Business in Washington State](#) - Starting a new business is an exciting and challenging undertaking. Fulfilling your obligations to the government can play a big part in the success or failure of your business. The Department of Licensing provides a business resource guide to help you understand those obligations.
- [SCORE, Counselors to America's Small Business](#) - The Service Corps of Retired Executives is a resource partner with the U.S. Small Business Administration

- [Securities and Exchange Commission's Small Business Guide](#)

[\[Top\]](#)



Washington State Department of Financial Institutions

Raising Capital

Raising Small Business Capital Through a Securities Offering

INTRODUCTION

Chances are, you're reading this because you've exhausted all sources of funds for your small business. Your bank lines of credit, friends and family, and other sources of small business capital have extended all the funds they can to your company. However, your company needs more funds for growth, expansion or other objectives. Raising capital through a securities offering, the subject of this document, is an alternative worth considering.

Securities Regulation

Before proceeding, you should know that all companies conducting a securities offering must comply with both federal and state securities laws. These laws are intended to protect investors while providing a mechanism for capital formation and economic growth.

Every offering of securities must either be registered or exempt from registration under both federal and state securities laws. Most securities offerings conducted by small businesses are exempt from registering federally with the Securities and Exchange Commission (SEC). In addition, many securities offerings conducted by small businesses in the State of Washington also qualify for exemptions from registration with the Securities Division. However, if an offering is unable to meet the requirements for one of the exemptions, several registration options exist for small businesses raising capital in the State of Washington.

Regardless of whether an offering is registered or exempt from registration, an application or notification is usually required to be filed with the SEC, and with the securities division of every state in which the offering will be made. In addition, regulations frequently specify the content of offering circulars and contain restrictions on the way in which the securities can be sold or offered.

Furthermore, before conducting a securities offering, you should be aware that securities laws in the State of Washington impose civil liability on companies and their principals for offers and sales of securities made in violation of the law. Generally, this means investors, who purchased securities from a company while the offer or sale of the securities was in violation of the Securities Act of Washington, can sue the company and its principals for the full amount of their investment plus interest at 8% per annum from the date of investment.

Our brochure entitled "Offering Options" provides summaries of the basic exemption and registration provisions available for small businesses conducting a securities offering in the State of Washington. Hard copies of the brochure are also available upon request from the Division. If you wish to sell in other states, you should contact the SEC and the securities divisions of the states in which you wish to conduct your offering.

Types of Securities

There are two basic types of securities: equity and debt.

Equity securities are usually common stock and convey a portion of the ownership interest in the company to the holder of the security. Stockholders are usually entitled to receive dividends when and if declared, vote on corporate matters, and receive information about the company, including financial statements. A company must be incorporated under state law in order to issue common stock, which requires the company to file its articles of incorporation with the state in which it wishes to incorporate. The articles of incorporation specify the amount and type of stock the company is authorized to issue. To incorporate in the State of Washington, the company must file with the Corporations Division of the Secretary of State. Please see the Further Information section of this document for information on how to contact the Corporations Division.

Debt securities usually consist of bonds and represent debt obligations of the company. They have a specified interest rate, maturity date and repayment amount. In a registered securities offering, a company can only offer debt securities if it can demonstrate that it has the ability to repay the debt based on its past performance. Since it is usually difficult, if not impossible, for small companies to demonstrate this ability, offering debt securities in a registered offering is usually not an option available to small companies in need of capital.

CONDUCTING A SECURITIES OFFERING

With few exceptions, any company can offer securities. However, it may not make sense for your company to conduct a securities offering at this point in its development. Before you undertake a securities offering, you must consider the steps involved.

Preparing for an Offering

If you're considering a securities offering, it is a good idea to prepare a business plan, if you haven't already, to assist you in determining whether a securities offering makes sense at this point in your company's development. This plan should describe in detail the product or service the company sells, the market for its products or services, its competition, management and financial condition. Documents that should accompany the business plan include resumes, financial statements, credit reports, letters of reference, job descriptions, leases, contracts and other legal documents. A good business plan acts as a guidepost as to when a securities offering is appropriate. In addition, the information in the plan will become the core material for any disclosure document prepared by the company in connection with a securities offering, which will be provided to prospective investors.

There are many issues to take into consideration before deciding a securities offering makes sense for your company. You will have to devote a significant amount of time to putting the offering together and ensuring compliance with the securities laws.

The selling process will take even more time. You should consider whether potential investors feel an "affinity" with your company. Investors in small offerings are frequently attracted to the offering because they have an interest in the product or service that the company provides. For instance, people that are interested in wine may be interested in investing in a winery.

If you conduct an equity offering, you will have given up a portion of your business and you must answer to your investors. These investors will expect periodic reports on the company's progress, and they may want to talk to management, attend board meetings, or visit the company facilities on a regular basis.

Investors look for liquidity and though investments in small business should be viewed as long term, even long term investors need to see some light at the end of the tunnel. Consider whether your company will ever be large enough that a public trading market could develop, whether it may be a possible merger candidate or able to be sold one day, as well as your plans for distributing profits.

Finally, securities laws place heavy constraints on all aspects of the securities selling process in order to protect you and your investors. The process is complicated, and you are wise to consult an experienced securities attorney early on even if you later decide to do some or all of the preparation yourself. Never attempt to hide anything about your business from your attorney, securities officials, or potential investors.

Anyone who thinks a securities offering is a one-size-fits-all proposition is wrong. The best offerings are tailor-made to specific financial needs and goals.

Selecting the Type of Offering

Once you've made the decision to conduct a securities offering, you must determine the type of offering that suits the company's needs best. You will need to determine the offering exemption or registration that is most appropriate. In addition, you will need to determine the type of security to be offered. Depending on the type of offering chosen, you may issue common stock, preferred stock, debt, limited partnership interests, or interests in a limited liability company.

These decisions will be based on the following considerations, among others:

- Amount of money needed;
- Number of investors you think will be necessary to raise that amount;
- Whether you will need to sell to investors in other states;
- Whether or not you will need to publicly solicit investors to raise the amount needed;
- How much time you can spare from running your business;
- Whether it is important that the securities will be freely transferable; and
- How much the company can afford for professional services of lawyers and accountants.

The company should be realistic in its plans to raise capital through a securities offering. You should concentrate on the amount of funds needed to accomplish short-term business goals (6-12 months). If the company reaches that goal successfully, it may be able to offer additional securities to finance the company to reach its next objective. Be cautious of trying to do too much. Investors often base their investment decisions on their impressions of management. A person may be more likely to invest in a company where the management is perceived as having a clear idea of the step-by-step development of its

business. In addition, the most likely persons to purchase securities in your company will be friends, relatives, company suppliers, local merchants, customers and other individuals familiar with the company.

Preparing the Offering Materials

In order to provide adequate and complete disclosure of all material information about the company to prospective investors, a requirement under the securities laws, you will need to prepare a disclosure document. The disclosure document and exhibits are the basic offering materials you will need to provide to prospective investors.

Piecing together a well-prepared offering package requires a lot of time and expertise in many areas. Consulting with an experienced securities attorney and a qualified accountant early in the decision making process is strongly recommended. Even if you decide to prepare the bulk of the package yourself, attorneys and accountants can offer invaluable assistance with many general business planning issues and with determining what type of offering to pursue. It is also a good idea to contact the Securities Division to obtain the rules, as well as any forms required to be filed, in connection with the offering exemption or registration provision upon which the offering will rely. Much of this information is also available in the Small Business Assistance section of our website.

Take time to read the applicable rules, requirements and instructions. Make sure you will be able to fully comply. Seek a determination from the Securities Division as soon as possible if you are unsure of the requirements or if you foresee a problem with complying with a particular requirement.

When preparing the disclosure document, you must clearly disclose the following:

- Terms of the offering and the type of security offered;
- The company's business;
- How the funds from the offering will be used;
- Background of the company's officers and directors and their compensation;
- Any transactions between the company and affiliates;
- The risks associated with an investment in the company;
- Financial information on the assets, liabilities, income and cash flows of the company (financial statements); and
- All other information necessary for a reasonable person to make an informed investment decision.

If you make any earnings or cost projections, you must carefully explain and justify the assumptions underlying those projections. Unjustified or otherwise inappropriate assumptions are a frequent problem, so you should consult the Securities Division before including any projections in your document. Financial projections are rarely, if ever, justifiable for publicly offered start-up or development stage companies.

You should double check figures and proofread all documents to avoid errors, omissions and discrepancies.

Complex offerings, start-up companies, and companies in a unique business often have special disclosure problems that complicate the drafting process. If you are unfamiliar with securities, or are having trouble drafting the disclosure document, you should consider hiring a securities attorney or other professional.

The Division has published a brochure entitled "Role of Disclosure" which provides more information about this important legal obligation. Hard copies of this brochure are available from the Division upon request.

If you will be seeking registration in the State of Washington, you may also wish to consider scheduling an appointment with the small business section of the Securities Division to learn about the application process and get an idea of potential problems before you begin. You can also obtain disclosure documents from prior offerings that were approved by the Securities Division, so that you can become familiar with the kind of information you will be required to disclose in your own offering document.

Developing the prospectus can be demanding. However, you must remember that you will be asking investors to part with money that could be placed in a financial institution and insured against loss. Investing in small businesses is inherently risky, and the securities laws seek to ensure that investors have enough information to make an informed investment decision.

Obtaining Clearance from the Securities Division

Most small business securities offerings in Washington are subject to a filing requirement with the Securities Division, even if offering is exempt from registration. You may also be required to make a filing with the SEC.

Exempt Offerings

Most exempt offerings only require a notice filing and are subject to a cursory review by the Securities Division. Typically, in order to claim an exemption from registration, the company is required to file a form notifying the Division of the offering, a

consent to service of process (Form U-2) and a nominal filing fee. The offering materials are not typically required to be filed, however, the Division reserves the right to request them in connection with certain exemptions. The review period varies between 1 and 10 business days depending on our filing volume. Once the notice filing has been reviewed, the Division will send you either an Acknowledgement of Receipt allowing the offering to commence or a letter containing any comments generated from our review that must be resolved prior to any sales.

Registered Offerings

Offerings that may be sold to the general public through advertising or general solicitation must be registered and are subject to an extensive review by the Division. The review seeks to ensure that adequate information is contained in the disclosure document to be provided to prospective investors, and that the issuer has complied with limits imposed in such areas as offering amount, selling expenses, affiliated transactions and promotional shares.

The initial review focuses on identifying major content issues that must be dealt with first. Further reviews are then made to identify and correct smaller content and disclosure problems. Several reviews may be required before the offering is ready to be cleared.

The initial review usually takes place within two weeks of the receipt of your application. This initial review will normally center on "deal killers" – substantive problem areas that, unless resolved, will kill an offering regardless of the quality of the disclosure. Typical "deal killers" include:

- Excessive amount of promotional shares;
- Inability to service debt consistent with Division regulations;
- Affiliated transactions/conflicts of interest;
- Excessive selling expenses; and
- Problems with financial statements.

For the most part, these "deal killers" are derived from policies adopted by the Division that were created by the North American Securities Administrators Association (NASAA). Hard copies of these policies are available from the Division upon request.

Our staff will maintain regular contact with you during the review process so you will always be aware of the status of your application. We will also provide comment letters to explain the changes you must make to the disclosure document.

The length of the review period varies with the number of comments issued and how quickly you respond. Naturally, the more complete and thoughtfully prepared your offering is, the shorter the review time. If your file is particularly complex, or has some unusual problems, it will usually take longer for the Division to review and longer for you to make necessary changes prior to clearance. Few offerings are cleared in less than six weeks and it can take several months. You should therefore begin preparing for the offering well before the money is needed.

Once all issues have been resolved, the Division will issue a printed permit and the offering can begin.

Selling the Offering

Preparing the offering documents is a difficult task, but your greatest challenge will probably be finding investors. Small offerings tend to be high risk, and investors are often wary. Furthermore, most securities broker-dealers do not handle small offerings because they cannot make enough in commissions to cover their marketing costs. In addition, some offering alternatives, particularly those exempt from registration, do not allow you to advertise the securities offering. For the most part, you will be relying on family, friends, and business acquaintances to invest in your offering.

If changes are to be made at any time to the offering that are material to the investors, the Securities Division has to be notified and your disclosure document has to be amended to reflect these changes.

In addition, if you are conducting a registered offering, a copy of every advertisement for your offering has to be reviewed and cleared by the Division before you can use it. Remember that exempt offerings generally can't engage in "general solicitation," including advertising.

Fulfilling any Reporting Requirements

Some securities offerings, particularly registered offerings, require that you make periodic reports to the Securities Division regarding the status of the offering. In addition, you may also be required to report the final sales results to the Division when the offering is completed.

If you do not raise the minimum offering amount specified in the disclosure document, all funds collected from investors must be returned.

Furthermore, after completion of the offering, the company may be required to provide periodic financial reports to investors.

FINAL WORD OF CAUTION

Undertaking a securities offering is a serious matter. It can be costly and will take time away from running your business.

Ask yourself some basic questions. Do you have a clear sense of where your business is going and why you need the funds? Have you prepared a business plan? Are you willing to provide written documentation to investors describing your company, the offering, and the risks associated with investing in your enterprise? Are you willing to comply with all applicable requirements of the securities laws?

The consequences for not making a filing when required or exceeding certain numerical limitations can be costly and embarrassing. Contacting the Division BEFORE you offer or sell securities is an inexpensive and easy way to obtain accurate information about your specific circumstances.

Finally, the purpose of this document is to acquaint the small business person with the possibility of raising capital through a securities offering. It SHOULD NOT be relied upon to actually make a securities offering. There are many additional important issues, of which a person making a securities offering should be aware. This document summarizes only some of these issues.

FURTHER INFORMATION

For more information, please contact the Securities Division. Several informational brochures are available from the Division, which are also available in the Small Business Assistance section of our website. The staff in the small business section can answer your specific questions or provide guidance on how to obtain the information you need.

For more information on federal securities laws, contact the Office of Small Business Policy of the Securities and Exchange Commission (SEC):

Office of Small Business Policy

Division of Corporation Finance
 Securities and Exchange Commission
 450 Fifth Street, N.W.
 Washington, D.C. 29549
 (202)-942-2950
 Website: <http://www.sec.gov>

The State of Washington maintains a home page on the Internet providing access to sources of information concerning the operation of businesses in the State of Washington. The website is located at <http://access.wa.gov>.

Information on how to prepare a business plan may be available through Small Business Development Centers which are located throughout the state. The Small Business Administration hosts a website for these centers at <http://www.sba.gov/content/small-business-development-centers-sbdcs>.

A nonprofit organization of retired business persons called SCORE often operates programs to assist entrepreneurs. Location of chapters around the state usually can be found in the white pages of the telephone directory. The organization also maintains a website at <http://www.score.org>.

The U.S. Small Business Administration may also be able to provide assistance to the entrepreneur. Regional offices are located in Seattle and Spokane. The organization maintains a website at <http://www.sba.gov>.

KEY TERMS

The following definitions are included to help clarify some of the terms used throughout this document. These are working definitions only; for specific details related to these terms, please see the Washington securities laws and rules. Some terms are not defined, but have generally accepted usage.

Accredited investor: Any investor whose income, net worth, or business purpose meet certain requirements defined by the SEC. Banks, registered broker-dealers, insurance companies, investment and business development companies, certain employee benefit plans, and charitable organizations with assets over \$5 million are considered accredited investors.

Accredited investors also include: directors, executive officers, and general partners of the issuer; persons with income greater than \$200,000 in each of the two most recent years (or joint income greater than \$300,000), and a reasonable expectation of

the same income in the current year; and persons whose individual or joint net worth exceeds \$1 million.

Common stock: An ownership interest in a corporation.

Consent to service of process: A form submitted by the issuer that allows the Securities Division to be served with legal papers on the issuer's behalf. This form must be filed for each financing option.

Debt security: A security in which the seller must repay the investor's original investment amount plus interest. A company can offer debt securities only when it can demonstrate that it has the ability to repay the debt based on current earnings.

Disclosure document: The disclosure document distributed to potential investors is the primary source of information about your company. This document is also referred to as a prospectus or offering circular.

Limited Liability Company: An unincorporated entity that combines the limited liability features of a corporation with the pass through taxation and structural flexibility of a general partnership.

Non-accredited investor: Any investor not included in the definition of an accredited investor.

Preferred stock: Stock that has priority over common stock as to dividend payments and/or the distribution of the assets of the company. Preferred stock can have the characteristics of either common stock or debt securities.

Promotional shares: Equity securities that were issued within the last three years, or that are to be issued, to certain founders or organizers of the issuer for less than 85 percent of the public offering price.

Selling expenses: Selling expenses include those costs that are directly related to issuing and selling the securities, such as underwriting and brokerage discounts and commissions, printing costs, and filing fees paid to the SEC and/or state securities divisions. Fees paid to attorneys and shares made available to underwriters are also counted as selling expenses.

Sophistication: The investor and/or his/her representative have sufficient business knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of an investment opportunity.



Offering Options

Options for Raising Capital through a Securities Offering in Washington

Introduction

All securities offerings must either be registered with the Securities Division or exempt from registration in accordance with the Securities Act of Washington ([RCW 21.20](#)). Below you will find descriptions of various registration options and exemptions available in the State of Washington. The summaries of the Washington Securities Act and related regulations provided herein are not intended to be complete statements of their terms and conditions. For more general information on conducting a securities offering, please see our [Raising Capital webpage](#).

Regulation D Exemptions

The most common offering exemptions relied upon by small business issuers are those contained in "Regulation D," or "Reg D." [Regulation D](#) is a set of rules enacted by the federal SEC pursuant to the Securities Act of 1933 which provides exemptions from registration for offerings meeting certain requirements. Many states have enacted rules to facilitate offerings under federal Regulation D, including the State of Washington.

There are three exemptions contained in federal Regulation D: [Rule 504](#), [Rule 505](#), and [Rule 506](#). The Washington counterparts to these rules are [WAC 460-44A-504](#) (also known as the Small Offering Exemption or "SOE"), [WAC 460-44A-505](#) (also known as the Uniform Limited Offering Exemption or "ULOE"), and [WAC 460-44A-506](#), respectively.

Small Offering Exemption ("SOE")

See: [WAC 460-44A-504](#)

The Basics

The maximum offering amount that may be raised under the SOE is \$1,000,000 regardless of the location of the investors.

The offering can be sold to not more than 20 non-accredited investors in Washington. However, you may sell to an unlimited number of accredited investors and investors residing outside the State of Washington subject to the \$1,000,000 offering limit and the laws of other states in which the offering is made. This exemption can be used for all types of securities.

Disclosure Requirements

There is no prescribed format for presenting the disclosure document, but you must disclose all the material information necessary to allow potential investors to make an informed decision. The Securities Division recommends that you include the information required by the SCOR Form referred to below. You may also wish to consult the Division's [Role of Disclosure webpage](#) for information on general disclosure requirements.

Selling Constraints

You cannot advertise or attempt any general solicitation under this exemption. In addition, no sales commissions or payment of any kind, direct or indirect, can be made to anyone for soliciting potential purchasers.

When selling to non-accredited investors, you must make a reasonable effort to determine that the investment is financially suitable for the investor, or that the investor meets the sophistication standard. An investor meets the sophistication standard if the investor alone or with representatives has sufficient knowledge and experience in financial and business matters to demonstrate the capability to evaluate the merits and risks of the investment (see [WAC 460-44A-505\(2\)\(c\)\(ii\)](#)). An investment is considered financially suitable if the total investment does not exceed 10 percent of the purchaser's net worth.

Resale Restrictions

If your offering is made in conjunction with federal [Rule 147](#), your investors cannot sell their securities to any person outside this state for at least nine months after the offering has been completed. You must inform potential investors of this resale restriction.

Issuer Disqualification

Rule 504 offerings are subject to "bad actor" disqualification provisions, which disqualify an issuer from conducting an offering in reliance on the exemption if the issuer or other relevant persons (such as underwriters, placement agents and the directors, officers and significant shareholders of the issuer) have been convicted of, or are subject to court or administrative sanctions for, securities fraud or other violations of specified laws.

Filing Procedures

There are two ways to claim this exemption:

1. If you will be conducting the offering in more than one state, then you must file with the Securities Division a copy of the [Form D](#) that you filed electronically with the SEC along with the \$50 filing fee (checks should be made payable to the "Washington State Treasurer") and a representation that no sales have occurred in Washington at least 10 business days prior to any sales.
2. If the offering will be confined to Washington and you will be relying upon the federal intrastate offering exemption found in federal [Rule 147](#), then you must file a Securities Division [Notification of Claim of Exemption form \(PDF\)*](#), a completed consent to service of process on [Form U-2](#), and the \$50 filing fee (checks should be made payable to the "Washington State Treasurer") along with a representation that no sales have occurred in Washington at least 10 business days prior to any sales. No SEC filing is necessary.

In many cases, this exemption requires only a minimum review, but the application for the offering must be submitted to the Securities Division at least 10 business days before you begin to sell the offering. The Division has the right to review your offering materials upon request.

Uniform Limited Offering Exemption ("ULOE")

See: [WAC 460-44A-505](#)

The Basics

The maximum amount that may be raised under the ULOE is \$5 million.

The offering can be sold to not more than 35 non-accredited investors regardless of residency. You may sell to an unlimited number of accredited investors.

This exemption can be used for all security types, and must be used in conjunction with federal [Rule 505](#).

Disclosure Requirements

[WAC 460-44A-502\(2\)\(b\)](#) sets forth the information required to be furnished to purchasers who are not accredited investors. The specific disclosure requirements depend on a number of factors, including whether the issuer is a reporting company and the size of the proposed offering. This information must be furnished to such purchasers a reasonable time prior to the sale. Please see [WAC 460-44A-502\(2\)\(b\)](#) and [17 CFR 230.502](#) for more details.

Issuers are not required to provide information to accredited investors. However, in light of the anti-fraud provisions of the federal and state securities laws, issuers should consider providing such information to accredited investors as well.

Selling Constraints

You cannot advertise or attempt any general solicitation under this exemption. In addition, no sales commissions or payment of any kind, direct or indirect, can be made to anyone for soliciting non-accredited investors, unless the salesperson is registered in Washington as a securities broker-dealer or salesperson. If sales will be limited to accredited investors, such registration is not required.

When selling to non-accredited investors, you must make a reasonable effort to determine that the investment is financially suitable for the investor, or that the investor meets the sophistication standard. An investor meets the sophistication standard if

the investor alone or with representatives has sufficient knowledge and experience in financial and business matters to demonstrate the capability to evaluate the merits and risks of the investment (see [WAC 460-44A-505\(2\)\(c\)\(ii\)](#)). An investment is considered suitable if the total investment does not exceed 10 percent of the purchaser's net worth.

Resale Restrictions

You must inform potential investors of resale restrictions. Federal [Rule 144](#) sets forth rules to allow for resale of restricted securities, including those issued under Rule 505.

Issuer Disqualification

Rule 505 offerings are subject to "bad actor" disqualification provisions, which disqualify an issuer from conducting an offering in reliance on the exemption if the issuer or other relevant persons (such as underwriters, placement agents and the directors, officers and significant shareholders of the issuer) have been convicted of, or are subject to court or administrative sanctions for, securities fraud or other violations of specified laws.

Filing Procedures

The following must be filed with the Division pursuant to [WAC 460-44A-503](#):

1. A copy of the [Form D](#) filed electronically with the SEC;
2. \$300 filing fee (checks should be made payable to the "Washington State Treasurer"); and
3. A report of the date of first sale to a resident of the State of Washington, or an indication that sales have yet to occur (may be included in cover letter).

The notice filing for the offering must be submitted to the Securities Division no later than 15 days after the first sale or receipt of a signed subscription agreement from a resident of the State of Washington, unless the due date falls on a Saturday, Sunday, or holiday, in which case the due date is the next business day.

The Division has the right to review your offering materials upon request.

You must file the [Form D](#) with the SEC as well as the Securities Division in order to qualify for the exemption.

Non-Public Offering under Rule 506(b)

See: [WAC 460-44A-506](#)

Note: The National Securities Markets Improvement Act of 1996 preempts substantive state regulation of securities sold pursuant to Reg D, [Rule 506](#). However, the Act allows states to continue to require notification filings. See the Notification Filing Procedures section below for filing requirements.

The Basics

There is no maximum offering amount for offerings under Rule 506(b).

Under Rule 506(b), the offering may be sold to an unlimited number of accredited investors and to not more than 35 non-accredited investors, regardless of residency.

Disclosure Requirements

[17 CFR 230.502](#) sets forth the information required to be furnished to purchasers who are not accredited investors. The specific disclosure requirements depend on a number of factors, including whether the issuer is a reporting company and the size of the proposed offering. This information must be furnished to such purchasers a reasonable time prior to the sale. Please see [17 CFR 230.502](#) for more details.

Issuers are not required to provide information to accredited investors. However, in light of the anti-fraud provisions of the federal and state securities laws, issuers should consider providing such information to accredited investors as well.

As discussed below, you must furnish each purchaser with a written description of any matters that would have triggered disqualification under § 230.506(d)(1) ("bad actor" events) but for the fact the matter(s) occurred before September 23, 2013.

Selling Constraints

You cannot advertise or attempt any general solicitation under this exemption.

When selling to non-accredited investors, you need not determine financial suitability; however, any non-accredited investors must be sophisticated. An investor meets the sophistication standard if the investor alone or with representatives has sufficient knowledge and experience in financial and business matters to demonstrate the capability to evaluate the merits and risks of the investment.

Resale Restrictions

You must inform potential investors of resale restrictions. Federal [Rule 144](#) sets forth rules to allow for resale of restricted securities.

Issuer Disqualification

Rule 506(b) offerings are subject to "bad actor" disqualification provisions, which disqualify an issuer from conducting an offering in reliance on the exemption if the issuer or other relevant persons (such as underwriters, placement agents and the directors, officers and significant shareholders of the issuer) have been convicted of, or are subject to court or administrative sanctions for, securities fraud or other violations of specified laws on or after September 23, 2013.

In addition, you must furnish each purchaser with a written description of any matters that would have triggered disqualification under § 230.506(d)(1) ("bad actor" events) but for the fact the matter(s) occurred before September 23, 2013.

Notification Filing Procedures

The following must be filed with the Division:

1. A copy of the [Form D](#) filed electronically with the SEC;
2. \$300 filing fee (checks should be made payable to the "Washington State Treasurer"); and
3. A report of the date of first sale to a resident of the State of Washington, or an indication that sales have yet to occur (may be included in cover letter).

The notice filing for the offering must be submitted to the Securities Division no later than 15 days after the first sale or receipt of a signed subscription agreement from a resident of the State of Washington, unless the due date falls on a Saturday, Sunday, or holiday, in which case the due date is the next business day.

You must file the [Form D](#) with the Securities Division in order to qualify for the exemption.

Offering Involving General Solicitation under Rule 506(c)

See: [WAC 460-44A-506](#)

Note: The National Securities Markets Improvement Act of 1996 preempts substantive state regulation of securities sold pursuant to Reg D, [Rule 506](#). However, the Act allows states to continue to require notification filings. See the Notification Filing Procedures section below for filing requirements.

The Basics

There is no maximum offering amount for an offering under Rule 506(c).

Under Rule 506(c), all purchasers of the securities must be accredited investors. Further, the issuer must take reasonable steps to verify that all purchasers are accredited investors. In this regard, issuers must consider a number of factors, such as (1) the nature of the purchaser and the type of accredited investor that the purchaser claims to be; (2) the amount and type of information that the issuer has about the purchaser; and (3) the nature of the offering, such as the manner in which the purchaser was solicited to participate in the offering, and the terms of the offering, such as a minimum investment amount.

Please note that self-certification of accredited investor status by a purchaser would likely never be a sufficient form of verification under Rule 506(c). For more specific information on the verification requirements, see [SEC Release No. 33-9415 \(PDF\)](#)*

Disclosure Requirements

[17 CFR 230.502](#) sets forth the information required to be furnished to purchasers who are not accredited investors. The

specific disclosure requirements depend on a number of factors, including whether the issuer is a reporting company and the size of the proposed offering. This information must be furnished to such purchasers a reasonable time prior to the sale. Please see [17 CFR 230.502](#) for more details.

Issuers are not required to provide information to accredited investors. However, in light of the anti-fraud provisions of the federal and state securities laws, issuers should consider providing such information to accredited investors as well.

As discussed below, you must furnish each purchaser with a written description of any matters that would have triggered disqualification under § 230.506(d)(1) ("bad actor" events) but for the fact the matter(s) occurred before September 23, 2013.

Selling Constraints

Rule 506(c) permits an issuer to engage in general solicitation or general advertising in offering and selling securities pursuant to Rule 506(c), provided that all purchasers of the securities are verified accredited investors.

Should the offering fail to qualify under Rule 506(c), an issuer that has engaged in general solicitation may not alternatively rely on the non-public offering exemptions in Section 4(a)(2) of the Securities Act of 1933, nor RCW 21.20.320(1).

Any securities salespersons or broker-dealers involved in the offering are subject to registration under [RCW 21.20.040](#).

Resale Restrictions

You must inform potential investors of resale restrictions. Federal [Rule 144](#) sets forth rules to allow for resale of restricted securities.

Issuer Disqualification

Rule 506(c) offerings are subject to "bad actor" disqualification provisions, which disqualify an issuer from conducting an offering in reliance on the exemption if the issuer or other relevant persons (such as underwriters, placement agents and the directors, officers and significant shareholders of the issuer) have been convicted of, or are subject to court or administrative sanctions for, securities fraud or other violations of specified laws on or after September 23, 2013.

In addition, you must furnish each purchaser with a written description of any matters that would have triggered disqualification under § 230.506(d)(1) ("bad actor" events) but for the fact the matter(s) occurred before September 23, 2013.

Notification Filing Procedures

The following must be filed with the Division:

1. A copy of the [Form D](#) filed electronically with the SEC;
2. \$300 filing fee (checks should be made payable to the "Washington State Treasurer"); and
3. A report of the date of first sale to a resident of the State of Washington, or an indication that sales have yet to occur (may be included in cover letter).

The notice filing for the offering must be submitted to the Securities Division no later than 15 days after the first sale or receipt of a signed subscription agreement from a resident of the State of Washington, unless the due date falls on a Saturday, Sunday, or holiday, in which case the due date is the next business day.

You must file the [Form D](#) with the Securities Division in order to qualify for the exemption.

Small Company Offering Registration (SCOR)

See: [WAC 460-17A](#)

The Basics

Offerings made pursuant to the Small Company Offering Registration (SCOR) utilize a question-and-answer style disclosure document that was designed for small businesses seeking to raise capital through a registered securities offering. The form can be completed by officers of the company, saving the issuer the time and expense of hiring an experienced securities attorney to draft a disclosure document. Further information regarding this type of registration is available on our [SCOR webpage](#).

The maximum amount that may be raised in a SCOR offering is \$1 million.

There are no limits on the number of investors.

This registration can be used by corporations or limited liability companies (LLCs) for common stock, preferred stock, debt securities, or membership interests.

For corporations, the minimum share price is \$1 per share. In addition, you cannot split the common stock or declare a stock dividend for two years after the effective date of the registration. For LLCs, the minimum price is \$1 per unit of interest.

Companies Excluded

This registration cannot be used for offerings for which the specific business to be engaged or property to be acquired cannot be specified (such as blind pool offerings); offerings involving oil exploration or production, mining, or similar industries; or theatrical productions.

In addition, SCOR is not appropriate for holding companies, portfolio companies (such as real estate investment trusts), issuers with complex capital structures, commodity pools, and equipment leasing or real estate programs.

Related Rules

This registration option can be used for debt securities only if the company can demonstrate the ability to service the debt based on current earnings.

Equity offerings must comply with several North American Securities Administrators Association (NASAA) Statements of Policy pertaining to items such as affiliated transactions, excessive options and warrants, and promotional shares. These policies are available on the Division's [NASAA Statements of Policy webpage](#).

Disclosure Requirements

You must use the [SCOR disclosure document \(Word\)](#) (also known as the "SCOR Form" or "Form U-7"). The North American Securities Administrators Association has prepared a [SCOR Manual \(Word\)](#) that provides direction on filling out the form.

You must provide financial statements that have been prepared in accordance with generally accepted accounting principles (GAAP). Having the financial statements compiled, reviewed, or audited by an independent certified public accountant is strongly recommended for companies that lack the requisite accounting expertise.

Please note that if you are planning to sell to residents of more than one state, you will need to satisfy the financial statement requirements of the most restrictive state. Many states require audited statements.

Filing Procedures

The SCOR disclosure document and a uniform application to register securities ([Form U-1](#)) constitute the application for registration of the offering. They should be submitted to the Securities Division with a cover letter and appropriate fee.

The filing fees range from \$100 to \$550, depending on offering size. The fee for the first \$100,000 of securities to be offered in this state is \$100. Multiply the amount in excess of \$100,000 by .0005 and add \$100 to determine the fee for offerings in excess of \$100,000.

This application will be carefully reviewed, and comments specifying any substantive or disclosure deficiencies will be communicated to you. To obtain a permit, you must revise and resubmit your disclosure document as requested until you have met all substantive and disclosure requirements.

In addition to the disclosure document, you must submit any additional information and documents required by [WAC 460-17A-060](#). If you plan to sell to residents of more than one state, a coordinated review of your offering may be available. [Coordinated Review-SCOR-West](#) (CR-SCOR-West) is designed to streamline the review process and ease the burden on issuers of having to interact with securities examiners in multiple states.

The Securities Division has sample SCOR disclosure documents available upon request that may be used as guides in preparing your disclosure document.

Selling Constraints

The securities can be sold by the issuer or a securities broker, but in either case the broker and/or salesperson must be licensed with the Securities Division. Salespersons who will receive commissions for selling the offering must pass qualifying examinations. If no commissions will be paid, officers and directors of the issuer can become licensed without passing any qualifying examinations by filing a completed salesperson application ([Form U-4 \(PDF\)*](#)) and paying the required \$40 licensing

You may use advertisements and announcements to solicit investors for the offering; however, content restrictions apply. Any advertisements or announcements must be filed with the Securities Division at least five business days before they are used. If the issuer is required to establish a minimum offering amount, all funds received must be placed in an impound/escrow account at a bank or similar financial institution until the minimum offering amount has been raised.

If you intend to sell to anyone that is not a Washington resident, you must also file with both the SEC and the other states where you will be selling. A federal [Form D](#) should be submitted to the SEC stating that the company is claiming the exemption provided under [Rule 504](#). State filing procedures vary greatly. You should contact each state directly for further information. Please contact the Division to obtain contact information for other states.

If you will be selling only in Washington, you may use either [Rule 504](#), which requires a [Form D](#) filing, or the [Rule 147](#) exemption, which does not require a federal filing, for your federal exemption.

Resale Restrictions

If SCOR is being used with federal [Rule 147](#), then investors cannot sell their shares to any non-Washington resident until at least nine months after the offering has been completed.

Reporting Requirements

You must provide a securities sales report and updated financial statements to the Securities Division each quarter until the offering is completed.

If any event occurs that would materially affect the accuracy of the prospectus, you must immediately report this information to the Securities Division. This prospectus might require revisions to include the new information, and the revised prospectus must be used when soliciting new investors.

You must provide financial statements prepared according to generally accepted accounting principles to all investors for five years after the offering.

Registration by Coordination

See: [RCW 21.20.180](#)

The Basics

Any offering for which a registration statement has been filed with the SEC under the federal [Securities Act of 1933](#) may be registered by coordination. Any filing made under federal [Regulation A \(PDF\)*](#) also fits in this category.

There is no maximum offering amount nor is there a limit on the number of investors, except for offerings made pursuant to [Regulation A \(PDF\)*](#) where the maximum offering amount is \$5 million.

Related Rules

This registration can be used for debt securities only if the company can demonstrate the ability to service the debt based on current earnings.

Equity offerings must comply with several NASAA Statements of Policy pertaining to items such as affiliated transactions, excessive options and warrants, and promotional shares. These policies are available on the Division's [NASAA Statements of Policy webpage](#).

Disclosure Requirements

The disclosure requirements vary with the type of federal filing made. These requirements are defined in various federal regulations. [Regulation A \(PDF\)*](#) filers have the option of using a SCOR question-and-answer format offering circular similar to

the SCOR Form. Please contact the SEC for further information on disclosure requirements. The [further information](#) section of this document contains contact information for the SEC, including their website address.

Filing Procedures

The federal registration statement and a uniform application to register securities ([Form U-1 \(PDF\)*](#)) are considered the application for registration of the offering. They should be submitted to the Securities Division with a cover letter and appropriate fee. In addition to the disclosure document, you must submit any additional information and documents required by [RCW 21.20.180](#).

The minimum filing fee is \$100. The fee for the first \$100,000 of securities to be offered in this state is \$100. Multiply the amount in excess of \$100,000 by .00025 and add \$100 to determine the fee for offerings in excess of \$100,000.

This application will be carefully reviewed and comments related to substantive and disclosure requirements will be communicated to you. In order to obtain a permit, you must revise and resubmit your disclosure document as requested until you have met all substantive and disclosure requirements. Once all issues have been resolved and the offering has been declared effective by the SEC, the Division will send a permit for the sale of securities to allow you to commence the offering.

The Securities Division recommends hiring an experienced securities attorney to prepare and conduct this type of offering, particularly when the issuer is not utilizing the [Regulation A \(PDF\)*](#) question-and-answer format option.

If you plan to sell to residents of more than one state, a coordinated review of your offering may be available. [Coordinated Review-Equity \(CR-Equity\)](#) is designed to streamline the review process and ease the burden on issuers of having to deal with securities examiners in multiple states. More information about this program is available at www.coordinatedreview.org.

Selling Constraints

The securities can be sold by the issuer or a securities broker, but in either case the broker and/or salesperson must be licensed with the Securities Division. Salespersons who will receive commissions for selling the offering must pass qualifying examinations. If no commissions will be paid, officers and directors of the issuer can become licensed without passing any qualifying examinations by filing a completed salesperson application ([Form U-4 \(PDF\)*](#)) and paying the required \$40 licensing fee.

You may use advertisements and announcements to solicit investors for the offering; however, content restrictions apply. Any advertisements or announcements must be filed with the Securities Division at least five business days before they are used. If the offering is not firmly underwritten, you may be required to establish a minimum offering amount. Under these circumstances, all funds received must be placed in an impound/escrow account at a bank or similar financial institution until the minimum offering amount has been raised.

Reporting Requirements

Federal law may require your company to file periodic reports during and for an extended period after the completion of the offering. You should contact the SEC for information on reporting requirements.

Registration by Qualification

See: [RCW 21.20.210](#)

The Basics

Any security that is not required to be registered under the federal [Securities Act of 1933](#), except those offerings being conducted pursuant to federal [Regulation A \(PDF\)*](#), may register by qualification for sale in Washington.

There is no maximum offering amount, nor is there a limit on the number of investors.

Related Rules

This registration can be used for debt securities only if the company can demonstrate the ability to service the debt based on current earnings.

Equity offerings must comply with several NASAA Statements of Policy pertaining to items such as affiliated transactions,

excessive options and warrants, and promotional shares. These policies are available on the Division's [NASAA Statements of Policy webpage](#).

Disclosure Requirements

The disclosure document must include the information required by [RCW 21.20.210](#). Under federal and state securities laws, you must disclose all the information necessary to allow potential investors to make an informed decision.

Filing Procedures

The disclosure document and an [Application for Registration by Qualification \(PDF\)](#)* are considered the application for registration of the offering. They should be submitted to the Securities Division with a cover letter and appropriate fee. In addition to the disclosure document, you must submit any additional information and documents required by [RCW 21.20.210](#).

The minimum filing fee is \$100. The fee for the first \$100,000 of securities to be offered in this state is \$100. Multiply the amount in excess of \$100,000 by .0005 and add \$100 to determine the fee for offerings in excess of \$100,000.

This application will be carefully reviewed and comments related to substantive and disclosure requirements will be communicated to you. In order to obtain a permit, you must revise and resubmit your disclosure document as requested until you have met all substantive and disclosure requirements. Once all issues have been resolved, the Division will send a permit for the sale of securities to allow you to commence the offering.

The Securities Division recommends hiring an experienced securities attorney to prepare and conduct this type of offering. The Securities Division has sample offering circulars available upon request that may be used as guides in preparing your disclosure document.

Selling Constraints

The securities can be sold by the issuer or a securities broker, but in either case the broker and/or salesperson must be licensed with the Securities Division. Salespersons who will receive commissions for selling the offering must pass qualifying examinations. If no commissions will be paid, officers and directors of the issuer can become licensed, without passing any qualifying examinations, by filing a completed salesperson application ([Form U-4 \(PDF\)](#)*) and paying the required \$40 licensing fee.

You may use advertisements and announcements to solicit investors for the offering; however, content restrictions apply. Any advertisements or announcements must be filed with the Securities Division at least five business days before they are used.

If the offering is not firmly underwritten, you may be required to establish a minimum offering amount. Under these circumstances, all funds received must be placed in an impound/escrow account at a bank or similar financial institution until the minimum offering amount has been raised. The financial institution cannot release the funds until authorized to do so by the Securities Division.

Resale Restrictions

If this registration is being used with federal [Rule 147](#), then investors cannot sell their shares to any non-Washington resident until at least nine months after the offering has been completed.

Reporting Requirements

You must provide a securities sales report and updated financial statements to the Securities Division each quarter until the offering is completed.

If any event occurs that would materially affect the accuracy of the prospectus, you must immediately report this information to the Securities Division. The prospectus might require revisions to include the new information, and the revised prospectus must be used when soliciting new investors.

Word of Caution

This document is designed to acquaint the small businessperson with the different registration and exemption options available for raising capital through a securities offering in the State of Washington. It should not be relied upon to actually make a securities offering. There are many additional important issues, of which a person making a securities offering should

be aware. This brochure summarizes only some of these issues.

Further Information

For more information on federal securities laws, contact the Office of Small Business Policy of the Securities and Exchange Commission (SEC):

Office of Small Business Policy
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-3628
Telephone: (202) 551-3460
Website: www.sec.gov/info/smallbus.shtml

The State of Washington maintains a home page on the Internet providing access to sources of information concerning the operation of businesses in the State of Washington. The website is located at access.wa.gov.

Information on how to prepare a business plan may be available through [Small Business Development Centers](#) which are located throughout the state.

A nonprofit organization of retired business persons called SCORE often operates programs to assist entrepreneurs. Location of chapters around the state usually can be found in the white pages of the telephone directory. The organization also maintains a website at www.score.org.

The U.S. Small Business Administration may also be able to provide assistance to the entrepreneur. Regional offices are located in Seattle and Spokane. The organization maintains a website at www.sba.gov.

Key Terms

The following definitions are included to help clarify some of the terms used throughout this webpage. These are working definitions only; for specific details related to these terms, please see the [Washington securities laws and rules](#). Some terms are not defined, but have generally accepted usage.

Accredited investor: Any investor whose income, net worth, or business purpose meet certain requirements defined by the SEC. Banks, registered broker-dealers, insurance companies, investment and business development companies, certain employee benefit plans, and charitable organizations with assets over \$5 million are considered accredited investors.

Accredited investors also include: directors, executive officers, and general partners of the issuer; persons with income greater than \$200,000 in each of the two most recent years (or joint income greater than \$300,000), and a reasonable expectation of the same income in the current year; and persons whose individual or joint net worth exceeds \$1 million excluding the value of that person's primary residence.

Common stock: An ownership interest in a corporation.

Consent to service of process: A [consent to service of process form \(PDF\)](#)* submitted by the issuer that allows the Securities Division to be served with legal papers on the issuer's behalf. This form must be filed for each financing option.

Debt security: A security in which the seller must repay the investor's original investment amount plus interest. A company can offer debt securities only when it can demonstrate that it has the ability to service the debt based on current earnings.

Disclosure document: The disclosure document distributed to potential investors is the primary source of information about your company. This document is also referred to as a prospectus or offering circular. In a private placement, it is generally referred to as a private placement memorandum (PPM).

Limited Liability Company: An unincorporated entity that combines the limited liability features of a corporation with the pass through taxation and structural flexibility of a general partnership.

Non-accredited investor: Any investor not included in the definition of an [accredited investor](#).

Preferred stock: Stock that has priority over common stock as to dividend payments and/or the distribution of the assets of the company. Preferred stock can have the characteristics of either common stock or debt securities.

Promotional shares: Equity securities that were issued within the last three years, or that are to be issued, to certain founders or organizers of the issuer for less than 85 percent of the public offering price.

Selling expenses: Selling expenses include those costs that are directly related to issuing and selling the securities, such as underwriting and brokerage discounts and commissions, printing costs, and filing fees paid to the SEC and/or state securities commissions. Fees paid to attorneys and shares made available to underwriters are also counted as selling expenses.

Sophistication: The investor and/or his/her representative have sufficient business knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of an investment opportunity.



Role of Disclosure

The Role of Disclosure in a Securities Offering

INTRODUCTION

Both federal and state laws require companies conducting a securities offering to tell each potential investor all material information about the company, its principals, and the investment opportunity (including the risks of the investment) that a reasonable person would want to know in order to make an informed investment decision.

The offer and sale of many goods and services in the United States is governed by the market principle of "caveat emptor," which means "buyer beware." This principle does not apply to the purchase or sale of securities. Unlike the purchase of a tangible asset such as a used car, which the buyer can test drive and have inspected by a mechanic, a security is an intangible asset whose value depends upon the performance of the company that issued it and the market's assessment of the company's prospects.

Investors generally do not directly examine all of the company's plants, equipment, contracts, books or records nor do they conduct interviews with the company's management and key personnel. In order for investors to be informed on issues that relate to the value of the security and the risks of the investment, securities laws require the company to tell each prospective purchaser all material information about the company.

Filing Requirements

For registered public offerings of securities and to claim certain exemptions from registration, disclosure documents must be filed with those government agencies responsible for regulation of securities offerings. Whether a filing with the state Securities Division is required is described in the Division's informational brochure entitled "Offering Options" and on our website.

When disclosure documents are filed with these agencies, they usually possess legal authority to review the disclosure document. The agency may comment on disclosure issues and, based upon the company's response, request the company to add or modify text to more fully explain certain factual circumstances of the offering or risks of the investment.

The Securities Act of Washington

Persons who omit to state material facts or make untrue statements of material facts in connection with the offer, sale or purchase of a security in the State of Washington are violating state law. In other words, companies cannot lie about material facts which may affect the success or failure of the company nor can they fail to tell the whole truth about those facts.

Criminal and Civil Liabilities

The Securities Act provides for criminal and civil penalties for failing to disclose material facts or making untrue statements of material facts. A person who wilfully violates RCW 21.20.010 of the Securities Act may face criminal prosecution resulting in a fine of \$5,000 or imprisonment for not more than ten years, or both. Each act constitutes a separate offense.

The Securities Act also imposes civil liability on companies and their principals who offer or sell securities in violation of RCW 2120.010. This means that an investor who purchased a security from a company which failed to disclose a material fact or made an untrue statement of material fact in connection with the sale of that security will be able to sue the company for the return in cash of the full price paid plus interest at 8% from the date of purchase.

The Securities Division is authorized to institute administrative and injunctive proceedings against any person who violates RCW 2120.010. Upon determination by the Division that a person has violated this section, the Division may bar the company and any of its principals or their affiliates from selling securities in the State of Washington. In addition, costs of the investigation may be assessed against the violators.

PREPARATION OF A DISCLOSURE DOCUMENT

When offering of securities being made to the general public, written disclosure is provided in a document prepared by the issuer called a "prospectus." In an offering being made only to a limited number of persons pursuant to an exemption from registration, written materials provided by the issuer are known as "private placement memoranda" or "offering circulars." These disclosure documents not only inform the prospective purchaser about the investment opportunity but also aid in

resolving possible future disputes between the company and dissatisfied investors.

Preparation of a disclosure document is perhaps the most important aspect of conducting a proper securities offering. It demands a substantial commitment of time and concentration in that each component must be thoroughly analyzed and presented in a manner that may be easily understood by an ordinary individual. The benefits from this exercise, however, are well worth the effort.

First, the disclosure document probably will be the main way the company tells its story to persons it hopes will invest in the company. Therefore, the company will want to provide a complete description of its business, any operations (including financial results) to date and the business background of its management.

The company should also disclose any special aspects of the company's development such as whether it has been granted any patents, produced a prototype suitable for mass manufacture or executed contracts for which it reasonably can anticipate immediate revenues. The company should be careful not to exaggerate any claims. It only should make statements which are backed by factual data. Projections of future financial performance are strongly discouraged and rarely allowed, particularly in registered public offerings.

Second, developing a disclosure document helps the company's management focus on describing all the important elements of the company and its business. The company should not attempt to engage in too many ventures at one time. A person is more likely to invest in a company which is perceived as having a clear idea of its business as reflected in the disclosure document. Remember, the company always can issue additional securities to help finance the next stage of business development.

Third, the disclosure document serves as protection for both the company and its officers and directors from possible future lawsuits from dissatisfied investors claiming misrepresentations or inadequate disclosure. Use of a good disclosure document may avoid long and costly legal arguments over who said what about any particular issue. Addressing all material facts and risks of an investment in the disclosure document that is given to investors at the time of the initial investment goes a long way toward minimizing future lawsuits and the cost to the company of defending them. Remember, if the investor wins such a lawsuit, the company AND the persons responsible may be liable for the return of the investors' money with interest.

Required Disclosure

All information which is material to enable a reasonable person to make an informed investment decision must be disclosed. A good rule of thumb is that anything which you would want to know about a company before making an investment in a similar enterprise would be deemed to be material and should be disclosed to potential investors.

Exactly what information is material is dependent upon the facts surrounding each company and investment opportunity. There are, however, certain key areas of disclosure which apply to most enterprises:

Risks of the Investment. It is important for the company to tell prospective investors the principal factors which make the offering speculative. Investors should be given notice of these risks and those relating to the company's financial condition, its business operations, its reliance on management and the terms of the offering. Each risk factor should be stated in a concise paragraph and relate to a specific problem faced by the issuer or arising on account of the offering. Exhibit A to this document identifies those risks which normally are described in securities offerings.

The Company. Information concerning the company which should be disclosed includes: the address of the principal office of the company and any significant subsidiaries; the general nature of the company's business; its form of organization; when it started operations; where it was organized; the location of its principal plants or offices; whether it was a successor to a former business and the circumstances under which the succession occurred; and other information necessary to describe the material aspects of the company.

Management. Management is an important component of any company. Each executive officer and director of the company should be identified and the position held in the company's management structure should be described. Previous business experience of the management staff is also relevant. Therefore, disclosure of each executive officer and director's previous occupation during at least the past five years should be given, including a description of the job held, type of business in which the person was employed and whether that business is still in operation. In describing management's background, charitable or community activities or degrees or training certificates usually are not relevant unless they directly apply to the business of the company.

Other material items concerning management that should be disclosed include (1) all forms of remuneration (including stock options and warrants) to which management is entitled; (2) the type and amount of securities of the company currently held by management which also should be expressed as a total percentage of ownership of the company and (3) transactions between the company and management. Transactions with management are those agreements or arrangements between the

company and management from which management receives a benefit. An example would be where the president owns the building where the company is renting office space and benefits from the company's monthly rental payment.

Use of Proceeds. Other information which should be provided to investors includes a detailed account of how the proceeds from the sale of the securities will be used by the company. The intended use of proceeds should be listed in order of priority. If an offering is subject to a minimum offering amount, the use of proceeds should show how the funds will be used if the minimum offering amount is achieved, in addition to the use of proceeds assuming the maximum offering amount is raised. Further, if any of the proceeds will be used to pay management (e.g., repayment of a loan extended to the company), these arrangements must be disclosed. If more than 15% of the proceeds is to be designated for working capital or other general corporate uses, the offering document should disclose why the business of the company requires that level of uncommitted funds.

Terms of the Offering. A description of the exact terms of the offering (how many shares must be purchased, at what price and by what date) and the type of security being offered (common stock, preferred stock, debt, etc.) should be disclosed. The offering document should also disclose whether it is a minimum offering of securities - meaning that the entire offering will not go forward unless a minimum amount of securities are sold by a certain date. In a minimum offering, the company usually will place subscriptions in an escrow account at a bank until the minimum is reached. If this is the case, the company should describe the escrow provisions and the fact that, should the minimum not be reached, the monies paid into the escrow account will be returned directly to the subscribers.

Net Tangible Book Value of the Company. If the company is offering common stock or securities convertible into common stock, it is important to state what the net tangible book value (NTBV) of the company is on a per share basis before and after the offering. The NTB of the company on a per share basis equals the total assets (exclusive of copyrights, patents, goodwill, research and development costs and similar intangible items) minus total liabilities and divided by the number of shares outstanding.

If the per share NTB is substantially less than the price per share the public is being asked to pay, the company should explain the reasons for this difference. The difference between the net tangible book value after the offering and offering price is the amount of "dilution" to be incurred by investors in the offering. It is also material to state the cash price or other consideration paid and approximate dates of purchase by the officers, directors, promoters and affiliated persons of the company for the currently outstanding securities of the company which are the same or convertible into the securities being offered to the public.

Financial Information. Financial information about the company is also material. The capitalization of the company should be discussed. The offering document should also discuss the company's assets, liabilities and cash flow and whether it has had any earnings. In addition, reasonably current financial statements of the company prepared in accordance with generally accepted accounting principles should be provided.

Litigation. Material legal proceedings pending against the company should be disclosed. Also, the company should disclose whether it or any of its principals have been involved in any court or administrative proceeding where they have been found to have violated the provisions of state or federal securities laws or the rules of any national securities exchange or self-regulatory organization.

CONTINUING DISCLOSURE OBLIGATIONS

After the company has sold securities, it is obligated to continue to provide certain information to investors.

If a Washington company has sold equity securities, the Washington Business Corporations Act gives shareholders certain rights even though the principals may still retain majority ownership of the company.

Where a company has registered a public offering of securities under the Securities Act to sell securities in the State of Washington, the company must provide annual financial information to Washington investors within 120 days of the close of the company's fiscal year during the offering period.

ADDITIONAL ASSISTANCE

For answers to specific questions, you are urged to contact the Securities Division. A call to the Division will put you in touch with a small business specialist who will attempt to answer your questions. Additional information is also available in the Small Business Assistance section of the Division's website.

Your attorney and accountant may also provide assistance. They know you and your business and can help you identify those issues which may need to be discussed in a disclosure document.

The Securities and Exchange Commission (SEC) may also provide assistance. The SEC maintains an Office of Small Business Policy within its Division of Corporation Finance at 450 Fifth St., N.W., Washington, D.C. 20001 (202) 942-2950. The SEC also maintains a website at <http://www.sec.gov>.

WORD OF CAUTION

This document is meant only to introduce the small business person with the concept of disclosure and the legal requirements relating to giving disclosure in connection with an offering of securities. It **SHOULD NOT** be relied upon to make a securities offering. There are many other important items with which a person making a securities offering must comply. This document addresses only one of these items. If you want to know more, please contact the Securities Division.

EXHIBIT A

Set forth below are examples of risk factors normally associated with offerings of start-up or developmental stage businesses which make the securities offered by these companies speculative in nature. An example of the type of wording normally used to describe the risks of the investment is illustrated by the **SAMPLE WORDING** appearing under Item 1 of each category. Inclusion of any of the examples of risk factors or additions to them should be determined by whether the risk factor relates to a specific problem faced by the issuer or arising on account of the offering. Mere general negative statements without explanation should be avoided. Risk factors should be cross-referenced to detailed discussions found elsewhere in the disclosure document.

A. Risks Relating to the Financial Condition of the Company.

1. The Company has a history of losses with no expectation for immediate profits.

SAMPLE WORDING: The Company has never operated profitably since its inception. As of the date of its most recent financial statements, the Company has an accumulated deficit of \$. For the last three fiscal years, the Company has incurred losses of \$___ for 2000, \$___ for 2001, and \$___ for the first three months of 2002. The Company expects that these losses will continue for the next several years and there is no certainty the Company will ever become profitable. (See Financial Statements).

2. The Company has generated limited operating revenues.

3. The Company is minimally capitalized.

4. A substantial portion of the Company's assets are comprised of intangible items.

5. The Company is dependent on the offering for funds to continue operations.

6. The Company faces adverse consequences if the maximum amount of proceeds are not raised.

7. The Company has significant indebtedness - [some] which will be paid from the proceeds of the offering and benefit current management of the company.

B. Risks Relating to the Business of the Company.

1. The Company is a start-up company in the development stage.

SAMPLE WORDING: The company is in a start-up period (developmental stage) and has not engaged in any significant operations to date. There is no certainty that the company will be successful in overcoming the substantial risks as set forth below in order to advance beyond the start-up period (developmental stage). (See p. ___ of the disclosure document).

2. It is uncertain whether a market exists or will develop for the Company's product or service.

3. The Company's product and business are unproven.

4. The Company faces competition from existing entities in similar business which have greater resources.

5. The Company has limited or no manufacturing capability.

6. The Company's products or services are subject to governmental regulation (e.g. licensing, environmental, etc.).

7. The Company faces risks relating to technological obsolescence.

8. The Company needs additional financing.

9. The Company uses trademarks and patents, for which royalties are paid, that are not owned by the company.

10. The Company is dependent upon key personnel.

11. The Company is dependent on the efforts of management.

C. Risks Relating to Management of the Company.

1. Principals of the Company have prior records in similar or other prior business ventures which resulted in losses to investors.

SAMPLE WORDING: Principals of this Company have operated businesses of this type prior to organizing this Company which resulted in losses to investors. Principals [also] operated other businesses in the past which were not similar to this Company which resulted in losses to investors (See p. ___ of the disclosure document).

2. Substantial voting control of the Company will be retained by management.

3. Promoters of the Company have disciplinary or criminal histories.

4. The Company pays substantial direct and indirect compensation to management.

5. A substantial amount of the proceeds will be used for the benefit of management.

6. There are material conflicts of interest and transactions between management and the Company.

D. Risks Relating to the Securities being Offered and the Terms of the Offering.

1. The Company has issued substantial amounts of cheap stock and options to promoters.

SAMPLE WORDING: The promoters own ___ shares of common stock for which they paid an average price of \$___ as compared with the public offering price of \$___ per share. In addition, the promoters own ___ options or warrants which are exercisable to purchase additional shares of common stock at an average price of \$___ during the next ___ years. (See p. ___ of the disclosure document).

2. Investors will experience immediate substantial dilution of their investment.

3. Investors face the risk of loss of their entire investment.

4. The Company's securities are not publicly traded and there can be no assurance that a market will develop.

5. There are a significant amount of shares owned by promoters that are available for immediate resale.



SCOR Registration

Raising Small Business Capital Through a Small Company Offering Registration (SCOR)

INTRODUCTION

The Small Company Offering Registration ("SCOR") offers an optional method of registration that utilizes a question and answer disclosure document and enables corporations and limited liability companies (LLCs) to raise up to \$1 million during a period of up to 12 months through the sales of securities to the public.

There are many advantages of seeking registration of a securities offering through a SCOR registration. First, the SCOR registration was designed to minimize costs for small businesses seeking to raise capital through a securities offering. The question and answer disclosure document utilized in a SCOR offering was designed so that it may be completed without the expertise of attorneys and accountants who are securities experts. The form may be reproduced on an office copier and is used as the prospectus in soliciting investors.

Second, "Merit" standards used by the Securities Division to review these registrations are somewhat more relaxed than those applied to larger public offerings.

Third, SCOR offerings are designed to be exempt from registration under federal securities laws by virtue of Securities and Exchange Commission (SEC) Rule 504 of Regulation D or Section 3(a)(11) of the Securities Act of 1933 and Rule 147 promulgated thereunder, so registration with the SEC is not required.

Finally, companies may use commissioned selling agents or sell the securities to the public themselves through classified ads or other means of mass solicitation, such as the internet. Investors are not limited as to number or type, nor is there any restriction on the amount that may be sold to any one person.

Disclosure Document

The core of the SCOR registration is the Form SCOR Disclosure Document (Form U-7), which is presented in an easily understandable question and answer format. The form is designed for use by small and emerging businesses whose principals may prepare the form themselves without the expertise of attorneys and accountants experienced in securities laws. The questions presented in the form are designed to elicit specific types of information of special relevance to small businesses. These requests for information are more detailed than on general registration forms, so that persons using Form SCOR can more easily understand what information is being sought. Because a registration is involved, examiners from the Securities Division will comment on the disclosure provided and request different or more detailed disclosure if the answers are not sufficiently responsive.

Because investors can read the questions contained in the form, a "no" or "inapplicable" answer may itself convey information about the offering to the investor. Also, the form contains a number of notes directed to investors, indicating how they may use or interpret answers to certain questions. This approach is unique to Form SCOR and enhances disclosure to investors.

Another unusual aspect of the form is that its questions present issues that a small business should address to become successful. Thus, in providing satisfactory answers, a company is compelled to create a business plan describing, systematically, its anticipated steps to success. If the form is filled out properly, the assumptions and weaknesses in the plan should be evident, and these should be prominently disclosed in the order of their importance as risk factors in the offering.

The SCOR registration form may also be utilized for federal registration under Regulation A.

Relaxed Merit Review Standards

Because of the restrictions on the use of Form SCOR and the nature of the capital structure of small businesses, the Securities Division has relaxed certain of the tough merit review standards it usually imposes on registered offerings (please see WAC 460-17A-070). One of the merit standards that is applied is a modified version of the state's promotional stock rules.

The formula for determining "promotional shares" is complex. From those shares issued to founders, management, or major owners of the corporation, a determination is made of those deemed "fully paid" shares. This is determined by dividing the amount of consideration paid in past purchases of the shares by 85% of the proposed public offering price in the offering. Tangible property used as payment in past purchases is counted at its fair value, if that is readily and objectively ascertainable.

As applied to SCOR offerings, there may be an unlimited number of promotional shares. However, those in excess of 60% of the shares to be outstanding after the offering must be escrowed for a certain period of time, usually four years, or until the company satisfies other release provisions in the escrow agreement. In lieu of an escrow, the company may enter into a lock-in agreement that does not involve the expense of a third party escrow agent.

Shares held in escrow or lock-in are still outstanding and may be voted by their owners to retain control. All dividends and distributions upon securities held in escrow, and any substitute securities or property received upon any merger or reorganization, must also be placed in escrow. The Division has sample escrow and lock-in agreements available.

Registration of the Offering

All offers and sales of securities must be registered or exempt from registration under both state and federal securities laws.

State Registration

SCOR offerings conducted in the State of Washington must be registered with the Securities Division by qualification pursuant to RCW 21.20.210. Registration by qualification requires the filing of the SCOR form and other documents with the Division for review prior to commencing the offering. The Division reviews the SCOR form for adequacy of disclosure and compliance with certain substantive criteria.

The Division applies several statements of policy regarding corporate equity offerings adopted by the North American Securities Administrators Association (NASAA) in the substantive review of SCOR offerings. The NASAA statements of policy are uniform standards used by many state securities regulators and cover various aspects of the offering including loans and material affiliated transactions between the company and its officers and directors, the number of shares or options and warrants issued to the company's promoters, and the intended use of proceeds of the offering, among others. In applying the NASAA statements of policy, the Division looks at the offering overall and consideration will be given to special circumstances surrounding SCOR offerings.

In a SCOR registration, the SCOR Form (Form U-7) is the disclosure document used to convey all material information about the company and the offering. A company completing the SCOR form will provide answers to questions about the background of persons operating the company (including compensation paid, percentage ownership in the company and any transactions between the individuals and the company), intended uses of the proceeds of the offering, the terms of the offering and the type of security being offered, the assets, liabilities and cash flow of the company, and risks associated with investing in the company. Additionally, the SCOR Form requires the company to disclose all other information that is material and necessary for a reasonable person to make an informed investment decision.

Federal Exemptions

The SCOR registration is designed to be exempt from federal registration with the SEC pursuant to Rule 504 of Regulation D or Section 3(a)(11) of the Securities Act of 1933 and Rule 147 promulgated thereunder.

Rule 504 is an exemption from federal registration for offerings of securities by non publicly-held companies in an amount up to \$1 million. It permits a company to sell its securities by advertising or other means of general solicitation and does not impose resale restrictions on the securities if the offering is registered at the state level. Currently, the SEC does not review offerings made pursuant to Rule 504.

Section 3(a)(11) of the Securities Act of 1933 and Rule 147 promulgated thereunder provide an exemption from federal registration for offers and sales of securities in any amount, but all securities must be offered and sold to residents of a single state. Rule 147 provides that issuers relying on Section 3(a)(11) must also reside and conduct business in the state where securities are to be offered for sale. Corporations and limited partnerships are considered residents of the state in which they are incorporated or organized. An issuer is deemed to be doing business in a state if it derived at least 80% of its gross revenues and those of its subsidiaries from such state, at least 80% of its assets are located in such state, the issuer uses at least 80% of the net proceeds of the offering for business purposes in such state, and the principal office of the issuer is located in such state.

Selling the Offering

The overwhelming majority of SCOR offerings are sold directly by the company. These offerings are frequently called "self-underwritten" offerings or "direct public offerings" (DPOs). Commissioned selling agents or finders may also be used. Mass solicitation may be used, including public meetings, advertisements, and the internet. Any type of investor may purchase any amount in the offering.

Past regulatory problems by potential selling agents in the offering, the selling agents' management, or 10% or greater owners

may result in the disqualification of the selling agents. Selling agents must sell only on behalf of the company and not on their own behalf. Accordingly, firmly underwritten offerings are prohibited.

A selling agent or finder engaged in the business of selling securities must be registered as a Broker-Dealer with the Securities Division. Individuals receiving commissions or other compensation for selling securities in the offering must be registered as securities salespersons and have passed appropriate examinations. If the corporation is selling the securities directly without paying commissions, officers and directors of the company may become registered to sell the offering without taking any examinations. In that instance, registration is accomplished by filing a completed Form U-4 salesperson application and paying the required \$40 licensing fee.

Proceeds of the offering must be placed in an impound with an independent bank or similar institution until the minimum amount necessary for the company to achieve its stated objectives is raised. The company may raise additional funds so long as their anticipated use is clearly disclosed. The Division has a sample Impound Agreement.

REQUIREMENTS

There are several requirements an offering must meet in order to qualify for SCOR registration. The general requirements for conducting a SCOR offering are detailed below.

Types of Companies

All American and Canadian corporations and LLCs may use Form SCOR, with certain exceptions. Specifically, the form may not be used:

- To register securities for resale on behalf of anyone other than the issuer itself;
- By partnerships;
- By companies in the business of petroleum exploration or production, mining or in other extractive industries;
- By holding companies, portfolio companies, issuers with complex capital structures, commodity pools, equipment leasing programs, or real estate programs;
- By "blind pool" offerings (for which the specific business or properties cannot be described);
- If the company, any of the company's management, or 10% or greater stockholders, have had certain regulatory problems in the past;
- By any type of company whose securities are subject to registration with a governmental agency other than the Securities and Exchange Commission or a state securities regulator. (For example, the securities of banks and other financial institutions are regulated by separate agencies);
- By public companies that report to the SEC under Sections 12 or 15(d) of the Securities Exchange Act of 1934.

Types Of Securities

Form SCOR may be used to register common or preferred stock (including convertible preferred) and options, warrants, or rights, and membership interests in an LLC. If the company can show it will be able to meet debt service based on current earnings, Form SCOR may be used to register debt securities, including convertible debt. Common stock with lesser voting rights than other common shares may not be registered using Form SCOR.

Offering Size and Price

Up to \$1 million may be raised each 12 month period using SCOR. In calculating this limit, sales in all jurisdictions must be included together with any other securities sold under SEC Rule 504 or under Section 3(b) of the Securities Act of 1933, or in violation of the registration provisions of federal securities laws. The offering price must be at least \$1 per share (for LLCs, \$1.00 per unit of interest), and the company may not split its stock or declare stock dividends for 2 years following effectiveness of the registration, except with the permission of the Securities Administrator or in connection with a subsequent registered public offering.

Securities sold in a SCOR offering are freely transferable. However, because of its small size, a public trading market is unlikely to develop following a SCOR offering. Thus, SCOR offerings are a form of early-stage venture financing, raising funds from

investors solicited by means of advertising or other general solicitation, which, if appropriate, may be followed at a later stage by a more conventional public offering that would result in the development of a public trading market for the company's securities.

Financial Statements

Financial statements for the company's last fiscal year must be attached to Form SCOR. Financial statements must be prepared in accordance with generally accepted accounting principles (GAAP), complete with appropriate footnote disclosure. They need not be reviewed or audited by an accountant, though audited statements are strongly encouraged, especially if the company lacks qualified accounting knowledge. They also provide added comfort to prospective investors. Further, if you are planning to sell the offering in other states, you will need to comply with their requirements which often include reviewed or audited financial statements.

OTHER PROGRAMS OF INTEREST

Coordinated Review-SCOR

Coordinated Review-SCOR (CR-SCOR) is a coordinated review program available for companies that intend to conduct a SCOR offering in more than one state. This program streamlines the review process for the company, since the review of the offering is coordinated amongst the states in which the company desires to register. A lead review state is appointed to coordinate the review and a single comment letter is generated for all the states participating in the review. The company must work with only one state to resolve any registration issues, rather than having to deal with each individual state in which the issuer desires to register. For more information regarding CR-SCOR, please contact the Division or consult the CR-SCOR section of the Coordinated Review website at <http://www.coordinatedreview.org>.

WORD OF CAUTION

Undertaking a securities offering is a serious matter. It can be costly and will take time away from running your business. For more information on the implications of conducting a securities offering, please consult the Division's brochure entitled "[Raising Capital](#)." Hard copies of this brochure are also available upon request.

In addition, while company personnel can prepare the information requested on the SCOR Form and file the appropriate documents with the Division, it is often beneficial for the company to seek the assistance of counsel experienced in securities law issues. Although assistance of experienced counsel adds a transactional cost to the company for the offering, the dollars invested may return important dividends in terms of more timely resolution of regulatory issues and achievement of an earlier offering date than would be the case without the assistance of experienced counsel.

The purpose of this document is to acquaint the small business person with the possibility of raising capital through a SCOR offering. It SHOULD NOT be relied upon to actually make a securities offering. There are many additional important issues, of which a person making a securities offering should be aware. This document summarizes only some of the issues involved in conducting a SCOR offering.

FURTHER INFORMATION

For more information, please contact the [Securities Division](#). The Division has many informational materials available to aid the small businessperson in evaluating the possibility of conducting a securities offering in the State of Washington. These materials are also available through the [Small Business Assistance section](#) of our website. The agencies listed below may also provide useful information.

For more information on incorporating your business in the State of Washington, contact the Corporations Division of the Secretary of State:

Secretary of State
Corporations Division
P.O. Box 40234
Olympia, WA 98504-0234
(360) 725-0377
Website: <http://www.sos.wa.gov/corps>

The State of Washington maintains a home page on the Internet providing access to sources of information concerning operation of businesses in the State of Washington. The website is located at <http://access.wa.gov>.

Information on how to prepare a business plan may be available through Small Business Development Centers which are located throughout the state.

A nonprofit organization of retired business persons called SCORE often operates programs to assist entrepreneurs. Location of chapters around the state usually can be found in the white pages of the telephone directory. The organization also maintains a website at <http://www.score.org>.

The U.S. Small Business Administration also may be able to provide assistance to the entrepreneur. Regional offices are located in Seattle and Spokane. The organization maintains a website at <http://www.sba.gov>.



Adopted NASAA Policies

The following Statements of Policy adopted by the North American Securities Administrators Association (NASAA) are applied to equity offerings that apply for registration with the Securities Division.

Although these policies are applied to equity offerings regardless of whether they are applying for registration pursuant to qualification, coordination, the Small Company Offering Registration (SCOR) program, or one of the coordinated review programs, each offering is considered separately and certain provisions of these policies may be waived or modified to fit a particular offering.

If you have questions regarding these policies, please contact:
Jill Vallely at Jill.Vallely@dfi.wa.gov or 360-902-8801

Hard copies of these policies may also be requested by contacting:
Carol Kelsey at Carol.Kelsey@dfi.wa.gov or 360-902-8760

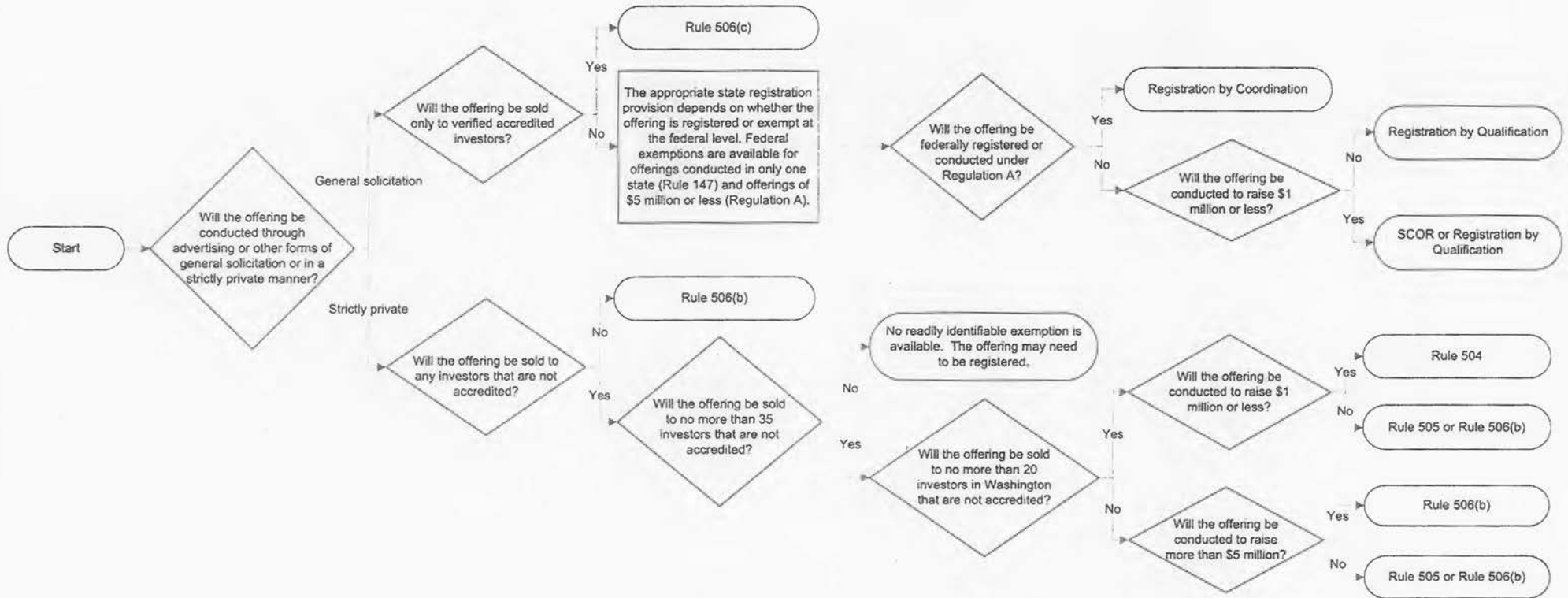
Policies

- [Corporate Securities Definitions \(PDF\)*](#)
- [Loans and Other Material Affiliated Transactions \(PDF\)*](#)
- [Options and Warrants \(PDF\)*](#)
- [Underwriting Expenses, Underwriter's Warrants, Selling Expenses and Selling Security Holders \(PDF\)*](#)
- [Promoter's Equity Investment \(PDF\)*](#)
- [Promotional Shares \(PDF\)*](#)
- [Impoundment of Proceeds \(PDF\)*](#)
- [Specificity in Use of Proceeds \(PDF\)*](#)
- [Unsound Financial Condition \(PDF\)*](#)
- [Preferred Stock \(PDF\)*](#)
- [Unequal Voting Rights \(PDF\)*](#)

Offering Options Decision Tree

Summary

DISCLAIMER: The Department of Financial Institutions cannot give legal or financial advice. This summary of our interactive small business offering options decision tree is intended only to provide general information. It is not complete and should not be relied upon in order to effect an actual offering or sale of securities. Please refer to the actual statute and related rules for more complete information. Before you conduct any offers or sales of securities, you are strongly encouraged to consult with an attorney with experience in securities law to ensure your compliance with the law.



SCOR Overview

In this section, you will find information on the requirements your company must meet in order to use the Form U-7, called the "SCOR Form," to offer and sell securities. You will find specific instructions on how to complete the Form in the SCOR Manual. It may be helpful to review the entire SCOR Form before responding to any of the items. This will help you determine the appropriate place for the Company's disclosure. This information is intended to help small companies understand state securities laws and their filing requirements. You should be aware that the Company must also comply with federal securities laws. Information on complying with these laws is available from the SEC.

SCOR Resources

- SCOR Statement of Policy
- SCOR Forms
- Model Agreements

Introduction

NASAA revised the Form U-7, Disclosure Document on September 28, 1999. The revised Form U-7 has not been adopted by the Securities and Exchange Commission for use as the disclosure document in connection with Regulation A. If you intend to qualify your offering of securities under SEC Regulation A using Model A as a disclosure document, you may be required to use Form U-7, Small Corporate Offering Registration, adopted April 29, 1989.

The SCOR Form is not available for use in connection with every type of securities offering. The Form was designed for use by companies seeking to raise capital through a public offering of securities exempt from registration with the U.S. Securities and Exchange Commission (SEC) under SEC Regulation A, Rule 504 of SEC Regulation D ("Rule 504"), or Section 3(a)(11) of the Securities Act of 1933. Your completed SCOR Form will become the main disclosure document for offerings being registered in all states accepting SCOR. A Company offering its securities under SEC Regulation A should check with the SEC to determine whether the SCOR Form may be used as the disclosure document.

The SCOR Form does not have Items that cover all types of industries and businesses. If the Items in the SCOR Form do not cover all the important areas of disclosure about your Company or its business, you may find it necessary to add material disclosure to Item 117, Other Material Factors.

Requirements

Many jurisdictions require companies that want to use the SCOR Form to sell their securities to comply with the NASAA Statement of Policy regarding Small Company Offering Registrations. The provisions of the NASAA Statement of Policy are summarized below:

The Company must:

- be a corporation or centrally managed limited liability company organized under the laws of the United States or Canada;
- not be subject to the reporting requirements of the Securities Exchange Act of 1934;

- not be an investment company under the Investment Company Act of 1940;
- not be engaged in petroleum exploration and production, mining, or other extractive industries; and
- not be a development stage company with no specific business plan or purpose other than merger.

Additionally, the Company may not use the SCOR Form to offer and sell its securities if the Company or any of its officers, directors, principal stockholders or promoters are disqualified because of prior violations of the securities laws. The Company also may not use salespersons who are disqualified because of prior violations of the securities laws.

The Company must set an offering price for common stock or common ownership interests that is equal to or greater than US \$1.00 per share or unit of interest. The Company must agree with the appropriate securities regulatory agencies that it will not split its common stock, or declare a stock dividend, for two years after effectiveness of the registration if to do so has the effect of lowering the price below US \$1.00.

If the Company pays a commission, fee or other remuneration to any person for soliciting any prospective purchaser in connection with the offering, that person must be registered or licensed if required under securities law.

The Company's financial statements must be prepared in accordance with either U.S. or Canadian generally accepted accounting principles. Interim financial statements may be unaudited. All other financial statements must be audited by independent certified public accountants. If certain conditions set out in the Statement of Policy are met, the Company's financial statements, instead of being audited, may be reviewed by an independent certified public accountant in accordance with the Accounting and Review Service Standards promulgated by the American Institute of Certified Public Accountants or the Canadian equivalent.

Although summarized above, you should read the Statement of Policy in its entirety.

State Securities Laws

State securities laws are designed to provide investors with information needed to make an informed investment decision. Additionally, they are designed to protect investors from being victimized by dishonest promoters of fraudulent business schemes posing as legitimate business enterprises.

In order to comply with state securities laws, you must disclose in the SCOR Form all material information about the Company that a typical investor would want to know before making an investment in the Company. Many state securities laws also require Company promoters to share the potential risks and rewards of holding stock in the Company fairly with public investors. If you file an application to register the company's securities in those states, examiners will review the Company's offering for compliance with substantive standards.

The Company will receive comments from examiners in states in which the SCOR Form is filed. Comments may be limited to requests for disclosure of additional information or may require that certain terms of the offering be modified to comply with a state's substantive standards. Failure to resolve outstanding comments can lead to denial of an application for registration.

If the Company intends to offer its securities in two or more states within a geographic region, you should contact those states to determine if the Company can request regional review. By requesting regional review, the Company will, in most cases, confer with a lead jurisdiction that will coordinate the review and comment on all states within the region in which the Company intends to offer its securities. [Click here to learn more about the various regional review programs.](#)

Prior to completing the SCOR Form, you may wish to contact your local securities regulator to review applicable standards. It may be possible to arrange a pre-filing conference.

Instructions

should use "Plain English" in writing the Company's Disclosure Document. If any answer requiring significant information is materially inaccurate, incomplete or misleading, the Company, its management and principal stockholders may be liable to investors. If the Company is using a salesperson to help sell its securities, the salesperson should ask questions to determine that the Disclosure Document is accurate and not misleading, or the salesperson may also be liable.

The SCOR Form when properly filled in, signed and submitted, together with the exhibits scheduled below and a Form U-1, Uniform Application to Register Securities, constitutes an application to register securities in the states where filed. If the Company is relying on Rule 504, a copy of the Form D that you have filed with the SEC becomes part of the Company's application and you must also file it with the securities regulators.

The Company must submit a signed original of the SCOR Form, together with an executed Form U-1 and any other required documents. Certain items on the Form U-1 may not be applicable depending on which federal exemption the Company relies.

- You must file a separate Form U-1 in each state in which you want to sell securities indicating the amount of securities being registered in that state. You also must enclose a check for the amount of the filing fee. Each state must separately declare the registration effective by an order to that effect unless that state has some other procedure.
- You must reproduce each Item in the SCOR Form exactly as it appears, although the Items or the Company's responses may appear in boldface type in order to distinguish between them. The Items and the Company's responses must appear in the same type size. You should not use script or italic type.
- The Company must file an opinion that the securities being offered have been duly authorized and when issued will be legally and validly issued, fully paid and non-assessable and binding on the Company in accordance with their terms. The opinion must be from an attorney licensed to practice in a state or territory of the U.S. or in a province or territory of Canada.

Once the Company's SCOR Form is filled out, filed and declared effective, it becomes the Company's disclosure document. The Company may reproduce the SCOR Form for dissemination to potential investors or may place it on the Internet. You should make sure that the copies that are reproduced are readable and the same as the accepted SCOR form. You should also make sure that no one changes the Form that is given to investors or that is posted on the Internet because the Company may be held responsible for any inaccurate information. Do not include a cover of any type in the document you distribute.

If the Company intends to offer securities, including a public solicitation, before the offering is registered, it must ensure that it has complied with one of the available federal exemptions as well as with applicable state law.

If the Company is relying on an exemption from registration under Rule 504, the Company may not be able to conduct a public solicitation of its securities until the registration has been declared effective in at least one e. If the Company is making an intrastate offering of securities under Section 3(a)(11) of the Securities Act of 1933 or making an offering under SEC Regulation A, the Company may be able to make offers, but not sales, in certain jurisdictions prior to registration. In all three cases, you should contact the appropriate securities regulator to determine whether that jurisdiction's laws allow you to make an offer or public

solicitation before the registration is declared effective.

Examples of activities that the Company may not be able to engage in until the offering is registered include giving the SCOR Form to potential investors, placing it on the Internet, taking orders, giving a potential investor a subscription agreement and taking money in exchange for securities. If the Company offers securities before allowed by the applicable securities laws, securities regulatory agencies may take action to delay or stop the offering, or to order the Company or its management to return money to investors. An action taken by a regulator in one jurisdiction may prevent the offering from going forward in another jurisdiction. When the registration has been declared effective in a state, offers and sales may be made in that state even though registration in other states has not been declared effective.

You must deliver the Disclosure Document to each investor before a sale is made. The securities regulator will issue an order indicating the length of time the registration will be effective. The length of time a registration will remain effective in a particular jurisdiction is usually limited to a one year period, unless renewed.

If a material event concerning the Company or the offering occurs after the registration has been declared effective, and while the offering is still in progress, the Company will need to change its Disclosure Document so that it is accurate and complete. The Company must file its amended Disclosure Document with the appropriate securities regulators. The Company may not use the amended Disclosure Document until the securities regulators have cleared it. If any of the changes would be material to the making of an investment decision by an investor, and if the minimum proceeds have not been raised, the Company must deliver the amended Disclosure Document to persons that have previously subscribed. They must be given the opportunity to rescind or reconfirm their investment.

The Company must file all supplemental selling literature or advertisements announcing the offering with the securities regulator of each state prior to publication or circulation within that state.

You must include financial information about the Company. To do that, you must attach the Company's financial statements to the Disclosure Document. Refer to Item 118 of the SCOR Manual for details about the required financial statements. You also are encouraged to contact the securities regulatory agencies to discuss financial statement requirements, as certain jurisdictions may have financial statement requirements that differ from those disclosed in the SCOR Manual.

Exhibits

You should file the following exhibits with each application to register securities:

- Sales Agreement between the Company and a broker dealer or selling agent.
- Articles of Incorporation or Organizational Documents and all amendments to those documents.
- By-Laws, as amended to date.
- Any indenture, form of note or other contractual provision containing terms of notes or other debt, or of options, warrants or rights to be offered.
- Specimen of security to be offered (including any legend restricting resale).
- Consent to service of process (Form U-2) accompanied by appropriate corporate resolution (Form U-2A), if required.
- All advertising or other materials directed to or to be furnished investors in the offering.
- Form of impound agreement for impound of proceeds.
- Consent to inclusion in Disclosure Document of Accountant's report.

- Consent to inclusion in Disclosure Document of Tax Advisor's opinion or description of tax consequences.
- Consent to inclusion in Disclosure Document of any evaluation of litigation or administrative action by counsel.
- Form of any Subscription Agreement for the purchase of securities in this offering.
- Opinion of Counsel.
- Computations of responses to Items 10, 34, 37, 40 and 65 (check your work against the Company's financial statements).

NASAA SMALL COMPANY OFFERING REGISTRATION (SCOR) MANUAL

This Manual has been prepared to help you complete the Form U-7 Disclosure Document. It contains instructions for completing the Items in the Form. If you need further information, contact your State or Provincial securities regulator or the North American Securities Administrators Association.

(www.nasaa.org)

Cover Page - Page 1

FORM U-7 DISCLOSURE DOCUMENT

Place Company Logo (if any) here or to left or right of Company Name

(Exact name of Company as set forth in Articles of Incorporation or Organizational Documents)

Street address of principal office:

Company Telephone Number:

Person(s) to contact at Company with respect to offering:

Telephone Number (if different from above):

Type of securities offered:

Price per security: \$

Sales commission, if any: _____%

Minimum number of securities offered:

Maximum number of securities offered:

Total proceeds: If minimum sold: \$

 If maximum sold: \$

Investment in a small business is often risky. You should not invest any funds in this offering unless you can afford to lose your entire investment. See Item 1 for a discussion of the risk factors that management believes present the most substantial risks to you.

The date of this Disclosure Document is _____.

The first two pages of your Disclosure Document are the COVER PAGE and the EXECUTIVE SUMMARY. These pages summarize and highlight some of the essential information of the offering.

Make sure the Cover Page contains the specified information. Do not add any additional information to the Cover Page.

If you have a problem fitting the required information on this page, contact your securities regulator.

The first two items on the Cover Page are the address of the Company's principal office and the Company's telephone number. You may add other ways to contact the Company, such as a facsimile number, an e-mail address, and a web site address.

The next two items on the first Cover Page are:

Person(s) to contact at Company with respect to offering: Telephone Number (if different from above):
--

If the Company's officers, directors, or employees will offer and sell its securities, respond to these items with their name(s) and telephone number(s). You may include other ways to reach these people, such as a facsimile number or an e-mail address. Check with the securities regulatory agencies in the jurisdictions where the Company will offer its securities to determine whether these people will need to be licensed or registered.

Delete these two items if the Company will offer its securities through sales persons or finders who are not officers, directors, or employees.

Alternatively, the Company may have someone at the Company available to answer questions about the Company, or the offering, even though it has contracted with other sales persons to offer the securities. In that case, respond to these items with the names, telephone numbers, etc. of those officers, directors, or employees.

The next item on the Cover Page is:

Type of securities offered:

You must describe the security in detail. If the Company, for example, is offering Preferred Stock with non-cumulative dividends, your response should clearly disclose that fact.

Cover Page - Page 2

Executive Summary

The Company

Describe the business of the Company.

Describe how the Company plans to carry out its activities.

This Company:

- Has never conducted operations.
- Is in the development stage.
- Is currently conducting operations.
- Has shown a profit in the last fiscal year.
- Other (Specify):

(Check at least one, as appropriate)

Jurisdiction and date of formation: _____

Fiscal year end: _____
(month) (day)

How the Company Will Use Your Money

Describe how the company intends to use the proceeds of this offering.

For more information about how the Company will use your money, see Item 30.

The Principal Officers of the Company

The principal officers of the Company and their titles are:

Chief Executive Officer:

Chief Operating Officer:

Chief Financial Officer:

For more information about these officers, see Item 77.

The Offering

Name of Sales Person(s):

Address:

Telephone Number:

Is there an impound of proceeds until the minimum is obtained? Yes No
(See Items 73 - 76)

Is this offering limited to members of a special group, such as employees of the Company or individuals? Yes No (See Item 72)

Is transfer of the securities restricted? Yes No (See Item 53)

This offering is available for sale in the following states:

You should consider the terms and risks of this offering before you invest. No government regulator is recommending these securities. No government regulator has verified that this document is accurate or determined that it is adequate. It is a crime for anyone to tell you differently.

Make sure the Executive Summary contains the specified information. Do not add any additional information to the Executive Summary.

If you have a problem fitting the required information on this page, contact your securities regulator.

The first section of the Executive Summary contains information about the Company. Be especially brief in your answer to the first two items. Try to limit each response to four sentences or less.

The first item is:

Describe the business of the company.

Briefly describe what business the Company does or plans to do. Include a description of the Company's products, goods or services. Indicate which are currently produced or provided and which are planned for the future.

The second item is:

Describe how the company plans to carry out its activities.

Briefly describe how the Company will produce or provide its products or services and how and when it intends to carry out these activities.

The third item is:

This Company:

- Has never conducted operations.
- Is in the development stage.
- Is currently conducting operations.
- Has shown a profit in the last fiscal year.
- Other (Specify):
(Check at least one, as appropriate)

Be sure to correctly characterize the Company's stage of development. You may need to check more than one box.

Generally, a company is in the development stage if substantially all of its efforts are devoted to establishing its business. A development stage company generally has commenced principal operations, but has not yet produced significant revenues. Development stage activities include: establishing a business plan; raising capital; engaging in research and development; establishing supply sources; acquiring property, plant, and equipment; recruiting and training personnel; developing markets; and starting up production.

After you have completed the entire Disclosure Document, review the Cover Page and Executive Summary for accuracy.

The Company has included in this Disclosure Document all of its representations about this offering. If anyone gives you more or different information, you should ignore it. You should rely only on the information in this Disclosure Document.

TABLE OF CONTENTS

	<u>Page</u>
Risk Factors	8
Business and Properties	9
General Description of the Business	
Suppliers	
Customer Sales and Orders	
Competition	
Marketing	
Employees	
Properties	
Research and Development	
Governmental Regulation	
Company History and Organization	
Milestones	27
Use of Proceeds	31
Selected Financial Information	36
General	
Capitalization	
Management's Discussion and Analysis of Certain Relevant Factors	44
Description of Securities Offered	49
General	
Preferred Stock	
Debt Securities	
Ratio of Earnings to Fixed Charges	
How These Securities Will Be Offered and Sold	59
Company Salespersons	
Other Salespersons and Finders	

Purchaser Limitations	
Impound of Offering Proceeds	
Management.....	65
Officers and Key Persons of the Company	
Directors of the Company	
Consultants	
Arrangements with Officers, Directors, and Key Persons	
Compensation	
Prior Experience	
Certain Legal Proceedings	
Outstanding Securities.....	81
General	
Dividends, Distributions, and Redemptions	
Options and Warrants	
Sales of Securities	
Principal Stockholders.....	86
Management Relationships and Transactions.....	88
Family Relationships	
Management Transactions	
Litigation.....	92
Tax Aspects.....	93
Other Material Factors.....	94
Additional Information.....	95
Signatures.....	98
Appendix A – Sample Risk Factors.....	99
Appendix B – Accounting Terminology.....	103

A TABLE OF CONTENTS is a required feature of the Disclosure Document.

After you have completed the entire Disclosure Document, review the page numbers in the Table of Contents against the actual content of the rest of the Disclosure Document as printed. Be particularly careful to check the page numbers in the Table of Contents of the document you file with securities regulatory agencies.

When the Company makes its offering document available in other types of media, such as when the Company e-mails it as an electronic document or places it on its web site, the page numbers will change. Add a note to each page of the Table of Contents

stating that the page numbers correspond to the printed version of the Disclosure Document.

RISK FACTORS

1. List in the order of importance the factors that the Company considers to be the most significant risks to an investor.

PURPOSE. The purpose of risk factors is twofold

- To warn investors of the risks involved in purchasing the security; and
- To protect the Company from later claims that investors were not told all of the material risks.

AVOID GENERALIZED STATEMENTS. You should avoid generalized statements and include risk factors that are specific to the Company and the offering. No specific number of risk factors is required to be identified. Do not respond to Item 1 with a statement that there are no risks to purchasing securities in the offering. Every offering of securities involves risks. Additionally, do not qualify statements of risk in any manner that is intended to minimize the importance of the risks.

RISK FACTORS COMMON TO SMALL COMPANIES. There are several risks that are common to most small companies, especially those in the development stage. These risks include:

- cash flow and liquidity problems
- inadequate capitalization
- inexperience of management
- absence of operating history
- absence of a market for the company's products or services; and
- absence of a market for its stock or other securities.

OTHER RISK FACTORS. Other risk factors commonly appearing in connection with a securities offering address absence of profitable operations in recent periods, an erratic financial history, the overall financial position of the Company, the nature of the business in which the Company is engaged or proposes to engage, conflicts of interest between the Company and Management, arbitrary establishment of offering price, and reliance on the efforts of a single individual for success in operating the business. This listing is not intended to be inclusive as risks vary according to the nature of the Company's business and the type of security offered.

SPECIAL RISK FACTORS RELATED TO SALES OF PREFERRED STOCK OR DEBT. When a Company sells preferred stock or a debt security, generally the

purchaser expects to receive a preference on payments of dividends or interest. Consequently, additional risk factors are required addressing the ability of the Company to pay the preference or repay the debt and the possibility that the preference may not be paid or the debt repaid at all. These risks may be the most important risks disclosed in connection with the offering and you should place them in an appropriate position.

PLACEMENT OF RISK FACTORS. Each risk factor should be stated in a separate concise paragraph. The title of the paragraph should state in specific language the risk discussed in the risk factor. The risk factors should appear in order of importance with the most important risk factors appearing first. If the Company has no operating history or a limited operating history, generally, risks addressing the Company's financial condition should appear first. This is especially true in a debt or preferred stock offering.

You should include cross-references at the end of each risk factor to the place in the Disclosure Document where the risk is discussed in detail. You may find it helpful to write your risk factors and determine their priority after you have completed all the other Items in the Disclosure Document.

Examples of risk factors can be found in Appendix A.

BUSINESS AND PROPERTIES

GENERAL DESCRIPTION OF THE BUSINESS

2. Describe the business of the Company, including its products or services.

DESCRIPTION OF THE BUSINESS. Describe the Company's business, focusing on the products or services the Company will be selling. Be brief, but include enough information that a person who knows nothing about the Company's business can understand what the Company does or will do. If the nature of the Company's business is technical, you should consider whether to include definitions or an explanation of terms in your response to this Item.

Cover the Company's main product or service and explain the context in which the Company provides the product or service. Answers that discuss how the Company intends to produce the products belong in Item 3; answers about the Company's competitive strategy belong in Items 13 and 14 and answers that discuss the Company's marketing strategy belong in Item 15.

In describing the business you should answer these questions:

- Who does the Company sell its products or services to?
- Why are customers using the Company's products or services?
- Is the Company's business retail or wholesale?
- Are products made to customer specifications or mass-produced?

PRESENT v. FUTURE OPERATIONS. Your response to this Item must be broken down into its parts:

- What products or services the Company produces or offers now; and
- What products or services the Company proposes to produce or offer in the future.

Generally, you should limit your answers to activities the Company presently engages in and activities in which it intends to engage in the next 12 months. If the Company plans to engage in activities using money from sources other than the proceeds from this offering of securities, your answer should disclose this fact. You should consider discussing these activities in a separate paragraph.

MULTIPLE PRODUCTS OR BUSINESSES. If you disclose that the Company will undertake to manufacture a number of products or provide more than one service, the disclosure must be directed to the Company's first (or most important) product or service. You should emphasize the product or service covered by the proceeds from the offering. Generally, the time frame for the development of a small company should correspond to the use of its available resources and the use of the offering proceeds.

3. Describe how the Company produces or provides these products or services and how and when the Company intends to carry out its activities.

MANUFACTURING COMPANIES. Your answer should address manufacturing, assembly, and marketing. It is important to disclose what the Company does itself and what it relies on others to do. For example, the Company might manufacture the final product; it might manufacture components and sell them to others who will produce the final product; or it might assemble a product from components it purchases. You should disclose who markets and distributes the Company's product and what resources (plant, inventory, employees, capital) the Company will need to start or continue manufacturing, assembling, marketing and/or distributing the product.

If the Company plans to offer a new product, disclose the present stage of development, including whether or not the Company has a working prototype. Indicate if the Company will use a material amount of its resources to complete development of

the product, and estimate the amount of resources the Company will need to complete development of the product.

If the Company already is producing a product, emphasize how the production of the product will change when the Company has access to the offering proceeds. Discuss what will happen if the Company raises the maximum offering proceeds and what will happen if the Company raises the minimum offering proceeds. The disclosure should be consistent with Item 30, Use of Proceeds.

You should avoid using technical terms to describe the production process, but if you must use them, they should be defined.

SERVICE COMPANIES. If the Company provides a service or intends to provide a service in the future, you should discuss promotion activities, including advertising, public relations, publicity and networking. With respect to an existing service, you should disclose how the service would change when the Company has access to the offering proceeds. Discuss what will happen if the Company raises the maximum proceeds and what will happen if the Company raises the minimum proceeds. The disclosure should be consistent with Item 30, Use of Proceeds.

FOREIGN OPERATIONS. If the Company has a plant, an office or other operations in a foreign country, or is dependent upon foreign suppliers or companies, summarize matters particular to its international operations.

SUPPLIERS

4. Does the Company have any major supply contracts? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, describe.
--

Describe the material terms of major or sole source contracts. Material terms include such items as a requirement to purchase a minimum amount of raw materials or supplies, a requirement to purchase at a specified price, or other performance requirements.

5. (a) Is the Company dependent upon a limited number of suppliers? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, describe.

5. (b) Does the Company expect to continue to be dependent upon a limited number of suppliers? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, describe.

Items 5 (a) and (b) are included for the purpose of disclosing the impact on the Company's business should it lose its ability to obtain essential raw materials or other supplies or services. Disclose whether the Company depends on or expects to depend on one or a limited number of suppliers for essential raw materials or other supplies. Discuss the impact on the Company if its supplier(s) drastically raises prices, or interrupts or discontinues supplies. You should answer the following questions:

- Are there other sources of supply?
- How long will it take to replace the supplies?
- At what cost?

You should disclose the consequences of the impact in this Item and you should further consider if a special risk factor should be included in Item 1, Risk Factors.

CUSTOMER SALES AND ORDERS

6. Does the Company have any major sales contracts? <input type="checkbox"/> Yes <input type="checkbox"/> No. If yes, describe.
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Describe the material terms of major existing sales contracts, including the quantity or quality of the goods and services, or performance dates. If a major contract is oral or informal, you should disclose that fact and the difficulty of enforcing the contract.

If the status of any major contract is uncertain or subject to cancellation, include disclosure in Item 1, Risk Factors.

7. State the total amount of the Company's sales of products or services for the most recent 12 month financial reporting period.

If the Company has not had sales, state so here, and state that you will not be responding to Items 8 through 11.

8. State the dollar amount of a typical sale.

You should be careful to point out if the figure disclosed represents an average rather than actual order size.

9. Are the Company's sales seasonal or cyclical? Yes No If yes, explain.

If the Company has sales, disclose what percentage of the Company's annual sales revenues are received in each financial quarter. If the pattern of sales shows significant variation among the quarters, disclose the reasons for the variation.

10. State the amount of foreign sales as a percent of total sales for last fiscal year: ____%. Explain the nature of these sales, including any anticipated changes.

If the Company sells its product or service in a foreign country, summarize matters particular to that country that may have a negative impact on the ability of the Company to conduct business in the country. Such matters may include: devaluation of currency, political instability, or international trade agreements. Describe the impact on the Company. If the impact on the Company's operations is or might be substantial, disclose that in Item 1, Risk Factors.

11. Name any customers that account for, or based upon existing orders will account for, a major portion (20% or more) of the Company's sales.

Disclose any special legal or business relationship the Company has with the customer. Also disclose whether the loss of the customer would have a material adverse effect on the Company. You should consider whether the impact of the loss warrants a special disclosure under Item 1, Risk Factors.

In applying the 20% test, a group of affiliated customers should be regarded as a single customer.

12. State the dollar amount of firm orders.

A firm order is an order that has been confirmed and is not subject to cancellation in the usual course of business. If the Company does not have firm orders, state that you have not completed this Item because the Company has no firm orders.

COMPETITION

13. (a) Describe the market area in which the business competes or will compete.

Generally, limit the discussion of competition to the Company's geographic area. For example, if the Company is building budget motels in a particular city it should discuss competition in the surrounding metropolitan area and not address competition across the state or the United States. If, however, the Company truly competes with businesses outside its geographic area, you should discuss those businesses. An example of a company whose market is outside its geographic area is a company that does business mainly over the Internet.

You should not include information from segments of the market in which the Company does not or will not operate. For example, if the Company is in the business of operating a budget motel, it should not include information relating to resort hotels.

You should not use industry information to project how much the Company could sell if it achieves a certain market share. If you disclose facts and figures, you may be required to file information to document their source.

13. (b) Name the Company's principal competitors and indicate their relative size and financial and market strengths.

Identification of the Company's principal competitors requires a two-step analysis. First, identify the Company's customers and potential customers. Then determine whether other companies exist that are likely to fulfill the needs of the Company's customers and potential customers. You should not forget that another company might use a different method or product to satisfy customers' needs. These companies are competitors and should be included in the response to this Item. An example of two companies that provide the same service in different ways is the company that produces the yellow pages of the phone book and the company that operates an 800 number providing telephone listings.

14. (a) Does the Company compete, or expect to compete, by price?
 Yes No If yes, describe its competitive strategy.

If the Company's strategy is to compete on price, you should describe the strategy. If the Company has new technology that will allow it to compete on price, you should generally describe how it will be done.

If competition is by price, disclose the price or price range of the product or service. The price or price range of the product or service may be broken down in a number of ways:

- the cost of the product or services;
- the market price of the product or service; or
- the negotiated price of the product or service.

Disclose if the product is at a stage of development in which it is too early for you to determine its price. If the product has not been produced yet, discuss how you have made the determination that the Company can compete on price? You will need to explain how the Company will go about pricing the product.

14. (b) Does the Company compete, or expect to compete, by service?
 Yes No If yes, describe its competitive strategy.

14. (c) Does the Company compete, or expect to compete, on some other basis?
 Yes No If yes, state the basis and describe the Company's competitive strategy.

If your response to both Items 14(a) and 14(b) is "no", then you must explain on what other basis the Company expects to compete. Other common bases of competition include a unique product or service, a narrow market, or a product or service warranty.

MARKETING

15. (a) Describe how the Company plans to market its products or services during the next 12 months, including who will perform these marketing activities.

MARKETING STRATEGY v. TACTICS. You should describe how the Company intends to make its products or services known to potential customers. Typically you should disclose whether the Company will make direct sales at retail or wholesale, or sell through distributors or franchises. You need not include every tactic the Company intends to use in its marketing campaign. For example, if the Company will market its product through advertising inserted in telephone bills, it is not necessary to disclose the details of how many households will receive the advertising in each mailing. However, if the advertising is targeted to a certain demographic group, this should be disclosed. In general, it is the fact that the Company targets a particular group for advertising that is relevant, not the details of the targeting method.

MARKETING STUDIES. You should not refer to marketing studies unless you show that there is a basis to believe the marketing study is reasonable and accurate. You should not disclose marketing studies that contain unfounded projections; if a reference is made to a marketing study, you should set out the key assumptions, methods and findings. If the Company has not conducted any formal or scientific marketing studies, this fact should be disclosed.

If the Company has no marketing study or marketing plan, you should disclose this in Item 1, Risk Factors.

15. (b) State how the Company will fund these marketing activities?

If marketing activities are to be paid for with offering proceeds, set out the expenditure in Item 28, Milestones and in Item 30, Use of Proceeds. If the offering involves a minimum and maximum amount, describe the marketing activities to be undertaken at both the minimum and the maximum offering amounts.

EMPLOYEES

16. (a) State the number of the Company's present employees by type of employee (i.e., clerical, operations, administrative, etc.).

16. (b) State the number of employees the Company anticipates it will have within the next 12 months by type of employee (i.e., clerical, operations, administrative, etc.).

DEFINITION OF EMPLOYEE. If a person is within the normal work group for the Company's type of business, you should treat that person as an employee for disclosure purposes regardless of what the Company calls the person (e.g., employee, independent contractor, consultant).

You should disclose the number of the Company's existing employees and the number of employees the Company anticipates it will hire during the next 12-month period. The number of employees the Company will hire will be dependent upon the amount of money the Company anticipates it will have available to fund these positions.

Distinguish between employees to be added during the next 12-month period based upon the success of the offering and the number of employees that might be added regardless of whether the offering is successful. Distinguish between part time and full time employees. In an offering with a minimum and maximum offering amount, set out the number and type of employees (e.g., clerical, operations, and administrative) to be added if the Company raises the minimum offering amount as well as if the Company raises the maximum offering amount.

17. Describe the Company's labor relations.

Discuss whether the Company has experienced any problems in finding and retaining suitable employees and whether the Company anticipates any similar problems in the future.

If any of the Company's employees are subject to collective bargaining agreements, you should disclose the nature of the agreements. Include the dates the collective bargaining agreements expire.

If the Company's employees are on strike, or have been on strike in the past 3 years, or are threatening to strike, describe the dispute.

18. Indicate any benefits or incentive arrangements the Company provides or will provide to its employees.

You should first cover those benefits that the Company is presently giving its employees and then, those that it expects to give its employees in the future. If the Company intends to offer benefits, disclose whether the board of directors or stockholders must approve them.

Benefits or incentive arrangements can vary widely. Employee fringe benefits usually cover medical insurance, dental insurance, life insurance, vacation leave, sick leave and pension. Incentive arrangements include stock options, stock appreciation rights, low cost loans, bonuses, deferred compensation, profit sharing plans, employment agreements, commissions and royalties on product sales. Incentive arrangements in small businesses more often benefit officers, directors and key employees.

Emphasize benefits to all employees or rank and file employees. Benefits that are available to Officers, Directors and key persons only, should be disclosed in Item 83, Compensation.

You should discuss stock purchase agreements, stock options, rights or warrants that benefit current stockholders or employees in Item 101, Options and Warrants.

PROPERTIES

19. (a) Describe generally the principal properties that the Company owns or leases.

GENERAL. Item 19 (a) relates both to tangible property such as real estate, plant and equipment, and to intangible property such as patents, licenses, copyrights, trademarks, service marks, trade names, trade secrets, and other intellectual property that the Company owns prior to the offering and will use in the business. Generally, you should describe the important types of property the Company owns or leases.

Focus on the principal properties owned or leased. You should include only the amount of detail necessary to inform investors as to the suitability, adequacy, productive capacity and extent of utilization of the properties and facilities owned or leased by the Company. Descriptions of real estate such as office or warehouse space should be on a square-footage basis. You should disclose the location and character of the property, if this is important to the offering.

If any of the Company's properties are not owned outright, you should disclose the extent of the encumbrances or installment payments. If the terms of purchase constitute long term debt, you should disclose this fact.

You may need to disclose separately the Company's property that is subject to depreciation or obsolescence. If, for example, computer systems constitute an essential part of the business plan, you should discuss obsolescence, replacement and the method of financing replacements. If the Company does not have a plan for replacing plant and equipment, you should disclose this fact.

LEASES. If the Company leases property, you should include a summary of the terms under the leases, including the amount of payments, expiration dates and the terms of any renewal options. If the Company has decided to lease instead of own its property, you should disclose the reasons for the decision. A short term or annual lease raises the questions: What if the Company cannot renew the lease? What will the Company do next? What can the Company afford to do next?

INTELLECTUAL PROPERTY. Indicate the extent to which the Company's operations depend upon or are expected to depend upon patents, copyrights, trade secrets, know-how, or other proprietary information. Discuss how the Company will use intellectual property, such as a patent, copyright or trade secret to become profitable. Describe the steps the Company has undertaken to secure and protect this intellectual property, including any use of confidentiality agreements, covenants not-to-compete, and efforts taken to protect rights under state, federal and foreign laws. The Company may find it costly to perfect and protect these rights. If such rights have not been secured, you should disclose the cost and time period it will take to secure them. Foreign rights, patents, trade secrets, trademarks and copyrights can exist, but such protection does not always exist to the same extent as in the United States. You should disclose any limitations on foreign rights, patents, trade secrets, trademarks and copyrights. If important, you should discuss each right separately.

Additionally, you should disclose the value the Company has placed on these intangibles and explain how the Company determined that value.

NEGATIVE DISCLOSURE. If the Company has chosen not to protect intellectual property, you should disclose this fact and explain why the Company has chosen not to try to protect its property.

DESCRIPTION OF TYPES OF INTELLECTUAL PROPERTY

Patent. A patent is a right granted by the government to make, use or sell an invention for a period of years.

Copyright. A copyright is a right granted by the government to an "author" of a work in a tangible medium for the exclusive publication, production, sale and distribution of the

work. A "work" includes writings, literature, art, drama, motion pictures, and other electronically produced materials.

Trade Secret. A trade secret consists of any formula, pattern, device or calculation of information used in business to obtain a competitive advantage. The owner must take precautions to keep the process or device secret. Examples of possible trade secrets include, but are not limited to, blue prints, production formulas, manufacturing processes, customer lists, price and cost information and computer programs. Precautions might include confidentiality agreements and restrictions on access to the information.

Know-how. Know-how usually means being able to perform successfully, known processes that go to the heart of the production of the product or the operation of the enterprise. For instance, a process may be known by only one employee. An example is winemaking.

Trademark. A trademark is a word, logo, symbol, design or shape used on or in connection with the sale or distribution of a company's product.

Service Mark. A service mark is a word, logo, symbol, design or shape used to identify or in connection with the rendering of a service.

Trade Name. The name of a company that is used in commerce.

LICENSE AGREEMENTS. A license is a grant of rights from the owner of a patent, trademark, trade secret or copyright to another person. Summarize the principal terms and expiration dates of any significant license agreements, including the amount the Company expects to spend during the year. Disclose the relationships with the other party under the license agreement. A license agreement may be exclusive or shared. The Company must be certain before it uses the term "exclusive" license agreement. License agreements often do not assign all of the rights and interests involved.

RISK FACTORS. Many possible risk factors arise out of the treatment, valuation and protection of intangible rights. For example, essential computer software or customer lists may become obsolete within a short period of time. Loss of a key employee may be critical to the Company. Patent or trademark infringement actions either by or against the Company may be very expensive and beyond the means of the Company. You may need to include a general or specific risk factor with regard to the inability of the Company to protect its intellectual property even though the Company has made required filings under law or taken other precautions. If the Company decides not to protect important intellectual property, disclose this fact in Item 1, Risk Factors.

CONFLICTS OF INTEREST. In the event the Company has purchased or leased properties from its officers, directors, stockholders or other key persons, disclose the relationship and, if relevant, the conflict of interest. You also should disclose whether the transactions were on terms at least as favorable to the Company as those generally available from unaffiliated third parties.

19. (b) Indicate what properties the Company intends to acquire or lease.

Generally, you should limit your answer to properties the Company intends to acquire in the next 12 months. In addition to describing a proposed acquisition, you should describe why it is being considered and how it will be accomplished. If property is to be acquired with offering proceeds, set out the acquisition in Item 28, Milestones and Item 30, Use of Proceeds. If the offering involves a minimum and maximum amount, describe properties to be acquired at both the minimum and the maximum offering amounts.

Include the cost of such acquisitions and the sources of financing the Company expects to use in obtaining these properties; whether by purchase, lease or otherwise. Address whether the Company will have the cash, credit worthiness, or capital stock available to purchase or lease the property. Disclose sources of financing available to the Company other than the offering proceeds or bank financing.

If you disclose acquisitions of property, you should distinguish between mere intentions, oral agreements, and written obligations.

If the Company has not yet identified properties to be acquired, you should disclose the criteria or standards the Company will use to select and acquire the properties.

If no properties are going to be acquired, you should disclose that the Company does not plan to acquire any properties in the immediate future.

In the event the Company is purchasing or leasing, or intends to purchase or lease, properties from officers, directors, stockholders or other key persons, you should disclose the relationship and, if relevant, the conflict of interest. Disclose whether the Company has established a policy with respect to affiliated transactions.

RESEARCH AND DEVELOPMENT

20. Indicate the amounts that the Company spent for research and development during its last fiscal year.

Research is the planned effort of a company to discover new information to help create a new product, service, process or technique or vastly improve a current one. Research does not include market research and market testing as this activity relates to the selling and marketing operations of the company. Development takes the findings generated by research and formulates a plan to create the desired item or improve the existing one.

Research and development implies a future benefit. You should disclose how the knowledge gained through research and development will be valuable to the Company and how the Company is likely to be able to derive a commercial benefit from that knowledge. The Company might exploit the knowledge by producing the product or offering the service or by licensing or selling the technology to others.

In discussing historical research and development expenditures, you must identify any expenditures that relate to products or processes that the Company no longer expects to pursue. Additionally, you should distinguish between cumulative research and development and research and development for the last fiscal year.

If the Company has engaged in research and development and had revenues in the last fiscal year, disclose the percentage of the Company's fiscal year revenues these amounts represent.

21. (a) Will the Company expend funds on research and development during the current fiscal year? Yes No

21 (b) If yes, how much does the Company plan to spend on research and development during the current fiscal year?

21. (c) How does the Company intend to fund these research and development costs?

Disclose all sources of funding. If the Company intends to apply proceeds from the offering to research and development costs, set out the use in Item 28, Milestones and Item 30, Use of Proceeds. If the offering involves a minimum and maximum amount, include the amount of proceeds to be applied to research and development at both the minimum and the maximum offering amounts.

GOVERNMENTAL REGULATION

22. (a) Is the Company's business subject to material regulation by any governmental agency? Yes No

22. (b) Are the Company's products or services subject to material regulation by any governmental agency? Yes No

22. (c) Are the Company's properties subject to material regulation by any governmental agency? Yes No

22. (d) Explain in detail any "yes" answers to Items 22(a), 22(b), or 22(c), including the nature and extent of the regulation and its effect or potential effect upon the Company.

Concentrate on regulations that extend to the core of the Company's business. Avoid disclosing regulations that are not material or important to the Company's business. The key question is: Does the regulation have a substantial impact on the Company at this phase of the Company's business? If the answer is yes, you should disclose it.

Regulations can be imposed on a company by federal, state, provincial or local government agencies. In completing your response to this Item, you should first identify the type of regulation and then, if it is material, disclose the impact of the regulation. In determining the impact or the potential impact of regulation upon the Company, consider whether a capital expenditure may be necessary, earnings may be curtailed, the competitive position of the Company may be changed, or the continuation of the business may be imperiled.

Discuss regulatory related expenditures that the Company anticipates will be significant. If proceeds of the offering are to be used to pay for them, disclose the expenditure in Item 30, Use of Proceeds.

If the Company is highly dependent upon compliance with a certain governmental regulation in order to do business, disclose this fact in Item 1, Risk Factors.

If compliance with a certain government regulation is a key to the Company's near term profitability, you should include compliance with that regulation as a step in Item 28, Milestones.

The Company must look at indirect and direct impact of a regulation upon the Company's business, products or properties. An example of an indirect regulatory impact would be a decline in the business of a company that makes wood pellets for

wood pellet stoves due to the fact that its customers become subject to strict environmental regulation for emissions.

23. (a) Is the Company required to have a license or permit to conduct business?
 Yes No

23. (b) If yes, does the Company have the required license or permit?
 Yes No

23. (c) If the answer to Item 23(b) is "yes," describe the effect on the Company and its business if it were to lose the license or permit.

23. (d) If the Company has not yet acquired a required license or permit, describe the steps the Company needs to take to obtain the license or permit. Estimate the time it will take to complete each step.

To respond to this Item ask yourself the following questions:

- What licenses, permits or other authority does the Company already have?
- What licenses, permits or other authority must the Company have in order to conduct business?
- How long will it take the Company to obtain the license or permit?
- What if the Company does not obtain the license or permit?
- What if the Company loses its license or permit?

If the Company is highly dependent upon obtaining a license or permit in order to do business, this fact should be disclosed as a risk factor.

If obtaining a license or permit is a key to achieving profitability in the near term, disclose that fact as a step in Item 28, Milestones.

COMPANY HISTORY AND ORGANIZATION

24. Summarize the material events in the development of the Company.

Why was the Company started? What was the initial strategy of the Company? If the strategy of the Company changed from its initial concept, explain.

If the Company history includes a merger, acquisition, spin-off, recapitalization, or other similar corporate or company transaction, disclose that event.

25. Describe any recent stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

When you respond to this Item, you should cover the past five (5) years, or the period the Company has been in existence, if less than five (5) years. If the Company recently has undergone a stock split, stock dividend or recapitalization in anticipation of this offering, describe the transaction (and adjust historical per share figures elsewhere in this Disclosure Document accordingly). You should disclose major transactional and financial milestones and include significant stock sales. State the purpose for each transaction. If the Company has been in business for some time, the materiality of the disclosure should be treated on a sliding scale. Earlier events should be disclosed only if they are important and continue to be relevant.

26. Discuss any pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

You should disclose any type of pending or anticipated corporate or company reorganization.

27. State the names of any parent, subsidiary, or affiliate of the Company. For each, indicate its business purpose, its method of operation, its ownership, and whether it is included in the Financial Statements attached to this Disclosure Document.

CORPORATE STRUCTURE. You should answer this question so that the corporate or organizational structure is clear to the investor. A chart showing the relationship between affiliates may be a valuable supplement to narrative disclosure.

PARENT. Generally, a parent of the Company is a company that controls the Company, directly, or indirectly through one or more intermediaries.

SUBSIDIARY. Generally, a subsidiary of the Company is a company that the Company controls, directly, or indirectly through one or more intermediaries.

AFFILIATE. Generally, an affiliate of the Company is a company that directly or indirectly through one or more intermediaries controls the Company, or is controlled by the Company, or is under common control with the Company.

A person is said to control a company when that person has the power to direct or influence the direction of the management of the company through the ownership of voting securities, by contract or otherwise.

METHOD OF OPERATION. To understand the risks of the investment, the investor should know how the Company actually will be operated in relation to its parent, subsidiaries or affiliates. Consider the following questions in preparing your response:

- In which company are the proceeds of the offering to be used?
- In which company are the significant assets to be held or deployed?
- Which company will have significant revenues and earnings ?
- How will earnings of a parent, subsidiary, or affiliate be distributed to or benefit the Company?
- If a parent owns less than 100% of the Company, who owns the rest?

FINANCIAL STATEMENTS. If the Company has a parent, subsidiary or affiliate, you should consider the effect of accounting standards. Generally, a company that controls 50% or more of the stock of another company must have consolidated financial statements. If an affiliate is not included in the financial statements attached to the Disclosure Document, or is included, and the financial statements are not consolidated, you should include an explanation.

MILESTONES

28. Describe in chronological order the steps management intends to take to achieve, maintain, or improve profitability during the 12 months following receipt of the offering proceeds.

If management does not expect the Company to achieve profitability during that time period, describe the business objectives for that period and the steps management intends to take to achieve those objectives.

Indicate the probable timing of each step.

PURPOSE OF MILESTONES. The Milestone Section lists step- by-step future events that management believes must occur in order for the Company to become profitable or to meet its business objectives, and describes the activity management will undertake to complete each step. Your response to Items 28 and 29 should provide sufficient information so that an investor is able to assess the likelihood that the Company's resources will prove adequate to accomplish its goals.

MAJOR STEPS. List the major steps in your business plan. A company that is opening a new business needs to describe the specific steps to open the business. For example, you might list steps such as obtaining a state license; entering into construction contracts; purchasing specific equipment; and hiring a specific number of personnel. This example is particularly useful for development stage companies. It outlines the important steps the Company must take to reach its goal of opening the business.

The following are examples of typical milestones for small business offerings:

- acquiring a specific piece of equipment,
- registering a trademark,
- granting a license
- acquiring a specific contract for goods or services
- achieving a specific level of net sales,
- reaching a specific number of new markets,
- generating a specific level of manufacturing output,
- reaching a specific level of inventory purchases, or
- implementing the next stage of a business plan (e.g., hiring a marketing staff and creating a new marketing department or creating a new production line).

METHOD OF ACHIEVING THE STEPS. You should describe what the Company must do to complete each step. For example, if you have listed "obtain a patent on its

product" as a Milestone, the expected manner of occurrence might be to hire an attorney to file an application with the US Patent and Trademark Office. If you have listed "purchase machinery" as a Milestone, the expected manner of occurrence might be to contact a dealer in that type of machinery and to enter into a contract for its purchase.

ORDER OF THE STEPS. List the steps of the Company's business plan in chronological order. To determine the sequence of disclosure here, ask the following questions:

- What are the most important things the Company must do?
- What things must the Company do first?
- What things are dependent upon others?

To the extent possible you should determine the "critical path" of the steps. What is the last point in time when a step can take place or a condition can be fulfilled before the entire plan is off schedule? What steps are dependent upon others? For instance, should leasing the premises come before or after hiring staff and purchasing equipment? Finally, you should not include past events in the Milestone Section.

The sequence of the steps also must be consistent with the Use of Proceeds Section, Item 30. The Use of Proceeds Section sets out the categories and amounts of funds for use by the Company. The Milestone Section shows the sequence in which the Company will use those funds.

TIMING OF THE STEPS. You should disclose when each step will occur. While a date may be given, it is preferable to state a range or number of months in which the Company expects to accomplish the business objective. In addition, you should indicate when the steps begin, such as upon completion of the minimum offering. The period of disclosure should not exceed 12 months.

COST OF COMPLETION OF THE STEPS. You should indicate the monetary cost to achieve each step. You may express this amount as a range. If the Company does not have access to funds from sources other than the proceeds of the offering, your response should track the Use of Proceeds table. If the Company will exhaust the offering proceeds prior to completing a step, you should indicate whether the Company has access to other sources of funds, identify the sources and disclose whether they are contingent or firm.

BE SPECIFIC. You should be detailed in describing what the Company needs to do to meet its business objectives. You should state a specific numerical amount or range when you describe certain steps. -Examples of specific disclosure include:

"Reach sales of \$100,000," for a manufacturing and merchandising company;

*“Acquire 40 large account customers,” for a service provider; and
 “Sign up 10,000 new subscriptions,” for a magazine publisher.*

OPERATING COMPANIES. If the Company has already been operating for some time, the Company's disclosure should accurately reflect:

- the current stage of the Company's business plan, and
- how the achievement of a particular business plan objective will have a positive effect on the Company's operations or profits.

TABULAR FORMAT. Describe in tabular form:

- what the steps are,
- what the Company must do to achieve each step;
- the order in which the Company will perform each step,
- the time it will take to complete each step; and
- how much money the Company will spend to complete each step.

Example Milestone Table

Milestone or Step	Expected Manner of Occurrence or Method of Achievement	Date, or Number of Months after Receipt of Offering Proceeds When Step Should be Accomplished	Cost of Completion
Formation and Setup of Company	Find and Lease Location for Company, Purchase Equipment, Hire Employees	2 months	\$150,000
Start Operations	Purchase Materials, Start Assembling Widgets	2 – 4 months	\$250,000
Start Marketing Phase	Develop Sales Materials, Start Mailings and Product Presentations	2 – 4 months	\$200,000
Reach Sales of 3,000 Widgets	Finish and Ship Widgets	6 – 9 months	\$150,000

29. (a) State the anticipated consequences to the Company if any step is not completed as scheduled.

State the consequences to the Company if there are delays in achieving any of the steps listed in Item 28. You should emphasize the effect on the Company's available funds. In addition, state whether the steps in the Milestone Section are based on receipt of the minimum or maximum offering proceeds. If the steps are based on receipt of the maximum offering proceeds, you should also disclose the effect on the Company of raising only the minimum offering amount.

29. (b) Describe how the Company will deal with these consequences.

After the Company states the probable consequences of delay, identify how the Company will deal with the delays. If the Company has a liquidity problem, disclose how the Company will cut down on expenses. If the lack of funding will impact the Company's business plan, provide detailed disclosure. For example, if the Company is unable to turn a profit in the first year of operation, disclose that the "Company would have insufficient funds to open the second store discussed in the Disclosure Document."

NOTE: After reviewing management's discussion of the steps it intends to take, potential investors should consider whether achievement of each step within the estimated time frame is realistic. Potential investors should also assess the consequences to the issuer of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

USE OF PROCEEDS

30. Show how the Company intends to use the proceeds of this offering:

	If Minimum		If Maximum	
	Sold		Sold	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Total Proceeds	\$	100%	\$	100%
Less: Offering Expenses				
Commissions and Finders Fees				
Legal & Accounting				
Copying & Advertising				
Other (Specify):				
Net Proceeds from Offering	\$ _____	_____ %	\$ _____	_____ %
Use of Net Proceeds				
	\$ _____	_____ %	\$ _____	_____ %
	\$ _____	_____ %	\$ _____	_____ %
	\$ _____	_____ %	\$ _____	_____ %
	\$ _____	_____ %	\$ _____	_____ %
	\$ _____	_____ %	\$ _____	_____ %
Total Use of Net Proceeds	\$ _____	100%	\$ _____	100%

USE OF PROCEEDS SECTION. This Item requires you to disclose in a table how the Company will use the proceeds from the offering. You start with the total amount of the offering and show how much it is reduced by the offering expenses. Next show how the Company expects to spend the Net Proceeds.

OFFERING EXPENSES. Calculate and disclose the direct costs associated with the offering. These costs usually include: commissions, legal and accounting, printing and copying, and advertising. Also disclose any miscellaneous fees and costs connected with the offering, such as filing, consulting, impound and escrow accounts, travel, postage, and sales meeting expenses.

Carefully check the figures in this part of the Table to avoid mistakes. Make sure that the percentages listed for the offering expenses are based on a percentage of the Total Proceeds of the offering, not the Net Proceeds.

TOTAL NET PROCEEDS. In the second part of the Table, disclose in order of priority the use of the Net Proceeds. Check the figures and percentages. Make sure the percentages are based on the Net Proceeds of the offering.

SPECIFIC LINE ITEMS FOR THE USE OF NET PROCEEDS. Disclose the principal purposes for the use of the net proceeds and the amount to be used for each purpose. Consider using the following categories: leases, rent, utilities, payroll (by position or type), purchase or lease of specific items of equipment or inventory, payment of notes, accounts payable, etc., marketing or advertising costs, taxes, consulting fees, permits, professional fees, insurance and supplies. The categories you use will depend on the Company's plans. Replace general labels, such as marketing or research and development, with specific items, such as purchases or salaries.

RELATED PARTY TRANSACTIONS. Disclose all payments that the Company will make to any officer, director, principal stockholder, or key person. Include payments to acquire assets from or to reimburse an officer, director, stockholder, or key person for services already rendered, assets previously transferred, or moneys loaned or advanced. Make sure that your answer is consistent with the information in Items 108 and 109. If the Company has contractual agreements with its officers or employees to pay salaries, show those payments in this Item, unless the Company is profitable and has on-going operations.

ALLOCATION OF THE NET PROCEEDS TO UNSPECIFIED PURPOSES. This Disclosure Document is intended as a vehicle to raise capital for particular business purposes. The net proceeds should be allocated to specific business purposes following the Company's business plan. In the event that the Company is in the development stage and has no specific business plan or purpose, the Company may be disqualified from using this Disclosure Document under the NASAA Statement of Policy Regarding Small Company Offering Registrations (SCOR)(April 28, 1996). The Company may also be disqualified from using this Disclosure Document if it allocates a substantial amount of the offering proceeds to working capital or reserves.

ALLOCATION OF THE NET PROCEEDS TO ACQUISITION OF OTHER BUSINESSES. If the Company is raising capital for a merger or acquisition, you need to make specific disclosures about the planned acquisition. Simply reserving a substantial amount of the proceeds for "acquisition of other businesses" is not sufficiently specific and may cause the Company to be disqualified from using this Disclosure Document.

If the Company has identified the business it intends to acquire, identify the business and the status of any negotiations. Describe the business in detail and attach a copy of its financial statements to the Disclosure Document. Disclose whether the enterprise has business operations similar to the Company's core business and describe the business plan for expanding the business. You may need to discuss the acquisition in other sections of the Disclosure Document.

If the Company plans to use the offering proceeds to acquire another business but has not yet identified a specific enterprise, disclose the type of business the Company is seeking. Disclose whether the Company plans to acquire an enterprise with business operations similar to the Company's core business and describe the business plan for expanding the business. You may need to discuss the planned acquisition in other sections of the Disclosure Document.

SETTING THE MINIMUM OFFERING AMOUNT. State law often authorizes the state securities administrator to require the Company to set a minimum offering amount and to place all offering proceeds into an impound account at a bank until a minimum offering amount is raised. This ensures that the Company does not spend the offering proceeds until a sufficient amount is raised to carry out the Company's business objective. Most small businesses are asked to set a minimum offering amount. If the minimum offering amount is not reached, the offering will be cancelled.

How you set the minimum offering amount is important. If the Company needs the proceeds to purchase a specific piece of property, or to complete a project, you must set the minimum offering amount at (or above) the cost of the property or project plus the costs of the offering. In some cases the minimum amount will be 100% of the offering proceeds.

In other circumstances the amount of the required minimum may be difficult to determine. In these instances, assess the Company's cash needs under a variety of assumptions and provide for a minimum based on its cash needs for the next twelve months under the least favorable assumptions. In some cases the 12 month period may be too long or too short. You will need to make adjustments for the time it takes to conduct the offering. For many small companies the minimum offering amount is simply: How much money will the company need to stay in business over the next 12 months?

To set the minimum, carefully review each item in the Use of Proceeds Section and the Milestone Section and decide which expenditures and purchases the Company must make to get the business plan off the ground, or to keep it from totally failing. With the help of the Milestone Section, recheck the "critical path" to determine the minimum amount of proceeds necessary.

RIGHT TO CHANGE THE USE OF PROCEEDS. If the Company intends to change the use of proceeds after the offering has started, you must reserve the right to do so. You should discuss the alternatives under which the Company may alter the use of proceeds.

After the offering has started, a material change in the Use of Proceeds Section may require the Company to offer a refund of money to investors who purchased before the change. As a matter of course, material changes during the ongoing offering require the Company to change the Disclosure Document on file with the securities regulators.

31. (a) Is there a minimum amount of proceeds that must be raised before the Company uses any of the proceeds of this offering? Yes No

31. (b) If yes, describe how the Company will use the minimum Net Proceeds of this offering.

Do not respond to this Item if you answered "no" to Item 31(a).

Give a detailed breakdown of each item listed in the "Use of Net Proceeds" part of the minimum offering column in the table in question 30. Describe each planned use in sequence and in order of priority.

Be specific. For example, identify a building or piece of property to be purchased or leased by its size, location, and the general terms of the purchase agreement or lease. Identify each specific piece of equipment the Company plans to purchase or lease and the general terms of the purchase or lease agreement. If the Company is hiring new personnel, identify each position by title, salary, and expected hiring date.

If the Company plans to use any material part of the proceeds to discharge indebtedness, describe the terms of that indebtedness, including the interest rates. If the Company incurred the indebtedness within the current or previous fiscal year, describe how it used the proceeds of the indebtedness.

Make sure that your answer to this Item is consistent with the information in Items 28 and 30.

31. (c) If the answer to Item 31(a) is "yes," describe how the Company will use the Net Proceeds of this offering that exceed the amount of the minimum offering proceeds.

Do not respond to this Item if you answered "no" to Item 31(a).

Give a detailed breakdown of how the Company plans to spend the offering proceeds that exceed the minimum offering amount. Describe each planned use in sequence and in order of priority. Be specific and make sure that your answer to this Item is consistent with the information in Items 28 and 30. See the discussion of Item 31(b) for more specific instructions.

31. (d) If the answer to Item 31(a) is "no," describe how the Company will use the Net Proceeds of this offering.

Do not respond to this Item if you answered "yes" to Item 31(a).

Give a detailed breakdown of each item listed in the Net Proceeds part of the Maximum offering column in the table in question 30. Describe each planned use in sequence and in order of priority. What expenses will the Company pay first, after the offering expenses? Be specific and make sure that your answer to this Item is consistent with the information in Items 28 and 30. See the discussion of Item 31(b) for more specific instructions.

When there is no minimum offering amount set, you may need to include a special risk factor in Item 1 with respect to the use of the proceeds and the ability of the Company to meet its business objectives. For instance, if only a small amount is raised, all or substantially all of the offering proceeds may be applied to cover the offering expenses and the Company will not otherwise benefit from the offering.

32. (a) Will the Company use other funds, together with the offering proceeds, to fund any project or activity identified in Item 31? Yes No

32. (b) If yes, state the amounts and sources of the other funds.

32. (c) Indicate whether the availability of the funds is firm or contingent. If contingent, explain.

FIRM OR CONTINGENT FUNDING. In this Item disclose whether the source of the other funds is firm or contingent. You should disclose material conditions or contingencies even if the agreements are called firm commitments. For example, the bank may have promised its loan only if the Company completes the securities offering or hires a specific manager. In the case of a bank line of credit, you must disclose that it is due on demand or short notice and may not be available when the Company needs it. Likewise leases may be terminated, sales of assets may fall through, and private investment loans may never be made.

What will the Company do or what will happen if the Company does not receive the other funds? You should disclose whether or not the Company has a back up plan.

If the funds are critical to the business objectives disclosed or the continued operation of the business, include the contingent nature of the financing as a risk factor.

NOTE: See the answer to Item 70 for information about proceeds used to compensate sales agents. See the answer to Items 108 and 109 for information about proceeds used to purchase assets from officers, directors, key persons, or principal stockholders or their associates or to reimburse them for services previously provided or moneys borrowed.

SELECTED FINANCIAL INFORMATION

NOTE: The Company has adjusted all numbers in this section to reflect any stock splits or recapitalizations.

GENERAL

33. What were net, after-tax earnings for the last fiscal year? (If losses, show in parenthesis.)

Total \$

Per share \$

EARNINGS PER SHARE. You should first disclose the total earnings (or losses) of the Company and then disclose the earnings (or losses) on a per share basis.

Sample Calculation: **Earnings per Share** = Net after Tax Earnings ÷ Outstanding Shares = $\$183,246/863,020 = \$0.22/\text{Share}$

In disclosing the per share data, you must include all outstanding shares. In determining what shares to include, you should include the shares outstanding prior to the offering and should not include shares being offered in this offering. For the purposes of this Item you are required to treat all outstanding options, warrants and rights as exercised. You use the exercise price in the option or warrant agreement to determine the number of shares to be issued. If the Company has issued a significant number of shares during the year, you should check with your accountant to determine whether a weighted average per share would be more appropriate. If so, you should disclose that the number reflects the weighted average per share.

FISCAL YEAR. You should disclose the after-tax earnings for the last fiscal year. The net after-tax earnings for the last fiscal year should be available from the Company's income statement. Even though the Company may not have operated for a full fiscal year, you must still disclose, its earnings or losses. The disclosure for this Item should reflect the fact that the Company has not been in existence for a full fiscal year, either by setting forth the dates in a parenthetical or by narrative. A typical disclosure might read: "The Company commenced operations in June 1999. The losses as of October 31, 1999 totaled \$195,000."

INTERIM ACTIVITY. If operations have substantially changed since the end of the last fiscal year, you also should show those interim earnings or losses.

CHANGES IN FORM OF ENTITY. If the Company recently has reorganized or changed the form of its business entity, such as from a sole proprietorship or partnership, you should show the changes from the old entity to the new one.

LACK OF OPERATIONS. If the Company is a start-up or development stage company that has had no operations, state: "The Company has not yet operated."

ACCOUNTING REVIEW. Net after tax earnings must be based on generally accepted accounting principles.

34. If the Company had profits, show offering price as a multiple of earnings.

<u>Offering Price Per Share</u>	=	_____ (price/earnings multiple)
Net After-Tax Earnings Per Share for Last Fiscal Year		

OFFERING PRICE/EARNINGS MULTIPLE. The price/earnings multiple simply reflects the ratio of the offering price of the common stock (or other equity security) to the Company's historical earnings. To respond to this Item use the earnings per share calculation in Item 33 and take into consideration some of the other points discussed under Item 33. The price/earnings multiple must be based on financial statements prepared according to generally accepted accounting principles for the Company's last fiscal year. If you disclosed interim earnings in Item 33, you should complete the price/earnings multiple for the interim period.

Sample Calculation: **Price/Earnings Multiple** = Offering Price per share/Net After Tax Earnings per Share \$5.00/\$0.22 = 22.7x

If the Company has no earnings, you cannot calculate the price/earnings multiple. In this event, you should disclose that the Company was not profitable.

CAPITALIZATION

35. Indicate the capitalization of the Company as of the most recent balance sheet date, and as adjusted to reflect the sale of the minimum and maximum amount of securities in this offering and the use of the net proceeds from this offering.

	<u>Amount Outstanding</u>		
	<u>As of:</u> <u>// (date)</u>	<u>As Adjusted</u> <u>Minimum</u>	<u>Maximum</u>
Debt:			
Short-term debt (average interest rate ___%)	\$	\$	\$
Long-term debt (average interest rate ___%)	\$	\$	\$
Total debt	\$	\$	\$
Stockholders equity (deficit):			
Preferred stock - par or stated value (by class of preferred - in order of preferences)	\$	\$	\$
_____	\$	\$	\$
_____	\$	\$	\$
_____	\$	\$	\$
Common stock - par or stated value	\$	\$	\$
Additional paid in capital	\$	\$	\$
Retained earnings (deficit)	\$	\$	\$
Total stockholders equity (deficit)	\$	\$	\$
Total Capitalization	<u>\$</u>	<u>\$</u>	<u>\$</u>

Number of preferred shares
authorized to be outstanding:

<u>Class of Preferred</u>	<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>
		\$
		\$
		\$
Number of common shares authorized:		shares.
Par or stated value per share, if any:		\$
Number of common shares reserved to meet conversion requirements or for the issuance upon exercise of options, warrants or rights:		shares.

CAPITALIZATION TABLE. In the format provided, you must set forth the short and long term debts owed by the Company, equity of the stockholders, paid in capital for common and preferred shares, earnings retained or earnings deficits, and the number of preferred and common shares authorized. You may want to ask your accountant to help you with this Item.

COMPARISON TO FINANCIAL STATEMENTS. The figures in the Capitalization Table must be consistent with those in the Company's most recent Financial Statements. If the Company has mandatory redeemable preferred stock, include the amount of the redemption in "long term debt" instead of under the preferred stock heading and so indicate by footnote to that category in the Capitalization Table.

ANALYSIS OF FINANCIAL STATEMENTS. In addition to comparing the figures in the Capitalization Table to the Financial Statements, you should check whether the Company's balance sheet accurately reflects the Company's capitalization in accordance with generally accepted accounting principles. You or your accountant should consider whether debt is correctly classified as short-term or long-term, whether leases should be capitalized, and whether a corporate combination should be treated as a pooling of interest or as a purchase. See the Financial Statements in Item 118.

REVIEW OF AUTHORIZED CAPITAL. To answer the portion of this Item concerning the number of shares authorized, you should refer to the articles of incorporation or organization of the Company, and any amendments to the articles. Make sure your answer to this Item is consistent with the current articles.

DILUTION

- | |
|---|
| 36. (a) The price of the securities in this offering has been arbitrarily determined.
<input type="checkbox"/> Yes <input type="checkbox"/> No |
|---|

RISK BASED ON ARBITRARY PRICING. If you have not done financial or market analysis to arrive at the price, you should answer yes, that the selection of the offering price was arbitrary. Even if you have considered certain financial indications of value, such as net tangible book value per share or earnings per share, you still may want to disclose that pricing is arbitrary.

If your answer is yes, disclose in Item 1, Risk Factors, that the Company arbitrarily decided the offering price. The following are two examples of such risk factor disclosures:

Arbitrary Offering Price. The offering price of \$5.00 per share was determined by the Company and the selling agent. The price bears no relationship to established value criteria such as net tangible assets, or a multiple of earnings per share and accordingly should not be considered an indication of the actual value of the Company.

Arbitrary Offering Price. The price for the shares of stock of this offering has been established in an arbitrary manner and is not related to net tangible assets per share or any price previously paid for the Company's stock by others. The price is 10 times that paid by the founders of the Company. The offering price may not be justified by the ultimate results of operations of the Company.

- | |
|---|
| 36. (b) If no, explain the basis on which the price of the securities was determined. |
|---|

Disclose the various factors you considered in arriving at the offering price. Typical factors include: the established public trading market that dictates the price; the net tangible book value per share or the earnings per share (if the Company has any earnings); the stock prices of other similar companies; or the amount of money required by the Company to fund the product or project.

37. (a) The net tangible book value per share before offering is:	\$
---	----

NET TANGIBLE BOOK VALUE PER SHARE. The net tangible book value of a company is the accounting value of all assets on the balance sheet of the Company after subtracting all liabilities and all intangible assets. Intangible assets that appear on the balance sheet usually include such items as patents, copyrights, franchises, trademarks, operating rights and goodwill. Various costs incurred in the formation of the Company are also treated as intangible assets.

GAAP. You must base net tangible book value on the Company's most recent balance sheet prepared according to generally accepted accounting principles consistently applied. Calculating the net tangible book value depends upon the integrity of the balance sheet. If the assets or liabilities are improperly characterized, the net tangible book value may be materially inaccurate.

COMPUTING NET TANGIBLE BOOK VALUE PER SHARE. To compute the net tangible book value per share of common stock, you divide the total number of common shares outstanding immediately prior to the offering, by the net tangible book value related to common stockholders. The net tangible book value shall be computed based on the latest balance sheet.

You should take into consideration any shares issued between the date of the last balance sheet and the time of the offering when determining the number of outstanding shares.

Sample Calculation: **Net Tangible Book Value per Share =**

Net Tangible Assets:	\$827,115
Less Total Liabilities:	<u>\$684,260</u>
Net Tangible Book Value:	\$142,855
Shares Outstanding (Before Offering):	524,920
\$142,855/524,920 =	\$0.27/share

PREFERRED STOCK. If the Company has issued preferred stock, you must determine the amount of the total net tangible assets (capital) attributable to preferred stockholders. Subtract the net tangible assets attributable to preferred stockholders from the total net tangible assets. The remainder is the net tangible assets available to common stockholders.

37. (b) For the minimum offering:

The net tangible book value per share after the minimum offering will be: \$

The amount of increase in net tangible book value per share as a result of receipt of cash from purchasers in this offering will be: \$

The dilution per share to purchasers will be: \$

37. (c) For the maximum offering:

The net tangible book value per share after the maximum offering will be: \$

The amount of increase in net tangible book value per share as a result of receipt of cash from purchasers in this offering will be: \$

The dilution per share to purchasers will be: \$

38. For each share purchased in this offering a purchaser will pay \$ _____ but will receive a share representing only \$ _____ in net tangible book value, if the minimum offering is achieved, or \$ _____, if the maximum offering is achieved.

The difference between the amount a purchaser pays for a share and the amount of net tangible book value that share represents is the dilution to the purchaser.

39. In a table, compare the existing stockholders' percentage ownership in the Company and the consideration paid for that ownership with that of purchasers in this offering.

	Shares Purchased		Total Consideration		Average
	Number	Percent	Amount	Percent	Price Per Share
Existing holders:					
New Purchasers:					
Minimum offering					
Maximum offering					

In this Table you compare the effective cash cost of the shares held by existing stockholders to the contribution of the purchasers in this offering. The calculation of the average price per share should be on a fully diluted basis.

40. Using the offering price of these securities, what value is the Company's management attributing to the entire Company before the offering?

\$ _____

EVALUATION OF THE COMPANY. Multiply the total number of shares outstanding before the offering by the offering price. For the purpose of this calculation assume that all rights to convert into the shares of the Company have been exercised.

NOTE: You should consider carefully whether the Company actually has this value at the present time. Some issues you should think about include: (1) the risks to which the Company is subject before it achieves success (see Item 1, Risk Factors); (2) the exercise prices of outstanding options (see Item 101); and (3) the prices that the Company's officers, directors, and principal stockholders paid for their shares (see Items 104 and 105).

MANAGEMENT'S DISCUSSION AND ANALYSIS OF CERTAIN RELEVANT FACTORS

41. Is the Company having or does the Company anticipate having within the next 12 months any cash flow or liquidity problems? Yes No If yes, explain.

CASH FLOW PROBLEMS. If the Company is having current cash flow problems, you need to explain what is causing those problems and what the Company intends to do about them. If the Company anticipates having any cash flow problems in the next twelve months, you should explain the anticipated problems and what the Company intends to do about them.

In completing this Item, you should focus on the possibility that everything will not go according to plan. You also should consider whether the minimum offering amount is adequate to give the Company a reasonable chance of surviving a cash flow problem within the next twelve months.

PREDICTING FUTURE CASH FLOW. To predict whether the Company will have future cash flow problems, you need to do a cash flow analysis. You should start by considering the Company's stage of development and the extent to which it intends to change its operations in the near term. How fast will it burn up the money from the offering together with any funds available to it from other sources? When will the Company begin production of its product? When will it begin to sell its product or its services to the public? What level of sales must it achieve to reach its break even point?

You should be prepared to discuss your fixed costs. Rent is often a fixed cost as is depreciation of equipment. Variable costs are much more difficult to estimate for a Company that has not begun production. You should estimate your variable costs.

Until the Company can pay its expenses from its own operations, it will need some other source of funds to pay those expenses. Salaries are one of the main expenses the Company will have to pay. The discussion of the Company's work force in answer to Items 16, 17 and 18 should provide indications as to its cash needs. Items 83 and 84, dealing with compensation to officers, directors, and key persons, also are relevant. If officers and directors will be drawing salaries from the proceeds of the offering, how long will they be allowed to do so at their proposed rates of pay?

You should discount the possibility of substantial contributions from operations to the Company unless the results of the Company's prior operations demonstrate its earning power. Even if the Company is currently profitable in limited operations, you should consider the effect of any proposed expansion of the scope of those operations, including the addition of new product lines and new processes on the Company's cash flow. Coordinate the prediction of future cash flow with Items 28 and 29, Milestones.

42. (a) Is the Company in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments?

Yes No

42. (b) If yes, explain, identifying the creditor stating the amount in default or the term that the Company has not complied with, and describing any consequences to the Company resulting from the default.

43. Are a significant amount of the Company's trade payables more than 90 days old?

Yes No

44. Is the Company subject to any unsatisfied judgments, liens, or settlement obligations?

Yes No If yes, state the amounts.

45. Describe the Company's plans to resolve the problems identified in Items 41 - 44.

PLANS TO RESOLVE EXISTING OVERDUE OBLIGATIONS. If the Company has existing overdue obligations to persons other than insiders that it will not pay before the completion of the offering, you may want to include in the amount of the offering the sum necessary to pay these obligations. In this case you would also disclose the payment of the obligations in the use of proceeds for the offering. As to the obligations to insiders, you would disclose any plan to defer payment on these obligations.

46. (a) Do the Company's financial statements show losses from operations?
 Yes No

46. (b) If yes, explain the causes underlying these losses and what steps the Company has taken or is taking to address these causes.

CAUSES OF LOSSES FROM OPERATIONS. If the Company has shown losses from operations, you need to explain the causes of the losses and how the Company has or expects to address these causes. Why does the Company believe that its losses will not continue? Is the Company going to change its competitive strategy? Is the Company going to introduce a new product? Is it going to change its manufacturing or service delivery process? Is it going to trim its general and administrative expenses? Is it going to launch a new marketing program to attempt to achieve a sales level that will allow it to break even? It may be useful to review your answers to the Business and Properties Section, especially Items 13, 14, and 15.

This Item is not applicable if the Company's Financial Statements do not show losses from operations. You should, however, be sure that you are properly applying the definition of "losses from operations." Generally, the definition means the loss before interest expense, interest income, or gains, and losses on sales of assets, and other extraordinary items.

If one or more of the Company's promoters has operated a predecessor or similar business that failed or was abandoned, address how the Company intends to avoid a similar fate. The probability of continuing losses requires a special risk factor disclosure in Item 1.

47. (a) Describe any trends in the Company's historical operating results.

47. (b) Indicate any changes now occurring in the underlying economics of the Company's business which, in the opinion of Management, will have a significant impact upon the Company's results of operations within the next 12 months.

47. (c) Describe the probable impact on the Company.

47. (d) Describe how will the Company will deal with this impact.

TRENDS. This Item focuses on how the Company's business plan addresses the effects of external forces (primarily trends in the Company's industry) on the Company's operating results. Generally you will be looking for matters that either would have an impact on future operations and have not had an impact in the past or that have had an impact in the past and are not expected to have an impact in the future. This Item is especially important for companies in industries experiencing rapid change, whether that change is technological, regulatory, or market related.

If the Company has financial statements available for more than one fiscal period, you can compare the operating results to look for trends. You also may use general economic trends to answer this Item. For example, if the Company offers luxury goods, it may have difficulty surviving an economic downturn. How does the Company intend to address this type of problem?

RAISING ADDITIONAL FUNDS. If the Company cannot satisfy its cash needs for the next twelve months, you must disclose the consequences of not having sufficient cash. Include a special risk factor in Item 1, the Risk Factor Section. If the Company's answer involves raising further funds, you must disclose in detail the source or sources of these funds. If the Company will borrow money from a financial institution or other lender, disclose the details of the lender's commitment. If the Company does not have such a commitment, you must disclose that there is no assurance that the Company will be able to obtain a loan.

If the Company intends to use internally generated funds to provide additional necessary funds during the next twelve months, the Company's current operating results must support this claim.

If the Company plans to raise funds through the sale of additional shares or upon the exercise of outstanding warrants, you must state that there is no assurance that the Company will be able to successfully conduct such an offering or that the warrants will be exercised.

If the Company contemplates raising additional funds through the sale of assets, you must state that there is no assurance that the Company will be able to sell its assets at prices sufficient to raise the needed funds.

48. (a) Will the proceeds from this offering and any available funds identified in Item 32, satisfy the Company's cash requirements for the 12 month period after it receives the offering proceeds? Yes No

48. (b) If no, explain how the Company plans to satisfy its cash requirements. State whether it will be necessary to raise additional funds. State the source of the additional funds, if known.

INTERNALLY GENERATED FUNDS. Another source of financing may be internally generated funds (i.e., the (future) cash flow of the business.) If the Company has been operating at a steady profit for many years, it may be realistic to rely on internally generated funds combined with the offering proceeds to accomplish a further business objective. You may include future profits in your response to this Item only if the Company has a reasonable basis to support the disclosure and you discuss the assumptions and limitations on which the disclosure is based.

OTHER SOURCES OF FUNDS. Describe material sources of other funds that will be employed in conjunction with the offering funds. The Company may combine investor funds with other funding sources. Some of the typical outside sources of financing: bank loans and lines of credit; asset sales; lease financing; and consignment inventories.

In some cases the true capital needs of the Company are much larger than the maximum offering amount. This frequently occurs when the Company is relying on Securities and Exchange Commission Rule 504 of Regulation D that limits the Company's securities offering to one million dollars. To make up for the short fall the Company may attempt to raise additional amounts through other methods of financing, such as bank loans or private financing. When the other financing the Company intends to rely on is concurrent with the securities offering, you should enlarge, Item 30, the Use of Proceeds Section, to include these funds as part of the Total Use of Net Proceeds. This will correctly reflect both the need for and the use of those funds. This will require adjusting Item 30.

MATERIALITY. Disclose "material" amounts of funds from other sources. Generally, you should consider any source of financing that is 10% or more of the net offering proceeds to be material. Financing sources of less than this may also be material if they are critical to the Company's operation or business objective. For example, if bank financing is

necessary to make a purchase in conjunction with funds from the use of proceeds, the amount (regardless of the percentage of the net offering proceeds) would be material, and you would need to disclose the financing in this Item. Also if the amount of outside financing is an item disclosed in the Company's Milestone Section, you should treat it as material. In disclosing the sources of financing, such as bank loans or lines of credit, disclose not only the amounts, but also the terms and conditions and timing of the receipt of the funds by the Company.

DESCRIPTION OF SECURITIES OFFERED

GENERAL

49. The securities being offered are:

- Common Stock
- Preferred or Preference Stock
- Notes, Debentures, or Bonds
- Limited Liability Company Membership Interests
- Units of two or more types of securities, composed of:

- Other (specify):

If the company is offering more than one type of security or the security has unusual features that make it hard to classify, you cannot simply use the name the company has chosen for the security but must look behind that name to see how the security will function. An example is if the shares offered are called preferred stock, but the shares are actually inferior to the company's common stock in dividend or liquidation preferences. Disclose the specific preferences that the security has (and doesn't have).

PREFERRED STOCK. Normally, call stock "preferred stock" only if it has an unqualified preference over all outstanding classes of stock of the company as to both liquidation and dividends. Disclose if the dividends on preferred stock are cumulative. (See discussion of Item 54, Cumulative Dividends.) If the stock offered has certain preferences over some but not all outstanding classes of stock as to liquidation or dividends, you may refer to it as preference stock. In this case you must prominently disclose the exact nature of the preference and any limitations on the preference granted.

DEBT SECURITIES. For debt offerings, you should check the box "Notes, Debentures or Bonds" regardless of what the Company calls the debt instrument. In responding to Item 56, Interest Rate and Item 57, Maturity Date, discuss all the special characteristics of the debt being offered. You should be very careful when disclosing that a debt security is insured or guaranteed to ensure that those claims are accurate.

LLC MEMBERSHIP INTEREST. If the Company is a Limited Liability Company, check this box. Summarize the material provisions of a Limited Liability Company' governing agreements under Item 11, Other Material Factors.

UNITS OF MORE THAN ONE TYPE OF SECURITY. If the Company is offering securities consisting of two or more types of securities, include an explanation of whether, and if so, when and under what conditions, the parts of the unit can be transferred independently of each other.

OTHER TYPES OF SECURITIES. If the Company is offering a security other than a stock, a debt instrument or a membership interest (such as an interest in a cooperative), disclose the special features of the security being offered.

50. These securities have:

Yes	No	
<input type="checkbox"/>	<input type="checkbox"/>	Cumulative voting rights
<input type="checkbox"/>	<input type="checkbox"/>	Other special voting rights
<input type="checkbox"/>	<input type="checkbox"/>	Preemptive rights to purchase any new issue of shares
<input type="checkbox"/>	<input type="checkbox"/>	Preference as to dividends or interest
<input type="checkbox"/>	<input type="checkbox"/>	Preference upon liquidation
<input type="checkbox"/>	<input type="checkbox"/>	Anti-dilution rights
<input type="checkbox"/>	<input type="checkbox"/>	Other special rights or preferences (specify):

Explain any yes answers.

To help you respond to this Item, you or your attorney should review the statute under which the Company was organized as well as the Company's corporate or governance documents. Incorporation statutes typically set default provisions for voting rights and preemptive rights. If the Company has not specified particular rights for the securities being issued, the rights will generally be those specified by statute. Disclose the rights of holders of preferred stock, notes or other securities being offered. You may do this by summarizing the charter, bylaw or other provision that gives rise to those rights.

LACK OF RIGHTS. You also should state if the securities offered lack any rights typically granted to securities of the type offered. For example, if the securities offered

are called "common shares" but lack equal voting rights, you should provide information about the shares that have the voting preference.

ANTI-DILUTION. Anti-dilution rights generally provide that the conversion price of a security that is convertible into common shares will be adjusted if the Company issues additional common shares at a price that is less than the conversion price. If the securities carry anti-dilution rights, describe the anti-dilution formula applied and why the rights might be beneficial to the investor. If the securities carry a combination of different anti-dilution provisions, describe that combination and the relative benefits to the investor.

51. Are there any restrictions on dividends or other distributions? Yes No
If yes, describe.

Describe any restrictions to be imposed at the termination of the offering as well as those in place at the time the offering begins. For example, the Company may intend to use all or part of the offering proceeds to acquire a business and the seller of the business may be taking a loan back. If the loan agreement includes any restrictions on dividends, disclose those restrictions in responding to this Item even though the restrictions will not be in force until after the offering.

52. Are the securities convertible? Yes No
If yes, state conversion price or formula.

Date when conversion becomes effective: ___/___/___
Date when conversion expires: ___/___/___

This Item applies to any security convertible into another security at the option of the investor. A typical example is a note or preferred stock that is convertible into the Company's common stock. Describe securities convertible at the option of the Company in your response to Item 55, Preferred Stock) or Item 60, Debt Securities.

If the Company is issuing warrants that are part of a unit, disclose those warrants as convertible securities even if the warrants are or will be traded separately from the other securities to be issued.

The "date when conversion becomes effective" is the first date when the purchaser may convert the securities into other securities. Similarly, the "date when conversion expires" means the last date on which the purchaser may convert the securities into

other securities. If the purchaser becomes entitled to convert the securities or loses the right to convert the securities because an event has occurred, describe that event.

53. Describe any resale restrictions on the securities and when the restrictions will terminate.

Securities regulatory agencies or the Company itself may impose resale restrictions for a variety of reasons. Resale restrictions affect an investor's ability to resell the security and, therefore, the value of the security. Be thorough and accurate when you describe the restrictions so that the investor is aware of any resale limitations before purchasing the security.

LEGEND CONDITIONS. Legends are statements printed on the certificate representing the security that describe resale and other restrictions. Legend conditions inform securities purchasers of these restrictions. Many jurisdictions have specific requirements concerning where and how the legend conditions are to be placed on the certificate. You should be familiar with these requirements before placing the legend on the securities.

OFFERING TO LIMITED GROUP. The Company may want to restrict ownership of the securities. For example, it may want to limit ownership to employees, independent contractors, or franchisees of the Company, property owners in a certain area, members of a social organization, etc. If the group that can buy the securities is restricted, disclose this as a resale restriction because it will affect whether an investor will be able to find a member of that group when the investor wants to sell the securities.

RESTRICTIONS IMPOSED BY SECURITIES REGULATION. If a securities regulatory agency imposes any restrictions on the sale or resale of these securities, disclose those restrictions.

RESTRICTIONS FOR INTRASTATE OFFERINGS. If you only want to sell the securities within one state and intend to rely on an exemption from registration with the Securities and Exchange Commission as an intrastate offering, you must disclose the restrictions imposed on the securities by federal securities legislation.

RESTRICTIONS IMPOSED BY OTHER AUTHORITIES. Laws the Company must comply with may restrict the resale of the securities. For example, you may need to restrict transfer to meet Internal Revenue Code requirements (such as for an S corporation or a limited liability company), or to satisfy regulatory bodies governing the Company's industry. A licensing authority, for example, may restrict the resale of the securities so that the authority can check the background of new stockholders to determine whether they have any criminal history.

REQUIRED RESALE TO COMPANY. If the Company requires that shares be sold back to it, disclose the resale price or formula with a description of how any formula operates. If the stockholder is guaranteed a return, answer the following questions: Will the Company set aside a reserve for this purpose? What is the basis for predicting that it will have the cash to make the payment? Is this basis reasonable?

REQUIREMENT THAT COMPANY CONSENT TO RESALE. If stockholders wishing to transfer their shares must obtain the consent of the Company to the transfer, specify the conditions under which the Company will consent to a transfer.

PREFERRED STOCK

If the securities being offered are Preference or Preferred stock:

If the Company is not offering preferred or preference stock, state that you will not be responding to Items 54 and 55. Otherwise, respond to these Items.

54. Are unpaid dividends cumulative? Yes No

Dividends are cumulative if, when dividends are not paid when due, these unpaid dividends accumulate and must be paid before any dividends may be paid on the Company's common shares. If the dividends are not cumulative, disclose this in Item 1, Risk Factors, and on the Cover Page.

55. (a) Are the securities callable? Yes No If yes, describe.

55. (b) Are the securities redeemable? Yes No
If yes, describe, including redemption prices.

A security is callable if the Company has the option to repurchase it. You should explain the terms and conditions under which the Company may call the securities. A security is redeemable if the Company is required to repurchase it. You should explain the terms and conditions under which an investor may redeem the securities, including the redemption price.

If the Company is required to repurchase preferred stock (rather than having an option to do that), you should treat the preferred stock as if it were debt and should answer Item 65, Ratio of Earnings to Fixed Charges.

DEBT SECURITIES

If securities being offered are notes or other types of debt securities:

If the Company is not offering notes or other types of debt securities, state that you will not be responding to Items 56 to 64. Otherwise, respond to these Items.

56. What is the interest rate on the debt securities? _____ %
If the interest rate is variable or there are multiple interest rates, describe.

If the Company is offering securities with a variable interest rate, and the rate is based on the rate of a financial institution, clearly identify the institution and the name of the rate. If the rate is to be adjusted at intervals, explain when and how the Company will adjust the rate. Even after disclosing that the rate is based on a specific institution or index, you should choose a method of adjustment in the event that the rate base is discontinued. Describe when interest will be paid to investors (for example, monthly, quarterly, annually, or on the maturity of the debt security.)

57. What is the maturity date? ___/___/___
If the securities will have serial maturity dates, describe.

Debt instruments have serial maturity dates if a predetermined amount of the principal becomes due and payable at specified intervals or if individual instruments have different due dates or redemption dates. Explain the due dates for the instruments and the method by which the Company expects to pay the instrument when due. A prospective investor should know the date his or her instrument will fall due or be considered for redemption.

58. Is there a sinking fund? Yes No If yes, describe.

Sinking funds are established so that the Company can make periodic payments for the purpose of accumulating funds to retire a debt issue. The Company uses the funds (as specified in the indenture or contract establishing the fund) for periodic partial redemption of debt, for periodic retirement of serial bonds, or for the repayment of the debt at maturity. Describe the payment schedule, how the fund may be used, and whether the Company or an independent trustee will administer the fund.

If the required payments to the fund are not of a sufficient size and regularity for the Company to pay the debt as agreed, you should disclose this. Even if the required payments would be adequate, disclose whether the Company's financial position will permit it to make these payments.

59. Is there a trust indenture? Yes No
If yes, state the name, address, and telephone number of Trustee.

A trust indenture establishes a trust relationship in which a trustee is appointed to represent the interests of the debt holders. You should determine if securities regulators will require that the Company enter into a trust indenture.

Disclose the material terms of any trust indenture and discuss what protections the trust will provide to investors. The federal Trust Indenture Act of 1939 requires trust indentures to meet certain standards.

If there will be no trust indenture in connection with the issuance of debt, you should disclose in Item 1, Risk Factors, the lack of a trust indenture and the lack of an independent trustee representing the interests of the debt holders.

60. (a) Are the securities callable? Yes No If yes, describe.

60. (b) Are the securities redeemable? Yes No
If yes, describe, including redemption prices.

A security is callable if the Company has the option to repurchase it. You should explain the terms and conditions under which the Company may call the securities. A security is redeemable if the Company is required to repurchase it. You should explain the terms and conditions under which an investor may redeem the securities, including the redemption price.

61. Are the securities secured by real or personal property? Yes No
If yes, describe.

If the securities are secured by property, describe fully both the property and the security arrangement, including the value of the property. Disclose if the property will be purchased with the proceeds of the offering, and whether the purchase was made from Officers, Directors, or affiliates of the Company.

You should emphasize the degree to which any secured interest in property protects the debt holders. Disclose if there are any other creditors with secured interests in the property superior to or equal to the interest of the debt holders? If so, disclose details of the prior claim. You should disclose any arrangement that allows the Company to further encumber the property and to what degree. Disclose if the secured interest of the debt holders in the property has been perfected (through filing of a financing statement or otherwise under the Uniform Commercial Code) or if it will be perfected prior to the release of the offering proceeds from escrow. If not, disclose that, both in the answer to this Item and in Item 1, Risk Factors.

62. (a) Are the securities subordinate in right of payment of principal or interest?
 Yes No If yes, explain the terms of the subordination.

Securities are subordinated if the right of the holders to receive payment is subordinated to prior payment of other indebtedness of the Company. Disclose fully the terms of any subordination agreement or subordination clause in an indenture or agreement. You may need to disclose in Item 1, Risk Factors, that the debt offered is subordinated.

In addition, discuss the protections, if any, given to the purchasers in the present offering if the Company incurs future debt. Protections might include limitations on additional borrowing or a pledge that if the Company incurs any secured debt it will provide equivalent security to the holders of the debt offered under this Disclosure Document. If the Company will not provide investors with significant protection against subsequently incurred debt, you may need to disclose that in Item 1, Risk Factors.

62. (b) How much currently outstanding indebtedness of the Company is senior to the securities in right of payment of interest or principal? \$

Check the figures here against the Company's most recent Financial Statements and the notes to those statements.

63. How much currently outstanding indebtedness ranks equally in right of payment with the securities? \$

Check the figures here against the Company's most recent Financial Statements and the notes to those statements.

64. How much currently outstanding indebtedness is junior (subordinated) to the securities? \$

Check the figures here against the Company's most recent Financial Statements and the notes to those statements.

RATIO OF EARNINGS TO FIXED CHARGES

65. (a) If the Company had earnings during its last fiscal year, show the ratio of earnings to fixed charges on an actual and pro forma basis for that fiscal year.

		<u>Actual</u>		<u>Pro Forma</u>	
	<u>Last Fiscal</u>	<u>Interim</u>		<u>Minimum</u>	<u>Maximum</u>
	<u>Year</u>	<u>Period</u>			
"Earnings"			=		
"Fixed Charges"					

65. (b) If no earnings,

show "Fixed Charges" only

If the Company is not offering debt securities or preferred stock that the Company is required to repurchase, state that you will not be completing this Item.

"Fixed Charges" means interest (including capitalized interest), amortization of debt discount, premium and expense, preferred stock dividend requirements of majority owned subsidiary, and the portion of rental expense that can be demonstrated to be representative of the interest factor in the particular case. The pro forma ratio of earnings to fixed charges should include incremental interest expense as a result of the offering of the securities.

"Earnings" means pretax income from continuing operations plus fixed charges and capitalized interest.

If the Company cannot show a ratio of earnings to fixed charges, on a pro forma basis, of at least 1:1, the Company may not have sufficient earnings to fulfill its obligations to debt holders. Unless the Company has other means to repay investors, you must disclose the Company's limited ability to repay its obligations in Item 1, Risk Factors.

You may find the following sample calculation of earnings/fixed charges ratio helpful to you in completing this calculation.

Assume that earnings for the last fiscal year were \$300,000

Assume that fixed charges were \$50,000

Assume that the Company is issuing debt that will require it to pay \$100,000 per year if the minimum amount of the offering is sold and \$200,000 per year if the maximum amount of the offering is sold.

Assume that there are no other changes to fixed charges and that earnings do not change as a result of the offering.

Sample Table. The actual numbers for the Company will be different.

	<u>Actual</u>		<u>ProForma</u>	
	<u>Last Fiscal</u> <u>Year</u>	<u>Interim</u> <u>Period</u>	<u>Minimum</u>	<u>Maximum</u>
<u>"Earnings"</u>	<u>300,000</u>	<u>150,000</u>	<u>300,000</u>	<u>300,000</u>
<u>Fixed Charges"</u>	<u>50,000</u>	<u>25,000</u>	<u>150,000</u>	<u>250,000</u>
Ratio	6:1	6:1	2:1	1.2:1

NOTE: See the Financial Statements and especially the Statement of Cash Flow. Exercise care in interpreting the significance of the ratio of earnings to fixed charges as a measure of the "coverage" of debt service. The existence of earnings does not necessarily

mean that the Company will have cash available at any given time to pay its obligations. See Items 41 - 48. Prospective purchasers should not rely on this ratio as a guarantee that they will receive the stated return or the repayment of their principal.

HOW THESE SECURITIES WILL BE OFFERED AND SOLD

COMPANY SALESPERSONS

66. Provide the following information for each officer, director, or Company employee who intends to offer or sell the securities:

Use the format in 66(a) to identify the officers, directors, and/or Company employees that will be offering or selling the securities. Repeat the format as often as necessary, using (a), (b), (c), etc. to label each person.

66. (a) Name: _____
Title: _____
Address: _____
Telephone Number: _____

67. Describe any compensation that the Company will pay each person in addition to his or her customary salary and compensation.

Include cash, securities, contracts, bonuses, rewards or other consideration as part of the compensation.

Contact the securities regulators for information concerning licensing requirements and other related matters.

OTHER SALES PERSONS AND FINDERS

68. Provide the following information for each salesperson who is not an officer, director, or employee of the Company:

Use the format in 68(a) to identify the persons that will be offering or selling the securities who are not officers, directors, and/or employees of the Company. Repeat the format as often as necessary, using (a), (b), (c), etc. to label each person.

68.	(a)	Name:
		Company:
		Address:
		Telephone Number:

SALESPERSON AND BROKER-DEALER DISCIPLINARY HISTORY. Check the disciplinary history of each person the Company intends to use as a salesperson or broker-dealer. You may determine whether a sales person or broker-dealer has disciplinary history by contacting the appropriate securities regulatory agency.

BROKER-DEALER LICENSING. If the salesperson the Company is planning to use to sell the offering is not affiliated with a licensed broker-dealer, the securities regulator may require the sales person to be registered as a broker-dealer. If the salesperson is a member of the National Association of Securities Dealers, Inc. (NASD), file the Disclosure Document with NASD Regulation. NASD Regulation will review compensation to be paid to the salesperson to determine whether it complies with NASD rules. The jurisdictions in which you want to sell your offering cannot register the offering until NASD Regulation has completed its review. NASD Regulation will need time to complete its review, so you should file the Disclosure Document with NASD Regulation at the same time you file it with the jurisdictions in which you want to sell the offering.

69. Provide the following information for each person who is a finder:

Use the format in 69(a) to identify the finders that will be assisting in the offer or sale the securities. Repeat the format as often as necessary, using (a), (b), (c), etc. to label each person

69. (a) Name:

Company:

Address:

Telephone Number:

"Finders" are persons who are compensated for acting as intermediaries in obtaining salespersons or otherwise making introductions to help the offering succeed. Certain securities regulators may require finders to be registered as securities salespersons.

70. Describe all compensation that the Company will pay to each person identified in Items 68 and 69.

Disclose compensation as well as contractual and indemnification arrangements. Include cash, securities, contracts, bonuses, rewards or other consideration as part of the compensation, in addition to the cash commission that you disclosed as a percent of the offering price on the cover page of this Disclosure Document. Indicate whether the Company will indemnify the sales persons or finders against liabilities under the securities laws and summarize the terms of any agreement to provide that indemnity.

Disclose all contracts between sales persons and the Company whether in the form of underwriting agreements with broker-dealers, employment contracts, or contracts with independent contractors. Where the Company is compensating them with additional securities, disclose.

71. Describe any material relationships between any of these sales persons or finders and the Company or its management.

Discuss any material relationships between sales persons or finders and the Company or its management so that an investor could understand possible conflicts of interest. You will even need to disclose relationships without formal written agreements if they are material. Because the idea of "materiality" is sometimes subjective, you should

consider most relationships that the Company has with its sales persons material and disclose them.

The sales person may be related to an officer, director or controlling stockholder of the Company by blood or marriage. If so, you should disclose the identity of the related person and nature of the relationship.

PURCHASER LIMITATIONS

72. (a) Is the offering limited to certain purchasers? Yes No

72. (b) Is the offering subject to any other purchaser limitations? Yes No

72. (c) If the answer to either 72(a) or 72(b) is yes, describe the limitation.

Typical limitations are based on sales only to employees, independent contractors, or franchisees of the Company; property owners in a certain area; residents of a single state; members of a social organization; or investors meeting specified financial suitability standards or number.

Describe what steps the Company will take to ensure that the purchasers will meet the offering limitations.

IMPOUND OF OFFERING PROCEEDS

73. (a) Will the Company impound the proceeds of the offering until it raises the minimum offering proceeds? Yes No

73. (b) If yes, what is the minimum amount of proceeds that the Company must raise and place in an impound account before the Company can receive and use the proceeds?
\$

73. (c) If the answer to Item 73(a) is "yes," state the date on which the offering will end if the Company has not raised the minimum offering proceeds. _____
date

An impound account is an account at a financial institution where proceeds of the offering will be held, generally until the minimum amount of proceeds is raised.

The primary purpose of placing funds raised in a securities offering into an impound account is to protect investors in the event that the Company's offering objectives are not met. If the proposed business of the Company requires a minimum amount of proceeds to commence or proceed with the business in the manner proposed, most states require that an impound account be established with a bank or other similar depository institution acting as independent impound agent. Refer to the discussion under Item 30, in the Use Of Proceeds section, on setting the minimum amount. The Company and its sales persons will deposit all proceeds received from investors into the impound account until the minimum amount of proceeds has been raised. Before spending significant time and expense, you should determine whether the securities regulators will accept the intended impound holder and the proposed terms and conditions of the impound agreement.

If a securities regulator requires that an impound agent be used to hold the offering proceeds, the agent generally must obtain the permission of the securities regulator before it can release the funds. Generally, these agreements provide for release of the funds when the minimum amount has been raised.

RELEASE OF IMPOUND CONTINGENT ON ANOTHER EVENT. In some circumstances, the Company may want to have the release of impound contingent on occurrence of some other event in addition to raising the minimum offering amount. Often, the other event will be the receipt of funds from another source. The Company might need both the minimum offering amount and the funds from the outside source to complete its objectives. You might want to keep the funds in an impound account until a government agency provides the Company with an approval or the Company acquires a license necessary for the Company to begin operations or to engage in a particular activity.

RELEASE OF PROCEEDS. If the Company does not raise the minimum proceeds during the offering period, investors that purchased securities will be entitled to a return of their investment. State the date on which the proceeds will be returned to investors if the Company has not raised the minimum offering amount.

74. (a) Does the Company reserve the right to extend the impound period? <input type="checkbox"/> Yes <input type="checkbox"/> No
--

74. (b) If yes, describe the circumstances under which the Company might extend the impound period.

Summarize any provisions in the impound agreement that allow the Company to extend the offering period. If no provision exists in the agreement that allows the Company to

extend the period, you will need to apply to the securities regulators to request an extension. In that event, the Company will need to offer to rescind any sales made during the initial offering period.

75. State the name, address, and telephone number of the bank or other similar depository institution acting as impound agent.

76. If the offering proceeds are returned to investors at the end of the impound period, will the Company pay any interest earned during the impound period to investors?
 Yes No

MANAGEMENT

OFFICERS AND KEY PERSONS OF THE COMPANY

77. Provide the following information for each Officer and key person. The term "key person" means a person, other than the chief executive officer, chief operating officer, and chief financial officer, who makes a significant contribution to the business of the Company. Identify who performs the functions of Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer.

Use the format in Item 77(a) to provide background information on the Company's chief executive officer, chief operating officer, chief financial officer, and other key employees. Repeat the format as often as necessary, using (a), (b), (c), etc. to label each person. Identify positions by title.

77. (a) Name: _____ Age: _____

Title:

Office Street Address:

Telephone Number:

Names of employers, titles, and dates of positions held during past five years, with an indication of job responsibilities.

Education (degrees, schools, and dates):

Also a Director of the Company Yes No

Indicate amount of time to be spent on Company matters if less than full time:

OFFICERS AND KEY PERSONS OF THE COMPANY. Identify all executive officers and the positions they hold in the Company. Also identify key persons who are not executive officers and their significance to the Company. Describe the responsibilities of all officers and key persons in enough detail to show whether their experience and abilities are relevant to their designated management positions.

EXECUTIVE OFFICERS AND KEY PERSONS DEFINED. When completing this Item, use the following definitions:

The "chief executive officer" has the overall authority to run the Company. In the small business context, the chief executive officer usually is the Company's president or general manager and is often the owner or principal stockholder.

The "chief operating officer," generally is entrusted with supervising the day-to-day business of a Company. Depending on the Company's size and structure, the chief executive officer may also be the chief operating officer.

The "chief financial officer" is usually the Company's "treasurer," the person who has custody of the Company's funds and financial records.

The term "key person" means a person, other than your chief executive officer, chief operating officer, and chief financial officer, who makes a significant contribution to the business of the Company. Examples of key persons are vice presidents, production managers, sales managers, and research scientists. A key person may be an employee, independent contractor, or consultant.

EMPLOYMENT HISTORY. For each executive officer and key person, describe all employment for the past five years, including each position held and the type of business involved. Include a complete five-year history of all prior occupations. Do not omit past ventures, successful or not. Securities laws require full disclosure of all material information. In addition, potential investors will notice gaps in employment history and may assume that the Company intentionally omitted information.

Note: When you respond to this Item, review Items 87 and 88. If Item 87 or 88 contains a detailed discussion of someone's employment history from the last five years, you do not need to provide a lot of information in this Item. Name the employer and the position held and refer the reader to Item 87 or 88, as appropriate, for more information.

EDUCATION. Briefly describe the education of executive officers and key persons. Do not include information about honorary degrees or training certificates unless it is relevant to the Company's business. Similarly, do not disclose outside affiliations with fraternal,

charitable, or community organizations unless they are relevant to the Company's business.

DIRECTORS. Indicate which officers also serve as directors of the Company. State whether they have been elected for a specific term and whether they are serving under any special circumstances or arrangements.

PART-TIME OFFICERS AND KEY PERSONS. Indicate whether the Company's executive officers and key persons work less than full time. Disclose the approximate amount of time each part-time officer and key person devotes to Company matters. In addition, if an officer spends less than full time on Company matters, disclose why. Does the Company lack resources to pay his or her salary? Is the officer involved in other enterprises that demand his or her time? Is the officer engaged in another activity that is a conflict of interest?

If the reason that an executive officer or key person is part-time could have a negative impact on Company operations, disclose that information in detail in this section and summarize it in Item 1, Risk Factors.

DIRECTORS OF THE COMPANY

78. (a) Number of Directors:

78. (b) Are Directors elected annually? Yes No If no, explain.

If directors are not elected annually, disclose how and when they are elected.

78. (c) Are Directors elected under a voting trust or other arrangement?
 Yes No If yes, explain.

If there is a voting trust, stockholder agreement, or other agreement relating to the election of directors, describe all material provisions of the agreement.

Include in the description:

- the class of the securities held;
- the amount of securities held;
- the duration of the agreement;
- the names and addresses of the voting trustees; and

- the voting rights and other powers of the voting trustees.

If a voting trust, or similar arrangement, controls 10% or more of the Company's shares, disclose its impact on the ability of new investors to elect directors and exercise control over the Company. Also, you may need to summarize this information in Item 1, Risk Factors.

79. Provide the following information for each Director not described in Item 77:

Use the format in Item 79(a) to provide background information on each such Director. Repeat the format as often as necessary, using (a), (b), (c), etc. to label each person.

79. (a) Name: _____ Age: _____

Office Street Address: _____

Telephone Number: _____

Names of employers, titles, and dates of positions held during past five years, with an indication of job responsibilities.

Education (degrees, schools, and dates): _____

Identify all directors not described in Item 77, their term of office, and the period of time that they have already served. Describe their business experience for the past five years and identify other directorships they hold, naming each company and any affiliation with the Company. If a director holds a special title or serves in a special capacity, such as a member of a committee of the board of directors to review employee compensation or internal controls of the Company, briefly describe his or her responsibilities. Describe the background and responsibilities in enough detail to allow potential investors to determine whether their experience and abilities are relevant to their directorship.

CONSULTANTS

80. (a) Are all key persons employees of the Company? Yes No

80. (b) If no, state the details of each contract or engagement.

This Item requires you to disclose the terms of contracts or agreements for the services of key persons who are not employees of the Company. Disclose why these persons are not employees and describe the terms of the consulting agreement. Explain whether the terms of the consulting agreement reflect standard industry practice and whether the agreement favors one party over the other. Does the agreement permit a consultant to also work for a competitor of the Company or to go into the business of the Company on his or her own? Also disclose any past relationships between the consultant and any officers, directors, or key employees of the Company.

If any aspect of the arrangement with a consultant may negatively impact the Company, provide appropriate risk disclosure and add to Item 1, Risk Factors.

ARRANGEMENTS WITH OFFICERS, DIRECTORS, AND KEY PERSONS

81. Describe any arrangements to ensure that Officers, Directors, and key persons will remain with the Company and not compete with the Company if they leave.

Disclose the Company's arrangements to ensure the continued availability of officers, directors, and key persons through long-term contracts, non-compete agreements, or other arrangements. Also disclose the lack of such an arrangement with an officer, director, or key person.

REQUIRED DISCLOSURES. Describe the terms and conditions of any of the following contracts, plans, or arrangements:

- Any employment contract between the Company and an officer, director, or key person;
- Any compensatory arrangement activated by the resignation, retirement, or other termination of an officer, director, or key person; and
- Any compensatory arrangement activated by a change in the person's responsibilities after a change in control of the Company.

Disclose the amount involved, including all periodic payments or installments.

DISCLOSURE OF AGREEMENTS NOT TO COMPETE. Disclose the terms of any agreements of the Company's officers, directors, and key persons not to compete with the Company if they leave the Company. Describe the steps the Company might take to enforce each agreement.

82. (a) Describe the impact on the Company if it loses the services of any Officer, Director, or key person due to death or disability.

The loss of an officer, director, or key person represents a significant risk to the on-going operations of the Company. This is particularly true if a few people manage the Company. Discuss the potential impact of such a loss on the business of the Company and the risk this poses to investors. Also disclose any relevant factors, such as age or health of an officer, director, or key person, which may increase the risk that his or her services will become unavailable. Consider whether to include additional disclosure in Item 1, Risk Factors.

82. (b) Has the Company purchased key person life insurance on any Officer, Director, or key person? Yes No

82. (c) Has the Company made any arrangements to replace any Officer, Director, or key person it loses due to death or disability? Yes No

82. (d) If the answer to either Item 82(b) or 82(c) is "yes," describe.

Disclose whether the Company has established any procedures to deal with the loss of its officers, directors, and key persons. These procedures might include searching for a replacement for the key person or winding up the Company.

INSURANCE OF PERSONNEL. Disclose whether the Company has purchased "key person" life insurance on any of its personnel, payable to the Company upon the death of the person. Describe the terms and coverage of each insurance policy, including:

- the name of the person insured,
- the amount of the policy,
- to whom the proceeds are payable, and
- any arrangements that require the proceeds to be used to redeem securities or pay benefits to the estate of the insured person or to a surviving spouse.

Disclose how the Company intends to use the proceeds payable to it.

If the Company has not purchased "key person" life insurance, or if the Company will not benefit from the insurance, include the appropriate disclosures in Item 1, Risk Factors.

COMPENSATION

83. List all compensation that the Company paid to its Officers, Directors, and key persons for the last fiscal year:

	<u>Cash</u>	<u>Other</u>
Chief Executive Officer	\$	\$
Chief Operating Officer		
Chief Financial Officer		
Key Persons:		
Total:	\$ _____	\$ _____
Officers as a group (number of persons ____)	\$	\$
Directors as a group (number of persons ____)	\$	\$
Key Persons as a group (number of persons ____)	\$	\$

Disclose the salaries and other benefits, such as life insurance, paid to the Company's officers, directors, and key persons during the last fiscal year. Disclose the total compensation paid to the chief executive officer, chief operating officer, chief financial officer, and each key person. Also disclose the total compensation paid to any other officer, director, or employee whose total compensation was more than that paid to a manager or key person.

List each person by title.

COMPENSATION. Include anything provided by the Company that directly or indirectly benefits an officer, director, or employee. Compensation includes both cash and non-cash items.

"Cash" includes:

- salary,
- bonus,
- consulting fees,
- non-accountable expense accounts, and
- other similar items.

"Other" includes:

- the value of any options granted or securities given,
- any annuity, pension, or retirement benefits,
- bonus or profit-sharing plans, and
- personal benefits, including club memberships, company cars, insurance benefits not generally available to employees, etc.

Itemize these benefits in a footnote to the column.

If you paid compensation in some form other than cash, and it is impractical to determine the cash value, state the nature and amount of the compensation in a note to the table. An example of non-cash compensation that may be difficult to value is the use of a company car.

COMPENSATION UNDER AN ONGOING PLAN. Briefly describe all proposed future compensation the Company will pay pursuant to ongoing plans or arrangements with the individuals and groups specified. Include in the description:

- a summary of how each plan operates,
- any performance formula or measure or other criteria used to determine payment amounts,
- the time periods used to determine the measurements of benefits,
- payment schedules, and
- any recent material amendments to the plan.

Include disclosure about life, health, or hospitalization insurance or medical reimbursement plans that discriminate in scope, terms, or operation in favor of officers or directors. Include the cost of key person life insurance if the proceeds are not payable to the Company.

Do not furnish Information about group life, health, or hospitalization insurance or medical reimbursement plans generally available to all salaried employees. Disclose this information in Item 18.

State the number of persons in each group and their total compensation.

84. (a) Has compensation been unpaid in prior years? Yes No

84. (b) Does the Company owe any Officer, Director, or employee any compensation for prior years? Yes No

84. (c) Explain any "yes" answer to Item 84(a) or 84(b).

Do not respond to this Item if you answered "no" to Items 84(a) and 84(b)

85. Is compensation expected to change within the next year? Yes No
If yes, explain.

86. (a) Does the Company have any employment agreements with Officers, Directors, or key persons? Yes No If yes, describe.

86. (b) Does the Company plan to enter into any employment agreements with Officers, Directors, or key persons? Yes No If yes, describe.

Describe the provisions of each agreement. Include:

- the title and name of the officer, director, or employee;
- the date of the agreement and its beginning and end dates;
- the compensation and/or benefits the Company agreed to provide; and
- terms for terminating the agreement.

If the Company has contractual agreements with its officers or employees to pay salaries, disclose how the Company plans to make these payments, including using the proceeds from the offering. Make sure your response to this Item agrees with Item 30, Use of Proceeds.

PRIOR EXPERIENCE

87. Has any Officer or Director worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same type of business as the Company?
 Yes No If yes, explain in detail, including relevant dates.

You must disclose information about all past business ventures in the same business, particularly if they were unsuccessful.

Disclose in detail each officer's and each director's prior experience with the same type of business as the Company. For each business or venture, disclose:

- the officer or director;
- the company,
- the position held,
- his or her areas of responsibility,
- any significant contributions to the company,
- whether the company is still operating,
- if the company is no longer operating, why not,
- why the prior experience is relevant and how it will enhance the management of the Company, and
- any on-going relationship with the business or venture partners.

Include in Item 77 or 79, as appropriate, any business venture disclosed in this Item.

If the officers and directors lack experience with the same type of business, briefly state that and identify the potential risk this may pose to investors. Consider whether you should add a similar statement to Item 1, Risk Factors.

88. (a) If the Company has never conducted operations or is otherwise in the development stage, has any Officer or Director managed another company in the start-up or development stage? Yes No

88. (b) If yes, explain in detail, including relevant dates.

Answer this Item only if the Company is in the start-up or development stage.

Disclose all information about past start-up or development stage business ventures, even if they were unsuccessful. If a prior start-up venture failed, explain why and whether the Company has formulated a plan to avoid a similar failure.

Disclose each officer's and each director's prior experience dealing with the problems and risks associated with a start-up venture. For each business or venture, disclose:

- the officer or director;
- the company,
- the position held,
- his or her areas of responsibility,
- any significant contributions to the company,
- a general description of the type of business engaged in,
- whether the company is still operating, and
- if the company is not still operating, why not.

You may also describe problems common to development-stage companies that were encountered in the venture, how those problems were handled, and how the experience gained is relevant to the Company.

If the Company is in the start-up or development stage and its officers and directors lack relevant experience with start-up ventures, provide a brief statement to that effect and identify the potential risk this may pose to investors. Add a similar statement to Item 1, Risk Factors.

CERTAIN LEGAL PROCEEDINGS

In responding to Items 89-95, see the discussion under Item 77 for definitions of some of the terms used in these Items.

Insolvency

89. Has a petition for bankruptcy, receivership, or a similar insolvency proceeding been filed by or against any Officer, Director, or key person within the past five years, or any longer period if material? Yes No

90. Was any Officer, Director, or key person an executive officer, a director, or in a similar management position for any business entity that was the subject of a petition for bankruptcy, receivership, or similar insolvency proceeding within the past five years, or any longer period if material? Yes No

A "similar insolvency proceeding" includes the court appointment of a custodian, trustee, fiscal agent, or similar officer for the business or property of any of the Company's officers, directors, or key persons or of a business entity related to any of them.

91. Explain in detail any "yes" answers to Item 89 or 90.

Do not respond to this Item if you answered "no" to Items 89 and 90.

PERSONAL INSOLVENCY PROCEEDINGS. Disclose all relevant issues about each personal bankruptcy or insolvency proceeding. Include:

- the name of the officer, director, or key person,
- the date of the initial proceeding,
- the name of the court that heard the proceeding,
- the docket number of the case,
- the current status of the case, and
- the current financial condition of the officer, director, or key person (i.e. is he or she insolvent?).

Also disclose whether any officer, director, or key person has substantial outstanding debts (including debts that were accelerated due to default).

INSOLVENCY PROCEEDINGS FOR OTHER VENTURES. Disclose all relevant issues about each proceeding. Include:

- the name of the officer or director;
- the company,
- the position held,
- his or her areas of responsibility,
- the date of the initial proceeding,
- the name of the court that heard the proceeding,
- the docket number of the case,
- the current status of the case, and
- any similarity between the business venture and the Company.

If any of the Company's officers or directors owned or managed a business in the same industry as the Company and that business has been the subject of a bankruptcy or insolvency proceeding, explain the prior business failure in Item 87. Also explain how the Company intends to avoid a similar failure. Make these disclosures whether or not the entity involved in the bankruptcy or insolvency is technically a predecessor of the present Company. Review your answers to Items 24-27 to determine whether you have adequately disclosed the relationship between the failed entity and the Company.

Give an evaluation by management or legal counsel, to the extent feasible, of the merits of any current proceedings and the potential impact on the Company's business, financial condition, or operations. Identify any potential risk to investors or the Company's operations that may result from the bankruptcy or insolvency of the officers, directors, or key employees. Consider whether to add a similar statement to Item 1, Risk Factors.

Criminal Proceedings

92. (a) Has any Officer, Director, or key person been convicted in a criminal proceeding, excluding traffic violations or other minor offenses?
 Yes No

92. (b) Is any Officer, Director, or key person named as the subject of a pending criminal proceeding, excluding traffic violations or other minor offenses? Yes No

92. (c) Explain in detail any "yes" answer to Item 92(a) or 92(b).

Do not respond to this Item if you answered "no" to Items 92(a), and 92(b).

Disclose all relevant issues about each criminal proceeding. Include:

- the name of the officer, director, or key person,
- the crime or alleged crime,
- the prosecuting agency,
- the date of the initial proceeding,
- the name of the court,
- the docket number of the case,
- the current status of the case, and
- the penalty imposed or sought.

Give an evaluation by management or legal counsel, to the extent feasible, of the merits of any pending criminal proceedings and the potential impact on the Company's business, financial condition, or operations.

Identify any potential risk to investors or the Company's operations that may result from these proceedings. Consider whether to add a similar statement to Item 1, Risk Factors.

Civil Proceedings

93. (a) Has any Officer, Director, or key person been the subject of a court order, judgment, or decree in the last five years related to his or her involvement in any type of business, securities, or banking activity?

Yes No

93. (b) Is any Officer, Director, or key person the subject of a pending civil action related to his or her involvement in any type of business, securities, or banking activity?

Yes No

93. (c) Has any civil action been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity?

Yes No

93. (d) Explain in detail any "yes" answer to Item 93(a), 93(b), or 93(c).

Do not respond to this Item if you answered "no" to Items 93(a), 93(b), and 93(c).

Disclose all relevant issues about each civil action. Include:

- the name of the officer, director, or key person,

- the person bringing the action,
- a summary of the allegations,
- the date of the initial proceeding,
- the name of the court,
- the docket number of the case,
- the current status of the case, and
- the relief granted or sought.

Give an evaluation by management or legal counsel, to the extent feasible, of the merits of any pending civil litigation and the potential impact on the Company's business, financial condition, or operations of any pending or threatened civil actions.

Identify any potential risk to investors or the Company's operations that may result from these proceedings. Consider whether you should add a similar statement to Item, 1 Risk Factors.

Administrative Proceedings

94. (a) Has any government agency, administrative agency, or administrative court imposed an administrative finding, order, decree, or sanction against any Officer, Director, or key person in the last five years as a result of his or her involvement in any type of business, securities, or banking activity?
 Yes No

94. (b) Is any Officer, Director, or key person the subject of a pending administrative proceeding related to his or her involvement in any type of business, securities, or banking activity?
 Yes No

94. (c) Has any administrative proceeding been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity?
 Yes No

94. (d) Explain in detail any "yes" answer to Item 94(a), 94(b), or 94(c).

Do not respond to this Item if you answered "no" to Items 94(a), 94(b), and 94(c).

Disclose all relevant issues about each administrative action. Include:

- the name of the officer, director, or key person,
- the agency bringing the action,
- a summary of the allegations,
- the date of the initial proceeding,
- the name of any hearing officer or administrative court,
- the docket number of the case,
- the current status of the case, and
- the relief imposed or sought.

Give an evaluation by management or legal counsel, to the extent feasible, of the merits of any pending administrative proceedings and the potential impact on the Company's business, financial condition, or operations of any pending or threatened administrative actions.

Identify any potential risk to investors or the Company's operations that may result from these proceedings. Consider whether you should add a similar statement to Item 1, Risk Factors.

Self-Regulatory Proceedings

95. (a) Has a self-regulatory agency imposed a sanction against any Officer, Director, or key person in the last five years as a result of his or her involvement in any type of business, securities, or banking activity? Yes No

95. (b) Is any Officer, Director, or key person the subject of a pending self-regulatory organization proceeding related to his or her involvement in any type of business, securities, or banking activity? Yes No

95. (c) Has any self-regulatory organization proceeding been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity? Yes No

95. (d) Explain in detail any "yes" answer to Item 95(a), 95(b), or 95(c).

Do not respond to this Item if you answered "no" to Items 95(a), 95(b), and 95(c).

Disclose all relevant issues about each self-regulatory action. Include:

- the name of the officer, director, or key person,
- the self-regulatory agency bringing the action,
- a summary of the allegations,
- the date of the initial proceeding,
- the name of any hearing officer or administrative court,
- the docket number of the case,
- the current status of the case, and
- the relief imposed or sought.

Give an evaluation by management or legal counsel, to the extent feasible, of the merits of any pending self-regulatory proceedings and the potential impact on the Company's business, financial condition, or operations of any pending or threatened self-regulatory actions.

Identify any potential risk to investors or the Company's operations that may result from these proceedings. Consider whether you should add a similar statement to Item 1, Risk Factors.

NOTE: After reviewing the background of the Company's Officers, Directors and key persons, potential investors should consider whether or not these persons have adequate background and experience to develop and operate this Company and to make it successful. In this regard, the experience and ability of management are often considered the most significant factors in the success of a business.

OUTSTANDING SECURITIES

GENERAL

96. Describe all outstanding securities.

You should describe briefly each outstanding class of equity security, including any preferred stock. If the Company has issued any debt securities, also provide a brief description of each class issued. If the only classes of securities currently outstanding are already described in your answer to Items 49 - 64, simply provide a cross reference to those answers.

97. Describe any resale restrictions on currently outstanding securities and when those restrictions will terminate, if this can be determined.

RESALE RESTRICTIONS ON OUTSTANDING SHARES. Disclose all resale restrictions on currently outstanding shares and the anticipated termination of these restrictions. Disclose any effect the potential sale of formerly restricted securities will have on the price of the securities purchased by investors in this offering.

RESALE RESTRICTIONS FOR SHARES SOLD UNDER EXEMPTIONS. If the shares outstanding were not sold in a registered offering, they may have been sold pursuant to a federal or state exemption from registration that required the shares to be restricted. Outstanding shares of the Company that are restricted may be subject to the requirements of Securities and Exchange Commission Rule 144. Outstanding shares may also be restricted if they were sold solely within one state under Securities and Exchange Commission Rule 147. You should disclose the amount of shares held and the expected periods of time persons subject to these rules are required to hold their shares.

RESTRICTIONS UNDER PROMOTIONAL STOCK ESCROW. You also must disclose all restrictions on transfer of promoters' shares. A promoter is defined as a person who is a founder of the Company or owner of 10% or more of the stock of the Company. The stock held by a promoter is called promotional stock, which securities regulators may require to be placed in an escrow with a financial institution, and a restriction called a legend may also be required on the stock certificates. If a promotional escrow or legend is required, disclose the terms of the promotional stock escrow and legend and identify the amount of shares affected and the amount held by each affected stockholder.

98. Describe any anti-dilution rights on outstanding securities.

ANTI-DILUTION RIGHTS. Disclose any rights or provisions that protect existing stockholders from dilution of their interest in the securities of the Company. Give the details of any anti-dilution formulas, including such provisions regarding preferred shares, convertible debt or in other agreements dealing with securities of the Company. Disclose the effect of the exercise of these rights on the ownership interest of investors in this offering.

DIVIDENDS, DISTRIBUTIONS, AND REDEMPTIONS

99. (a) Has the Company paid any dividends on its stock, made any distributions of its stock, or redeemed any securities within the last five years? Yes No

If yes, describe each transaction.

99. (b) Does the Company have any plans or commitments to pay dividends on its stock, make distributions of its stock, or redeem its outstanding securities in the future?

Yes No If yes, explain.

You should describe the dividend policy of the Company, and emphasize that the past payment of dividends or distributions of its stock should not be viewed either as an indication of the success of the Company or that the Company will pay dividends or make any distributions in the future.

You should disclose if the dividends have been paid from the Company's capital or from gains from nonrecurring sales of assets, rather than from earnings from operations.

OPTIONS AND WARRANTS

100. (a) State the number of shares subject to issuance under outstanding stock purchase agreements, stock options, warrants or rights. _____ shares

100. (b) The shares identified in Item 100(a) are ____% of the total shares to be outstanding after the minimum offering.

100. (c) The shares identified in Item 100(a) are ____% of the total shares to be outstanding after the maximum offering.

101. In a table, describe these stock purchase agreements, stock options, warrants, and rights. State the basic terms of these securities, including the expiration dates, the exercise prices, who holds them, whether they are qualified or non qualified for tax purposes, and whether they have been approved by stockholders.

You should review the tax laws to determine the tax considerations of these of securities.

102. State the number of shares reserved for issuance under existing stock purchase or option plans but not yet subject to outstanding purchase agreements, options, or warrants.
_____ shares

103. Does the Company have any plans or commitments to issue or offer options in the future?
 Yes No If yes, explain.

SALES OF SECURITIES

104. (a) Has the Company sold or issued securities during the last 12 months?
 Yes No

104. (b) If yes, using a tabular format, provide the following information for each transaction: the date of the transaction; the amount and type of securities sold or issued; the number of purchasers to whom the securities were sold or issued; any relationship of the purchasers to the Company at the time of sale or issuance; the price at which the securities were sold or issued; and a concise description of any non-cash consideration.

ISSUANCE OR SALE. Disclose the issuance of all "securities", not just common stock. This may require changing the headings on the tabular disclosure. If the number of persons to whom securities were issued was less than 10, their names should be listed. You must also disclose the price, if any, at which the securities were issued and the date of sale.

TABULAR DISCLOSURE. Tabular disclosure is recommended with a narrative explanation preceding or following the table. The following is an example of tabular disclosure:

<u>Date</u>	<u>Number of Shares</u>	<u>Stockholders</u>	<u>Relationship</u>	<u>Price</u>	<u>Consideration</u>
6/5/99	1,500	Blair	Employee	\$ 1.00	Services
12/1/98	69,500*	Walter	Director	\$.18	Services
3/1/99	40,000**	Michaels	Employee	\$ 1.08	Cash
3/1/99	32,250	Brady	Advisor	\$.20	Services
8/1/99	14,297***	Debenture Conversion		\$ 1.00	Accrued Interest

* Options-Mr. Walter received no cash compensation during his first two years.

** Mr. Michaels purchased 20,000 shares on 3/1/99. Mr. Michaels has the option to purchase an additional 20,000 shares up to 12/31/99.

*** The issuance of 14,297 shares pursuant to the conversion of outstanding debentures (as disclosed in Note 9, p. 12 of the Audited Financial Statements).

OPTIONS ON SHARES. If options, warrants or other rights have been issued in the last year, the number of shares that could be issued upon exercise must be disclosed, together with a footnote that describes the material terms of any options, warrants or rights, including the exercise price.

STOCK SPLITS. Stock splits do not change a stockholder's percentage of ownership in the Company. The number of shares and prices disclosed should be restated to reflect any stock splits. Items 25 - 26 should discuss the stock split.

Note: If the Company has not issued or sold any securities in the last 12-month period, you should make that disclosure.

PRINCIPAL STOCKHOLDERS

105. In the following table, provide the name and office street address of each person who beneficially owns at least 10% of the common or preferred stock of the Company.

<u>Class of Shares</u>	<u>Average Price Per Share</u>	<u>No. of Shares Now Held</u>	<u>% of Total</u>	<u>No. of Shares Held After Offering if All Securities Sold</u>	<u>% of Total</u>

106. Number of shares beneficially owned by all Officers and Directors as a group:

106. (a) Before offering: _____ shares (_____ % of total outstanding)

106. (b) After offering: Assuming minimum securities sold: _____ shares
(_____ % of total outstanding)

106. (c) After offering: Assuming maximum securities sold: _____ shares
(_____ % of total outstanding)

PRINCIPAL STOCKHOLDERS. You should disclose the ownership interest of principal stockholders, officers and directors of the Company. List the principal stockholders (any stockholder whose ownership interest represents 10% or more of the total stock outstanding) in order of their percentage of interest. Shares held by family members, through corporations or partnerships, or through any other arrangement or agreement that would allow a stockholder, officer, or director to direct or control the voting of the shares are considered to be "beneficially owned" by the person who controls them. Those shares should be included when calculating the percentage of ownership interest.

The remainder of the required information should be calculated as follows:

"Average Price per Share": means the average price paid for securities currently owned by each principal stockholder, or in the case of options, warrants or convertible securities, their exercise price. Additional disclosure should be provided in a footnote to the table if the securities were obtained in a non-cash transaction. Describe the type of non-cash

consideration given in exchange for receiving shares, and how the value of the consideration was determined.

“Number of Shares Now Held” means the number of shares of common stock (or options, warrants, or convertible securities, if more than one class of securities is owned) beneficially owned prior to the offering.

“% of Total” means the percentage of that class of securities outstanding prior to the offering or, as used in the last column, the percentage of the total of that class of securities outstanding after giving effect to the sale of all securities being offered in this offering. The total amount of securities outstanding is calculated assuming all options have been exercised and all convertible securities have been converted.

Note: This Item asks the Company to disclose the number of shares beneficially owned by all officers and directors as a group. The required information (including the figures representing the total shares outstanding) should be calculated assuming the exercise of all options and the conversion of all convertible securities. Tabular disclosure is recommended with a narrative explanation preceding or following the table. The following is an example of tabular disclosure:

Sample Calculation: Beneficial Ownership of Officers and Directors (assumes 647,020 shares outstanding prior to the offering; minimum offering of 40,000 shares; and maximum offering of 216,000 shares)

<u>Name</u>	<u>Shares</u>	<u>Options</u>	<u>Total</u>
CEO	244,312	45,000	289,312
CFO	214,582	12,000	226,582
Director	<u>1,000</u>	<u>19,000</u>	<u>20,000</u>
Total	459,894	76,000	535,894
% Ownership Pre-Offering		535,894/647,020	= 82.8%
% Ownership Post-Offering Minimum		535,894/687,020	= 78.0%
% Ownership Post-Offering Maximum		535,894/863,020	= 62.1%

NOTE: These calculations assume that all outstanding options have been exercised and all convertible securities have been converted.

MANAGEMENT RELATIONSHIPS AND TRANSACTIONS

FAMILY RELATIONSHIPS

107. Is there a family relationship between any Officer, Director, key person, or principal stockholder? Yes No If yes, describe.

FAMILY RELATIONSHIPS. Describe the nature of any family relationship between any director, executive officer, key person, 10% stockholder, or any person nominated or chosen by the Company to become one of the foregoing.

The term "family relationship" means any relationship by blood, marriage, or adoption, but not extending beyond a first cousin.

MANAGEMENT TRANSACTIONS

108. (a) Will the Company use any offering proceeds to acquire assets from any Officer, Director, key person, or principal stockholder?
 Yes No

108. (b) Will the Company use any offering proceeds to acquire assets from an associate of any Officer, Director, key person, or principal stockholder?
 Yes No

108. (c) If the answer to Item 108(a) or (b) is "yes," provide detailed information about each transaction. Include the name of the person, the cost to the Company, the method used to determine the cost, and any profit to the seller.

The Company must disclose acquisitions to be made with offering proceeds.

ACQUISITION OF ASSETS. You should respond fully to this Item. Even if a particular acquisition of assets is already discussed in Item 30, Use of Proceeds, you should emphasize the particular acquisition of assets, in this Item. The acquisition of assets usually will be purchases by the Company. However, a long term lease might also be considered to be an acquisition of assets. If so, you should describe it as if it were a

purchase. The Company must set out the cost and material terms of the acquisition transaction.

PRINCIPAL STOCKHOLDERS. As set forth in Item 105 a person is a "principal stockholder" if the person beneficially owns, directly or indirectly, 10% or more of the common or preferred stock (or equity interests) presently outstanding. If the shares are held by family members, through corporations or partnerships or otherwise in a manner that would allow a person to direct or control the voting of shares, the Company must include these shares as beneficially owned.

ASSOCIATE. An associate includes a person who is an officer, director, a partner, or is a direct or indirect beneficial owner of 5% or more of any class of equity security of an affiliate; a trust or estate in which an affiliate has a substantial beneficial interest or for which an affiliate serves as a trustee or in a similar capacity; or an affiliate's spouse and an affiliate's relative by blood or marriage.

VALUATION. If the Company is purchasing an asset from an associate, you should disclose the name of the person, the cost to the Company, and the method of determining the cost. One method of determining cost is the fair market value as established by a market for the particular asset. The cost to the seller might form the basis for the cost to the Company. Generally you should disclose the lower of the seller's cost or market value. You also might disclose the asset's chain-of-title back to an independent third party so as to demonstrate a starting point for fair market value or original cost.

If the Company has obtained or will obtain an appraisal of the value of the asset to be acquired, disclose the value. If the Company has not obtained an appraisal, disclose that fact.

DISCLOSURE OF PROFIT. The Item requires the Company to disclose any profit to an officer, director, employee, principal stockholder, or an associate. Based upon their relationship with the Company, these persons should be required to disclose their profit. The seller acquired the property for a certain amount and sold it for a certain amount so that the profit may be estimated in that manner. The seller of the asset must report profits earned for income tax purposes, usually calculated as the sale price minus the cost basis in the asset. If the seller cannot determine what his or her basis is, the Company should assume that the seller's tax basis is zero and insist that the entire amount received be disclosed as profit.

RISK FACTORS. At a minimum, the Company must disclose that any transaction with an officer or director or other affiliated person was not engaged in as an arms-length transaction. Additionally, if the method of determining the value is not based on the lower of fair market value or the cost to the seller a special disclosure covering this must be

made. If the Company has not obtained an appraisal of the particular asset being acquired, an appropriate risk factor also might be needed.

109. (a) Will the Company use any offering proceeds to reimburse any Officer, Director, key person, or principal stockholder for services already rendered, assets previously transferred, or moneys loaned or advanced, or otherwise? Yes No

109. (b) If yes, provide detailed information about each transaction. Include the name of the person, the cost to the Company, the method used to determine the cost, and any profit to the person.

REIMBURSEMENT. You should disclose if any amount of the proceeds is to be used to reimburse an officer, director, employee or stockholder for past services, assets transferred, moneys loaned and any other such transactions. Reimbursement covers actual out of pocket payments. A typical example of reimbursement arises upon the formation of the Company. A person may advance funds for legal services for the formation of the Company and may also advance funds for the initial accounting in preparation for the securities offering.

You should discuss the particular transaction and the benefit to the Company; evaluate the services rendered or assets transferred to the Company; and finally, the value to be reimbursed. Additionally, disclose whether the person is making any profit on the particular transaction. Generally, a person may not seek reimbursement for activities that have not benefited the Company, such as for his or her own purchase of Company stock.

110. (a) Has the Company made loans to any Officer, Director, key person, or principal stockholder within the last two years? Yes No

110. (b) Does the Company plan to make loans to its Officers, Directors, key persons, or principal stockholders in the future?

Yes No

If yes, describe any policies the Company has adopted to deal with the conflicts of interest in these transactions:

DISCLOSURE OF LOANS. You should disclose in the Disclosure Document if the Company is permitted to make loans to its officers, directors, key persons or principal stockholders in the future, excluding advances made in the normal course of business for travel, business expense and similar ordinary operating expenditures. Disclosure should include whether loans must be approved by a resolution of the Board of

Directors and what role, if any, independent directors play in the approval process. Disclose any steps to be taken by the Company to determine if the loans should be made, including purpose for the loans, repayment schedules, maturity lengths, interest rates, credit reports, and promissory notes.

111. (a) Has the Company done business with any Officer, Director, key person, or principal stockholder within the last two years? Yes No

111. (b) Is the Company currently doing business with any Officer, Director, key person, or principal stockholder? Yes No

111. (c) Does the Company plan to do business with its Officers, Directors, key persons, or principal stockholders in the future? Yes No
If yes, describe any policies the Company has adopted to deal with the conflicts of interest in these transactions:

DISCLOSURE. You should disclose if the Company is permitted to do business with its officers, directors, key persons or principal stockholders in the future. Disclosure should include whether business arrangements will be on terms comparable to those available from unaffiliated third parties. Disclose any approval process required by the Board of Directors and what role, if any, Directors not having an interest in the business arrangements play in the approval process.

112. Explain any "yes" answers to Items 110(a), 111(a), or 111(b). State the principal terms of any significant loans, agreements, leases, financing, or other arrangements.

TRANSACTIONS WITH MANAGEMENT. Describe any material transactions involving the purchase or sale of assets by the Company (or any of its subsidiaries) other than in the ordinary course of business. You should state the cost of those assets to the purchaser and, if acquired by the seller within the previous two years of the transaction, the cost to the seller. Describe the methods used in determining the Company's purchase or sale price and the name(s) of the person(s) making that determination.

MATERIALITY OF AN INTEREST. To determine if a transaction needs to be disclosed, consider the relationship between the parties and the amount of the transaction as well as its importance to the Company and prospective stockholders.

113. (a) Has any Officer, Director, key person, or principal stockholder guaranteed or co-signed the Company's bank debt or other obligations? Yes No

113. (b) If yes, explain the terms of each transaction and describe the Company's plans for repayment.

LITIGATION

114. Describe any recent or pending litigation or administrative action which has had or may have a material effect upon the Company's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

115. Describe any threatened litigation or administrative action that may have a material effect upon the Company's business, financial condition, or operations. State the names of the principal parties, and the nature and current status of the matters.

INTRODUCTION. In response to Items 114 and 115 the Company or its counsel should evaluate the merits of each pending litigation proceeding, including the potential impact on the Company's business, and financial condition.

SCOPE OF LITIGATION DISCLOSURE. You should disclose any litigation that is likely to have a material effect on the Company. Disclosure includes information not only about present pending litigation, but also includes past concluded litigation, and future unasserted claims of which the Company is aware. Disclosure is not limited to actions in which the Company is a party, but also includes separate litigation filed against the Company's directors, officers or key persons if the litigation is likely to have a material effect on the Company. The Company also should disclose any material litigation involving any subsidiary or affiliate. The Company also should include in its litigation disclosure, any outstanding judgments or liens that are a result of litigation.

MATERIALITY. If the litigation is material in its effect on the Company, you must disclose that. The Company should use its own judgment to determine if disclosure is needed. If there is any doubt about what is material, the Company should seek the assistance of an attorney or an accountant. A business may routinely generate a certain type of claim, for example, a negligence claim. The claim may not be material unless it exceeds the average for that type of claim. Claims for damages below 10% of the net assets of the Company are not usually material. A proceeding for bankruptcy, receivership or a similar proceeding is always material. Regulatory problems involving securities law violations should always be disclosed. Finally, disclose any material legal proceeding in which certain corporate insiders or affiliates of the Company are in a position that is contrary to that of the Company.

In determining the disclosure necessary in the Company's financial statements, answer the question: Should pending or threatened litigation be disclosed as a contingent liability? You should consider the following factors: the period in which the underlying cause of action occurred; if the litigation is pending, the probability of an unfavorable outcome, or if the litigation is threatened, the probability that a suit may be filed and the possibility of an unfavorable outcome; and, the ability to reasonably estimate the amount or range of potential losses.

Counsel for the Company should be asked to assess the likelihood that the company may lose. Based on the ability to reasonably estimate the amount of any contingent liability, an assessment may be required as to the material impact the resulting liability would have on the financial condition of the Company. Ordinarily, contingent liabilities associated with securities law violations must be disclosed.

CONTENT OF DISCLOSURE. To fully respond to this Item, you should include the name of the court where the proceeding is pending, a description of the facts underlying the claim and the relief sought.

TAX ASPECTS

116. Describe any material tax consequences to investors in this offering.

TAX IMPACT ON INVESTORS. You should discuss the federal income tax treatment of the Company and its impact on investors. If the Company is set up as an "S Corporation," a limited liability company, or other entity in which income is usually "passed through," you should discuss the impact on investors. Investors need to know how they will be taxed. Discuss other relevant tax treatment that may have an impact on investors.

POTENTIAL LOSS OF S CORPORATION STATUS. The primary risk involved in S corporation status is the Company's potential loss of that status. Disqualifying factors should be discussed in light of the individual circumstances of the issuer.

FEASIBILITY OF S CORPORATION STATUS FOR COMPANIES REGISTERING AN OFFERING. Because an S Corporation may have only 75 stockholders and one class of stock, an exemption from any state registration process should be actively pursued prior to considering registration. A Company claiming S corporation status that files an application should retain a qualified tax advisor to evaluate the tax aspects and risks and obtain a written analysis or opinion. If such analysis and opinion is not obtained from an independent tax advisor, the Company should disclose this fact.

LIMITED LIABILITY COMPANIES. Since this type of entity may provide the tax advantages of a limited partnership and the liability protection of a corporation and may issue multiple classes of stock, you should discuss any tax impact on the company and its members.

REIT'S AND COOPERATIVES. Certain types of businesses organized under state law as corporations may qualify for special tax treatment. Two possible examples are the real estate investment trust and the cooperative. If a corporation qualifies as a REIT or a co-op for tax purposes, there may be a substantial individual tax impact on the members, which you should disclose to potential investors.

NET OPERATING LOSSES. Some companies may have accumulated a substantial net operating loss that may be carried forward into subsequent tax years to shelter income. If the Company intends to emphasize this disclosure in the offering, specific and accurate disclosure, should be included.

OTHER MATERIAL FACTORS

117. Describe any other material factors, either adverse or favorable, that will or could affect the Company or its business or which are necessary to make any other information in this Disclosure Document not misleading or incomplete.

CATCH ALL. The Items in this Disclosure Document do not cover all industries and types of businesses. You may find it necessary to add material disclosure under this Item that is not covered elsewhere. You should understand that an investor may not be able to make an informed investment decision unless full and complete information about the Company is given when completing the Disclosure Document.

ADDITIONAL INFORMATION

118. (a) Describe the types of information that the Company will provide to security holders in the future.

118. (b) Describe the schedule for providing this information.

Your Disclosure Document should disclose what financial information about the company's progress will be provided after the offering of securities has been completed. You also should disclose when that information will be provided. Generally, stockholders will receive an annual report within 120 days after the end of your fiscal year. The report should contain financial statements prepared in accordance with generally accepted accounting principles and reviewed by independent certified public accountants in accordance with the accounting and review service standards promulgated by the American Institute of Certified Public Accountants. See Appendix B.

118. (c) Attach the Company's financial statements to the Disclosure Document.

GENERAL INSTRUCTIONS FOR FINANCIAL STATEMENTS. There should be total consistency between the information in the narrative responses to Disclosure Document Items and the information appearing in the Financial Statements, including the accompanying Notes. You should contact your securities regulator to discuss financial statement requirements, as certain states have financial statement requirements that differ from those discussed in this manual.

FINANCIAL STATEMENTS. Attach to the Disclosure Document for the Company and its consolidated subsidiaries, a balance sheet as of the end of the most recent fiscal year. If the Company has been in existence for less than one fiscal year, attach a balance sheet as of the date within 135 days of the date of filing the registration application. If the first effective date of state registration, as set forth on the Cover Page of the Disclosure Document, is within 45 days after the Company's fiscal year end and financial statements for the most recent fiscal year are not available, the balance sheet may be as of the end of the preceding fiscal year. An additional balance sheet, at least as current as the end of the Company's most recent third fiscal quarter, should be included. Also attach, for the Company and its consolidated subsidiaries, and for its predecessors, statements of income and cash flows and statements of changes in stockholders' equity for the most recent fiscal year or such shorter period as the Company (including predecessors) has been in existence. In addition, for any interim period at least as current as the end of the Company's most recent third fiscal quarter, attach statements of income and cash flows.

Financial statements shall be prepared in accordance with generally accepted accounting principles. If the Company has not conducted significant operations, statements of receipts and disbursements shall be included in place of statements of income. Interim financial statements may be unaudited. All other financial statements shall be audited by independent certified public accountants; provided, however, that if each of the following four conditions are met, such financial statements in place of being audited may be reviewed by independent certified public accountants in accordance with the Accounting and Review Service Standards promulgated by the American Institute of Certified Public Accountants: (a) the Company shall not have previously sold securities in an offering involving the general solicitation of prospective investors using advertising, mass mailings, public meetings, "cold call" telephone solicitation or any other method directed toward the public, (b) the Company has not been previously required under federal or state securities laws to provide audited financial statements in connection with any sale of its securities, (c) the aggregate amount of all previous sales of securities by the Company (exclusive of any debt financing with banks and similar commercial lenders) shall not exceed \$1,000,000, and (d) the amount of the present offering does not exceed \$1,000,000.

If since the beginning of its last fiscal year the Company has acquired another business, you should provide a pro forma combined balance sheet as of the end of the fiscal year, and a pro forma combined statement of income as if the acquisition had occurred at the beginning of the Company's last fiscal year, and any of the following exists: (a) the investments in and advances to the acquired business by the Company and its subsidiaries (other than the acquired business) exceed 20% of the Company's assets on its consolidated balance sheet at the end of the Company's last fiscal year, (b) the Company's and its subsidiaries (other than the acquired business') proportionate share of the total assets (after intercompany eliminations) of the acquired business exceeds 20% of the assets on the consolidated balance sheet, or (c) the Company's and its subsidiaries (other than the acquired business') equity in income from continuing operations before income taxes, extraordinary items and cumulative effect of a change in accounting principle, of the acquired business exceeds 20% of such income of the Company and its consolidated subsidiaries for the Company's last fiscal year.

The financial statements should reflect all stock splits (including reverse stock splits), stock dividends and recapitalizations even if they have occurred since the date of the financial statements.

Any responses to Items in the Disclosure Document discussing income or revenues should identify the accounting period(s) involved and those figures should agree with the figures on the Income Statement for the same period(s). Any discussion of outstanding shares, warrants, and options (both in number and price) in your Disclosure Document should take into account stock splits and stock dividends. Often the stock dividends and splits are reflected only in the Financial Statements (or in a subsequent event Note to the latest Financial Statement).

The above discussion of financial statements may appear to permit the Company to include only the Balance Sheet and Income Statement in an annual report. In order for the financial statements to be in accordance with generally accepted accounting principles, the Company must also present the Statement of Cash Flows and the Statement of Retained Earnings.

SIGNATURES:

The Company's Chief Executive Officer, Chief Financial Officer, and its Directors must sign this Disclosure Document. When they sign this Disclosure Document, they represent that they have diligently attempted to confirm the accuracy and completeness of the information in the Document.

When the Chief Financial Officer signs this Disclosure Document, he or she represents that the financial statements in the Document have been prepared in accordance with generally accepted accounting principles which have been consistently applied, except where explained in the notes to the financial statements and represents that the financial statements fairly state the Company's financial position and results of operations, or receipts and disbursements, as of the dates and period(s) indicated. He or she also represents that year-end figures include all adjustments necessary for a fair presentation under the circumstances.

Chief Executive Officer:

Directors:

Title

Chief Financial Officer:

Title:

Appendix A

SAMPLE RISK FACTORS

These examples are intended to aid the Company in developing risk factor disclosure for the Company's own offering. These examples should not be copied word for word nor will they apply to every offering. An offering may require risk factor disclosure for which an example is not included in this list. Each risk factor should summarize the potential impact of the risk on the investor and not simply state a fact.

For a company with a limited operating history:

We have a limited operating history.

We were incorporated on xx/xx/xx and have been operating only since xx/xx/xx. Because we have been operating for only a short period of time, we have not produced a profit. There is no assurance that we will ever produce a profit. As a new enterprise, we are likely to be subject to risks our management has not anticipated. We have limited resources and will not be able to continue operating without the proceeds from this offering. It is possible that the proceeds from this offering and our other resources may not be sufficient for us to continue to finance our operations.

For a company that has a history of losses with no expectation for immediate profits:

We have incurred losses since inception and may incur future losses.

We have not yet generated a profit from operations. As of the date of our most recent financial statements, we had an accumulated deficit of \$_____. We expect to continue to experience losses from operations and we cannot predict when or if we will become profitable. If we achieve profitability, we may not be able to sustain it.

For a company competing in a highly technical area where products rapidly become obsolete:

The (insert description) business is highly technical and our failure to introduce new products to the market may harm our business.

We operate in a highly technical industry, which is characterized by frequent introductions of new products and services into the market. Our success will depend, in part, on our ability to improve our present products, to develop new products and to provide necessary services and support. The proceeds of this offering may not provide us with sufficient funds to finance our research and development needs.

For a company that competes against larger and better financed companies in a competitive business:

We may not have sufficient financial resources to successfully compete in the (insert description) business.

A large number of enterprises provide products or services similar to ours. We will be competing with established businesses that have a operating history, and greater financial resources, management experience and market share than we have. There can be no assurance that we will be able to compete or capture adequate market share. We will not be profitable if we cannot compete successfully with other businesses.

For a company that depends on the services of a limited number of key persons:

We depend on the services of key employees, whose knowledge of (insert description) would be difficult to replace.

Our success depends substantially on the services of (insert names and title of key persons). Our business may be harmed if we lose the services of these people and we are not able to attract and retain qualified replacements.

For a company with inexperienced management:

Our officers and directors have no experience managing a company in the (insert description) business.

None of our officers and directors has managed a company in the (insert description) business nor has experience in managing a development stage enterprise. Our ability to operate successfully may depend on our ability to attract and retain qualified technical personnel, who may be in great demand.

For a company whose management has been involved in other business ventures that have not been successful:

Our officers and directors have been involved in other business ventures that have not been successful.

Prior to organizing the Company, (insert name of appropriate officers and directors) operated a business similar to ours in which shareholders lost part or all of their investment. (Insert name of appropriate officers and directors) operated a company in the (insert description) business, which while not similar to our business, also resulted in losses to investors. Our ability to operate successfully may be determined by the ability of our officers and directors to succeed where they have failed before.

For a company whose business is highly regulated:

Our failure to comply with government rules and regulations may harm our business.

Our business must comply with local, state and federal rules and regulations. (BRIEFLY identify type of regulations, e.g., taxation, environmental, licenses.) We believe that we comply with the rules and regulations with which we are required to comply. If we fail to comply with a rule or regulation we may be subject to fines, or other penalties, or our permit or license may be lost or suspended. We may have to stop operating and our investors may lose their entire investment.

For a company whose officers, directors or key persons own a substantial number of promotional shares and options:

Our officers, directors and key persons will continue to have substantial control over the Company after the offering.

Officers, directors and key persons own (insert number) shares of common stock, which will represent (insert number) % of outstanding common stock. Consequently, they will be able to elect all of the directors and control the direction of the Company. They paid an average price of \$_____ per share as compared with the public offering price of \$_____ per share. In addition, they own (insert number) options or warrants which are exercisable to purchase additional shares of common stock at an average price of \$_____ during the next (insert number) years. See Item 105, Principal Stockholders.

For a Company that has significant dilution between the offering price and book value:

The price of a share in this offering is significantly higher than the book value of the stock.

If we sell only the minimum number of shares in this offering, the book value per share will be \$____. This is (insert number) % of the offering price. As a result, investors participating in this offering will incur immediate and substantial dilution. To the extent outstanding options or warrants to purchase our shares are exercised, new investors will incur further dilution. Book value is determined by subtracting liabilities from tangible assets and dividing the answer by the number of outstanding shares.

For shares that have no existing market:

Because there is no market for our common stock, you may not be able to sell your shares.

You may never be able to sell your shares and recover any part of your investment, unless we are able to complete a subsequent public offering or we are able to sell the Company for cash or merge with a public company.

For an arbitrary offering price:

The offering price of our shares is arbitrary.

The offering price of \$___ per share bears no relationship to established value criteria such as net tangible assets, or a multiple of earnings per share and accordingly should not be considered an indication of the actual value of the Company.

For a debt offering where no sinking fund will be established:

We have not established a sinking fund for the purpose of accumulating funds for retiring the (insert name of debt instrument).

A sinking fund provides for periodic accumulation of funds over the life of the obligation with an independent trustee for the purpose of retiring the (insert name of debt instrument) at maturity. We will not maintain a sinking fund for the retirement of the (insert name of debt instrument) offered here and may not have the ability to retire the obligations when they mature.

For a debt offering where there will be no independent trustee:

We have not retained an independent trustee to act on investors' behalf in the event of default of our obligation to repay the (insert name of debt instrument).

We have not retained an independent trustee to act on investors' behalf in the event of default. Therefore, there is no independent third-party to protect investors' interests in the event the Company fails to meet any of the agreements contained in the trust indenture.

For an offering to be sold by company employees:

We have not retained an independent party to sell the offering and the failure of our officers to sell the offering may result in a shortage of operating funds.

Officers of the Company are offering our shares on a "best-efforts" basis. We have not contracted with an underwriter, placement agent, or other person to purchase or sell all, or a portion of our shares and there is no assurance that we can sell all or any of the shares. Further, if we had hired an underwriter, placement agent, or other independent person to sell the offering, that person would have conducted an independent due diligence examination into our business.

Appendix B

ACCOUNTING TERMINOLOGY

The following is a description of some of the more important terms and concepts used in accounting:

FINANCIAL STATEMENTS

GENERAL PURPOSE FINANCIAL STATEMENTS

The term "financial statements" refers to a presentation of financial data, including accompanying notes, derived from accounting records and intended to communicate an entity's economic resources or obligations at a point in time or the changes therein for a period of time in conformity with a comprehensive basis of accounting. Financial statements are the means by which the information accumulated and processed in financial accounting is periodically communicated to those who use it. Although financial statements come in a wide variety of forms, which serve various purposes, there are four basic general purpose statements. These are:

- Balance Sheet
- Statement of Income or Statement of Operations
- Statement of Retained Earnings or Statement of Changes in Stockholders' Equity
- Statement of Cash Flows

A **Balance Sheet** is a statement which presents (as of a moment in time, unlike the other three statements which cover a time period) the assets, liabilities, and net worth of an entity. Sometimes this statement is titled **Statement of Assets and Liabilities**, **Statement of Financial Position**, or a similar title.

The **Statement of Income** or **Statement of Operations** presents for a period of time, an entity's revenues, costs, expenses, and net income or loss for the period involved. Other titles which are used include **Profit and Loss Statement**. An analogous statement for a cash basis entity could be a **Statement of Receipts and Disbursements**.

A **Statement of Changes in Stockholders' Equity** presents the changes that occurred during a given period affecting the corporation's capital accounts including retained earnings. If the only changes resulted from earnings, losses, or dividends, a company may simply present a **Statement of Retained Earnings**, or may combine the **Statement of Changes in Retained Earnings** with the **Statement of Income**. For partnerships, the analogous statement would be a **Statement of Changes in Partners' Capital**; for not-for-profit organizations, the corresponding statement would be a **Statement of Changes in Fund Balances**.

The **Statement of Cash Flows** is a statement that presents cash inflows and outflows from operating, financing, and investing activities for a given period.

PROSPECTIVE FINANCIAL STATEMENT.

Prospective financial information refers to any financial information about the future. The information may be presented as complete financial information or limited to one or more elements, items, or accounts. A prospective financial statement may be either a **Financial Forecast** or a **Financial Projection**.

A **Financial Forecast** is a prospective financial statement that presents, to the best of the responsible party's knowledge and belief, an entity's expected financial position, results of operations, and changes in financial position. In contrast, a **Financial Projection** is a prospective financial statement that presents, given one or more hypothetical assumptions, an entity's expected financial position, results of operations, and changes in financial position.

CLASSIFICATION OF FINANCIAL STATEMENTS

INTRODUCTION

Financial statements may be classified by the kind of third party involvement. In this context there are two classes of financial statements: **Audited** and **Unaudited**. Audited financial statements include only those statements which have been audited by independent certified public accountants (CPAs) and in some states, independent public accountants (PAs). **Unaudited** financial statements include those reviewed or compiled by CPAs or PAs, but also include financial statements prepared by management without any service performed by an independent CPA or PA.

AUDITED STATEMENTS

The term audit, audited, or auditing refers to an examination of the books and records of an entity by an independent CPA or independent PA intended to serve as a basis for the expression of opinion on the fairness with which the entity's financial statements present financial position, results of operations, and cash flows in conformity with generally accepted accounting principles (GAAP). The auditor's report is the medium through which the accountant expresses an opinion or, if circumstances dictate, disclaims an opinion. Also, if circumstances require it, the auditor's report may contain an explanatory paragraph describing an uncertainty about the entity's ability to continue as a going concern for a reasonable period of time.

The terms "certified" or "examined" are sometimes used synonymously with the term "audited."

Sometimes, an independent accountant may audit financial statements that are not prepared in accordance with GAAP, but rather are prepared on another comprehensive basis of accounting (OCBOA). Such statements include cash basis, tax basis, regulatory basis, and other non-GAAP basis. Such statements are generally titled differently from the equivalent GAAP statements. For example, a cash basis financial statement reflecting financial position might be titled **Statement of Assets and Liabilities Arising from Cash Transactions** instead of **Balance Sheet**.

UNAUDITED STATEMENTS

The term "unaudited" refers to all statements which have not been audited. Four classes of unaudited statements are discussed in this Appendix. These are:

Management prepared statements without any third party involvement.

Compilations pursuant to AICPA's Statement on Standards for Accounting and Review Service (SSARS).

Reviews pursuant to SSARS of a nonpublic entity (although under certain circumstances a review of a public entity may be made under SSARS).

Reviews of interim financial statements of public entities pursuant to SAS.

The following is a brief description of the four classes of unaudited statements:

STATEMENTS PREPARED BY MANAGEMENT ONLY

These are statements in which no third party accounting service by an independent CPA or PA is involved. Such statements may have been prepared by an in-house accountant or other qualified individual or may have been prepared by someone with a very limited accounting background.

Statements prepared by management would not necessarily be in accordance with GAAP. Often such statements are prepared on an OCBOA basis.

COMPILATIONS

A compilation is a service by a CPA or a PA which involves reading compiled statements and considering whether they appear to be appropriate in form and free from obvious material errors.

Compiled financial statements are accompanied by a report which states that:

A compilation has been performed.

A compilation is limited to presenting in the form of financial statements information that is the representation of management.

The statements have not been audited or reviewed and no opinion or any other form of assurance is expressed on them.

A compiled financial statement would not necessarily be in accordance with GAAP.

REVIEWS PURSUANT TO SSARS

A review under SSARS is a service performed by a CPA or PA which includes making inquiries of the entity's personnel and applying analytical procedures, and reading statements to consider, on the basis of information known, whether the statements appear to conform with generally accepted accounting principles.

Financial statements reviewed under SSARS are accompanied by a report that states:

A review was performed in accordance with SSARS issued by the AICPA.

All information included in the statements is the representation of management.

A review consists principally of inquiries of company personnel and analytical procedures applied to financial data.

A review is substantially less in scope than an audit, and that no opinion is expressed.

The CPA is not aware of any material modifications that should be made to the statements for them to be in conformity with GAAP.

UNAUDITED FINANCIAL STATEMENTS OF A PUBLIC ENTITY

If a Public Entity is involved, neither a compilation nor a review under SSARS may generally be used. However, certain unaudited statements may be presented. For example, if in a public offering

the issuer presented audited statements for three years 1991, 1990, and 1989 and an unaudited stub period for the three months ended March 31, 1992, the latter statement could not be compiled or reviewed under SSARS. The stub period statement could be indicated as being unaudited. The CPA or PA involved may have certain responsibilities with respect to the unaudited stub statements including performing inquiries and other varied procedures as deemed appropriate.

Unaudited stub period financial statements of a Public Entity may be accompanied by a report that states:

The statements were not audited.

No opinion is expressed on them.

(Under certain circumstances, a SSARS review may be performed for a Public Entity that is not required to have audited financial statements. When a Public Entity decides not to have its financial statements audited and is not required to do so, it may have its interim and annual financial statements reviewed under the provisions of SSARS.)

GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP)

GAAP is a technical accounting term that encompasses the conventions, rules, and procedures necessary to define accepted accounting principles at a particular time.

The word "principle" has several definitions one of which is "a general law or rule adopted or professed as a guide to action; a settled ground or basis of conduct or practice..." It is this definition which most accountants mean by the word principle when using the expression accounting principle. A generally accepted accounting principle is one which has substantial authoritative support.

Although there may be agreement on the existence of a body of generally accepted accounting principles, the determination of whether a particular accounting principle has substantial authoritative support may be difficult because no single reference source exists for all such principles. There is, however, a hierarchy of the various sources of GAAP, a summary of which is as follows:

1. Statements and interpretations of the Financial Accounting Standards Board (FASB), Opinions of the Accounting Principles Board (APB) of the American Institute of Certified Public Accountants (AICPA), and AICPA Research Bulletins.
2. FASB Technical Bulletins, AICPA Industry Audit and Accounting Guides, and the AICPA Statements of Position (SOPs).

3. Consensus positions of the FASB Emerging Issues Task Force (EITF), and AICPA Practice Bulletins.
4. AICPA accounting interpretations, "Qs and As" published by the FASB staff, as well as industry practices widely recognized and prevalent.
5. Other Accounting Literature.

Accrual basis and cash basis financial statements are examples of GAAP and non-GAAP financial statements, respectively. Accrual accounting attempts to record the financial effects on an entity of transactions in the period in which such transactions occur rather than in the period in which cash is received or paid by the entity. Accrual basis accounting recognizes that the acquisition of resources needed to provide services and the rendering of service by the organization during a period often do not coincide with the cash receipts and payments of the period. Typical accruals for small business include depreciation, accounts receivable, accounts payable, and taxes payable.

Another example of a non-GAAP financial statement is one that omits some of the required disclosure or where the disclosure is inadequate. For example, the Statement of Cash Flows is required by GAAP. If such a statement were omitted the auditor would have to qualify his or her report which would take the form of a separate paragraph in the report drawing the reader's attention to the omission and indicating that the Statement of Cash Flows is required by GAAP. The opinion paragraph of the auditor's report would be qualified by a phrase to the effect that "except that the omission of a statement of cash flows results in an incomplete presentation..." followed by the opinion. An accountant's review report would contain an analogous qualification.

GENERALLY ACCEPTED AUDITING STANDARDS (GAAS) AND STATEMENTS ON STANDARDS FOR ACCOUNTING AND REVIEW SERVICES (SSARS)

When a CPA issues a report on the audit of the financial statements of any entity he or she states that the examination was made in accordance with GAAS. The auditing standards referred to are those which have been promulgated by the auditing standards board of the AICPA in a series of releases titled Statements on Auditing Standards (SAS).

An accountant may issue a compilation or review of the financial statements of an entity in accordance with SSARS. A compilation or a review is a service which is substantially less in scope than an audit and generally may be used only with respect to nonpublic companies. However, there is an exception. When a public entity does not have its annual statements audited, the AICPA permits an accountant to review the entity's annual or interim statements in accordance with SSARS.

Interim financial statements of public or nonpublic companies may be reviewed by a CPA under standards established by the AICPA through SAS. Interim and annual financial statements of

nonpublic companies as well as interim and annual financial statements of public companies which are not required to have their annual statements audited may be reviewed under the lower standards of SSARS.

RESPONSIBILITY FOR FINANCIAL STATEMENTS

The financial statements are always management's responsibility. With respect to audited financial statements, the auditor's responsibility is to express an opinion on the financial statements.

The opinion expressed relates to whether the financial statements present fairly the financial position of the entity and the results of its operations and cash flows in conformity with GAAP.

Unaudited financial statements are also management's responsibility. When an accountant is associated (i.e., consented to the use of his or her name in a report, document, or written communications containing the statements) with the unaudited financial statements, he or she is required to disclose the degree of responsibility, if any, being taken.

PREDECESSOR

The term "Predecessor" means an entity the major portion of the business and assets of which another entity acquired in a single succession, or in a series of related successions in each of which the acquiring entity (the "Successor") acquired the major portion of the business and assets of the acquired entity.

The acquisition of assets by the Successor organization is generally recorded as a Purchase. In some situations, if certain criteria are met, two or more businesses may be combined through a Pooling of Interest in which the ownership interests of the two or more businesses are continued (usually involving an exchange of common stock for common stock) with a new entity being formed, and in such a combination each of the original businesses are considered to be a Predecessor.

When a business combination is effected by the Purchase of assets by the Successor, the assets acquired are recorded at their fair value; where the business combination meets the criteria for a Pooling of Interest, the assets and liabilities are carried forward at the valuations reflected in the books of the Predecessor companies.

Where the Predecessor is a related party and the transaction does not meet the criteria for a Pooling of Interest, and thus the acquisition of the business and assets acquired are effected by means of a Purchase, the analyst should request documentation with respect to how the fair values of the assets acquired were reached.

Executive Summary

The Company

Describe the business of the Company.

Describe how the Company plans to carry out its activities.

This Company:

- Has never conducted operations.
- Is in the development stage.
- Is currently conducting operations.
- Has shown a profit in the last fiscal year.
- Other (Specify):

(Check at least one, as appropriate)

Jurisdiction and date of formation: _____

Fiscal year end: _____
(month) (day)

How the Company Will Use Your Money

Describe how the Company intends to use the proceeds of this offering.

For more information about how the Company will use your money, see Item 30.

The Principal Officers of the Company

The Principal Officers of the Company and their titles are:

Chief Executive Officer:

Chief Operating Officer:

Chief Financial Officer:

For more information about these Officers, see Item 77.

The Offering

Name of Sales Person(s):

Address:

Telephone Number:

Is there an impound of proceeds until the minimum is obtained? Yes No
(See Items 73 - 76)

Is this offering limited to certain purchasers? Yes No (See Item 72)

Is transfer of the securities restricted? Yes No (See Item 53)

This offering is available for sale in the following states:

You should consider the terms and risks of this offering before you invest. No government regulator is recommending these securities. No government regulator has verified that this document is accurate or determined that it is adequate. It is a crime for anyone to tell you differently.

The Company has included in this Disclosure Document all of its representations about this offering. If anyone gives you more or different information, you should ignore it. You should rely only on the information in this Disclosure Document.

TABLE OF CONTENTS

	<u>Page</u>
Risk Factors.....	6
Business and Properties.....	6
General Description of the Business	
Suppliers	
Customer Sales and Orders	
Competition	
Marketing	
Employees	
Properties	
Research and Development	
Governmental Regulation	
Company History and Organization	
Milestones	11
Use of Proceeds.....	13
Selected Financial Information	14
General	
Capitalization	
Dilution	
Management's Discussion and Analysis of Certain Relevant Factors.....	17
Description of Securities Offered.....	19
General	
Preferred Stock	
Debt Securities	
Ratio of Earnings to Fixed Charges	
How These Securities Will Be Offered and Sold.....	22
Company Salespersons	
Other Salespersons and Finders	
Purchaser Limitations	
Impound of Offering Proceeds	
Management.....	25
Officers and Key Persons of the Company	
Directors of the Company	
Consultants	
Arrangements with Officers, Directors, and Key Persons	
Compensation	
Prior Experience	
Certain Legal Proceedings	

Outstanding Securities... ..	31
General	
Dividends, Distributions, and Redemptions	
Options and Warrants	
Sales of Securities	
Principal Stockholders	32
Management Relationships and Transactions.....	33
Family Relationships	
Management Transactions	
Litigation	35
Tax Aspects.....	35
Other Material Factors	36
Additional Information.....	36
Signatures.....	37
List of Exhibits.....	38

RISK FACTORS

1. List in the order of importance the factors that the Company considers to be the most significant risks to an investor.

BUSINESS AND PROPERTIES

GENERAL DESCRIPTION OF THE BUSINESS

2. Describe the business of the Company, including its products or services.

3. Describe how the Company produces or provides these products or services and how and when the Company intends to carry out its activities.

SUPPLIERS

4. Does the Company have any major supply contracts? Yes No
If yes, describe.

5. (a) Is the Company dependent upon a limited number of suppliers?
 Yes No If yes, describe.

5. (b) Does the Company expect to be dependent upon a limited number of suppliers?
 Yes No If yes, describe.

CUSTOMER SALES AND ORDERS

6. Does the Company have any major sales contracts? Yes No
If yes, describe.

7. State the total amount of the Company's sales of products or services for the most recent 12 month financial reporting period.

8. State the dollar amount of a typical sale.

9. Are the Company's sales seasonal or cyclical? Yes No
If yes, explain.

10. State the amount of foreign sales as a percent of total sales for last fiscal year. ____%.
Explain the nature of these sales, including any anticipated changes.

11. Name any customers that account for, or based upon existing orders will account for, a major portion (20% or more) of the Company's sales.

12. State the dollar amount of firm orders.

COMPETITION

13. (a) Describe the market area in which the business competes or will compete.
13. (b) Name the Company's principal competitors and indicate their relative size and financial and market strengths.
14. (a) Does the Company compete, or expect to compete, by price?
 Yes No If yes, describe its competitive strategy.
14. (b) Does the Company compete, or expect to compete, by service?
 Yes No If yes, describe its competitive strategy.
14. (c) Does the Company compete, or expect to compete, on some other basis?
 Yes No
If yes, state the basis and describe the Company's competitive strategy.

MARKETING

15. (a) Describe how the Company plans to market its products or services during the next 12 months, including who will perform these marketing activities.
15. (b) State how the Company will fund these marketing activities.

EMPLOYEES

16. (a) State the number of the Company's present employees by type of employee (i.e., clerical, operations, administrative, etc.).

16. (b) State the number of employees the Company anticipates it will have within the next 12 months by type of employee (i.e., clerical, operations, administrative, etc.).

17. Describe the Company's labor relations.

18. Indicate any benefits or incentive arrangements the Company provides or will provide to its employees.

PROPERTIES

19. (a) Describe generally the principal properties that the Company owns or leases.

19. (b) Indicate what properties the Company intends to acquire or lease.

RESEARCH AND DEVELOPMENT

20. Indicate the amounts that the Company spent for research and development during its last fiscal year.

21. (a) Will the Company expend funds on research and development during the current fiscal year? Yes No

21. (b) If yes, how much does the Company plan to spend on research and development during the current fiscal year?

21. (c) How does the Company intend to fund these research and development costs?

GOVERNMENTAL REGULATION

22. (a) Is the Company's business subject to material regulation by any governmental agency? Yes No

22. (b) Are the Company's products or services subject to material regulation by any governmental agency? Yes No

22. (c) Are the Company's properties subject to material regulation by any governmental agency? Yes No

22. (d) Explain in detail any "yes" answer to Item 22(a), 22(b), or 22(c), including the nature and extent of the regulation and its effect or potential effect upon the Company.

23. (a) Is the Company required to have a license or permit to conduct business? Yes No

23. (b) If yes, does the Company have the required license or permit? Yes No

23. (c) If the answer to Item 23(b) is "yes," describe the effect on the Company and its business if it were to lose the license or permit.

23. (d) If the Company has not yet acquired a required license or permit, describe the steps the Company needs to take to obtain the license or permit. Estimate the time it will take to complete each step.

COMPANY HISTORY AND ORGANIZATION

24. Summarize the material events in the development of the Company.

25. Describe any recent stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

26. Discuss any pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

27. State the names of any parent, subsidiary, or affiliate of the Company. For each, indicate its business purpose, its method of operation, its ownership, and whether it is included in the Financial Statements attached to this Disclosure Document.

MILESTONES

28. Describe in chronological order the steps management intends to take to achieve, maintain, or improve profitability during the 12 months following receipt of the offering proceeds.

If management does not expect the Company to achieve profitability during that time period, describe the business objectives for that period and the steps management intends to take to achieve those objectives.

Indicate the probable timing of each step and the approximate cost to complete it.

29. (a) State the anticipated consequences to the Company if any step is not completed as scheduled.

29. (b) Describe how the Company will deal with these consequences.

NOTE: After reviewing management's discussion of the steps it intends to take, potential investors should consider whether achievement of each step within the estimated time frame is realistic. Potential investors should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

USE OF PROCEEDS

30. Show how the Company intends to use the proceeds of this offering:

	If Minimum Sold		If Maximum Sold	
	Amount	%	Amount	%
Total Proceeds	\$	100%	\$	100%
Less: Offering Expenses				
Commissions and Finders Fees				
Legal & Accounting				
Copying & Advertising				
Other (Specify):				
Net Proceeds from Offering	\$ _____	_____ %	\$ _____	_____ %
Use of Net Proceeds				
	\$	%	\$	%
	\$	%	\$	%
	\$	%	\$	%
	\$	%	\$	%
	\$	%	\$	%
Total Use of Net Proceeds	\$ _____	100%	\$ _____	100%

31. (a) Is there a minimum amount of proceeds that must be raised before the Company uses any of the proceeds of this offering? Yes No

31. (b) If yes, describe how the Company will use the minimum Net Proceeds of this offering.

31. (c) If the answer to Item 31(a) is "yes," describe how the Company will use the Net Proceeds of this offering that exceed the amount of the minimum offering proceeds.

31. (d) If the answer to Item 31(a) is "no," describe how the Company will use the Net Proceeds of this offering.

32. (a) Will the Company use other funds, together with the offering proceeds, to fund any project or activity identified in Item 31? Yes No

32. (b) If yes, state the amounts and sources of the other funds.

32. (c) Indicate whether the availability of the funds is firm or contingent. If contingent, explain.

NOTE: See the answer to Item 70 for information about proceeds used to compensate sales agents. See the answer to Items 108 and 109 for information about proceeds used to purchase assets from Officers, Directors, key persons, or principal stockholders or their associates or to reimburse them for services previously provided or moneys borrowed.

SELECTED FINANCIAL INFORMATION

NOTE: The Company has adjusted all numbers in this section to reflect any stock splits or recapitalizations.

GENERAL

33. What were net, after-tax earnings for the last fiscal year? (If losses, show in parenthesis.)

Total \$
Per share \$

34. If the Company had profits, show offering price as a multiple of earnings.

Offering Price Per Share = (price/earnings multiple)
Net After-Tax Earnings Per Share for Last Fiscal Year

CAPITALIZATION

35. Indicate the capitalization of the Company as of the most recent balance sheet date, and as adjusted to reflect the sale of the minimum and maximum amount of securities in this offering and the use of the net proceeds from this offering.

	<u>Amount Outstanding</u>		
	<u>As of:</u> <u>// (date)</u>	<u>As Adjusted</u> <u>Minimum</u>	<u>Maximum</u>
Debt:			
Short-term debt (average interest rate ___%)	\$	\$	\$
Long-term debt (average interest rate ___%)	\$	\$	\$
Total debt	\$	\$	\$
Stockholders equity (deficit):			
Preferred stock - par or stated value (by class of preferred – in order of preferences)	\$	\$	\$
_____	\$	\$	\$
_____	\$	\$	\$
_____	\$	\$	\$
Common stock - par or stated value	\$	\$	\$
Additional paid in capital	\$	\$	\$
Retained earnings (deficit)	\$	\$	\$
Total stockholders equity (deficit)	\$	\$	\$
Total Capitalization	\$ _____	\$ _____	\$ _____

Number of preferred shares authorized to be outstanding:

<u>Class of Preferred</u>	<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>
		\$
		\$
		\$

Number of common shares authorized: _____ shares.
Par or stated value per share, if any: \$ _____

Number of common shares reserved to meet conversion requirements or for issuance upon the exercise of options, warrants or rights: _____ shares.

DILUTION

36. (a) The price of the securities in this offering has been arbitrarily determined.
 Yes No

36. (b) If no, explain the basis on which the price of the securities was determined.

37. (a) The net tangible book value per share before offering is: \$ _____

37. (b) For the minimum offering:

The net tangible book value per share after the minimum offering will be: \$ _____

The amount of increase in net tangible book value per share as a result of receipt of cash from purchasers in this offering will be: \$ _____

The dilution per share to purchasers will be: \$ _____

37. (c) For the maximum offering:

The net tangible book value per share after the maximum offering will be: \$ _____

The amount of increase in net tangible book value per share as a result of receipt of cash from purchasers in this offering will be: \$ _____

The dilution per share to purchasers will be: \$ _____

38. For each share purchased in this offering a purchaser will pay \$ _____ but will receive a share representing only \$ _____ in net tangible book value, if the minimum offering is achieved, or \$ _____, if the maximum offering is achieved.

The difference between the amount a purchaser pays for a share and the amount of net tangible book value that share represents is the dilution to the purchaser.

39. In a table, compare the existing stockholders' percentage ownership in the Company and the consideration paid for that ownership with that of purchasers in this offering.

	Shares Purchased		Total Consideration		Average
	<u>Number</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>	<u>Price</u> <u>Per Share</u>
Existing holders					
New Purchasers:					
Minimum offering					
Maximum offering					

40. Using the offering price of these securities, what value is the Company's management attributing to the entire Company before the offering?

\$ _____

NOTE: You should consider carefully whether the Company has this value at the present time. Some issues you should think about include: (1) the risks to which the Company is subject before it achieves success (see Item 1, Risk Factors); (2) the exercise prices of outstanding options (see Item 101); and (3) the prices that the Company's Officers, Directors, and principal stockholders paid for their shares (see Items 104 and 105).

MANAGEMENT'S DISCUSSION AND ANALYSIS OF CERTAIN RELEVANT FACTORS

41. Is the Company having or does the Company anticipate having within the next 12 months any cash flow or liquidity problems? Yes No If yes, explain.

42. (a) Is the Company in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments?

Yes No

42. (b) If yes, explain. Identify the creditor, state the amount in default or the term that the Company has not complied with, and describe any consequences to the Company resulting from each default.

43. Are a significant amount of the Company's trade payables more than 90 days old?
 Yes No
44. Is the Company subject to any unsatisfied judgments, liens, or settlement obligations?
 Yes No If yes, state the amounts.
45. Describe how the Company will resolve the problems identified in Items 41 - 44.
46. (a) Do the Company's financial statements show losses from operations?
 Yes No
46. (b) If yes, explain the causes underlying these losses and what steps the Company has taken or is taking to address these causes.
47. (a) Describe any trends in the Company's historical operating results.
47. (b) Indicate any changes now occurring in the underlying economics of the Company's business which, in the opinion of Management, will have a significant impact upon the Company's results of operations within the next 12 months.
47. (c) Describe the probable impact on the Company.
47. (d) Describe how the Company will deal with this impact.

48. (a) Will the proceeds from this offering and any available funds identified in Item 32 satisfy the Company's cash requirements for the 12 month period after it receives the offering proceeds? Yes No

48. (b) If no, explain how the Company will satisfy its cash requirements. State whether it will be necessary to raise additional funds. State the source of the additional funds, if known.

DESCRIPTION OF SECURITIES OFFERED

GENERAL

49. The securities being offered are:

- Common Stock
- Preferred or Preference Stock
- Notes, Debentures, or Bonds
- Limited Liability Company Membership Interests
- Units of two or more types of securities, composed of:

Other (specify):

50. These securities have:

- | Yes | No | |
|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | Cumulative voting rights |
| <input type="checkbox"/> | <input type="checkbox"/> | Other special voting rights |
| <input type="checkbox"/> | <input type="checkbox"/> | Preemptive rights to purchase any new issue of shares |
| <input type="checkbox"/> | <input type="checkbox"/> | Preference as to dividends or interest |
| <input type="checkbox"/> | <input type="checkbox"/> | Preference upon liquidation |
| <input type="checkbox"/> | <input type="checkbox"/> | Anti-dilution rights |
| <input type="checkbox"/> | <input type="checkbox"/> | Other special rights or preferences (specify): |

Explain any yes answer.

51. Are there any restrictions on dividends or other distributions? Yes No
If yes, describe.

52. Are the securities convertible? Yes No
If yes, state conversion price or formula.

Date when conversion becomes effective: ___/___/___

Date when conversion expires: ___/___/___

53. Describe any resale restrictions on the securities and when the restrictions will terminate.

PREFERRED STOCK

If the securities being offered are Preference or Preferred stock:

54. Are unpaid dividends cumulative? Yes No

55. (a) Are the securities callable? Yes No If yes, describe.

55. (b) Are the securities redeemable? Yes No
If yes, describe, including redemption prices.

DEBT SECURITIES

If the securities being offered are notes or other types of debt securities:

56. What is the interest rate on the debt securities? _____%
If the interest rate is variable or there are multiple interest rates, describe.

57. What is the maturity date? ___/___/___

If the securities will have serial maturity dates, describe.

58. Is there a sinking fund? Yes No If yes, describe.

59. Is there a trust indenture? Yes No
If yes, state the name, address, and telephone number of Trustee.

60. (a) Are the securities callable? Yes No If yes, describe.

60. (b) Are the securities redeemable? Yes No
If yes, describe, including redemption prices.

61. Are the securities secured by real or personal property? Yes No
If yes, describe.

62. (a) Are the securities subordinate in right of payment of principal or interest?
 Yes No If yes, explain the terms of the subordination.

62. (b) How much currently outstanding indebtedness of the Company is senior to the securities in right of payment of interest or principal? \$

63. How much currently outstanding indebtedness ranks equally with the securities in right of payment? \$

64. How much currently outstanding indebtedness is junior (subordinated) to the securities?
\$

RATIO OF EARNINGS TO FIXED CHARGES

65. (a) If the Company had earnings during its last fiscal year, show the ratio of earnings to fixed charges on an actual and pro forma basis for that fiscal year.

		<u>Actual</u>		
	Last Fiscal		Interim	
	<u>Year</u>		<u>Period</u>	
<u>"Earnings"</u>	=			<u>Pro Forma</u>
<u>"Fixed Charges"</u>				<u>Minimum Maximum</u>

65. (b) If no earnings, show "Fixed Charges" only

NOTE: See the Financial Statements and especially the Statement of Cash Flows. Exercise care in interpreting the significance of the ratio of earnings to fixed charges as a measure of the "coverage" of debt service. The existence of earnings does not necessarily mean that the Company will have cash available at any given time to pay its obligations. See Items 41 - 48. Prospective purchasers should not rely on this ratio as a guarantee that they will receive the stated return or the repayment of their principal.

HOW THESE SECURITIES WILL BE OFFERED AND SOLD

COMPANY SALESPERSONS

66. Provide the following information for each Officer, Director, or Company employee who intends to offer or sell the securities:

66. (a) Name:

Title:

Address:

Telephone Number:

67. Describe any compensation that the Company will pay each person in addition to his or her customary salary and compensation.

OTHER SALESPERSONS AND FINDERS

68. Provide the following information for each salesperson who is not an Officer, Director, or employee of the Company:

68. (a) Name:

Company:

Address:

Telephone Number:

69. Provide the following information for each person who is a finder:

69. (a) Name:

Company:

Address:

Telephone Number:

70. Describe all compensation that the Company will pay to each person identified in Items 68 and 69.

71. Describe any material relationships between these sales persons or finders and the Company or its management.

PURCHASER LIMITATIONS

72. (a) Is the offering limited to certain purchasers? Yes No

72. (b) Is the offering subject to any other purchaser limitations? Yes No

72. (c) If the answer to either 72(a) or 72(b) is yes, describe the limitation.

IMPOUND OF OFFERING PROCEEDS

73. (a) Will the Company impound the proceeds of the offering until it raises the minimum offering proceeds? Yes No

73. (b) If yes, what is the minimum amount of proceeds that the Company must raise and place in an impound account before the Company can receive and use the proceeds?
\$

73. (c) If the answer to Item 73(a) is "yes," state the date on which the offering will end if the Company has not raised the minimum offering proceeds. _____
date

74. (a) Does the Company reserve the right to extend the impound period?
 Yes No

74. (b) If yes, describe the circumstances under which the Company might extend the impound period.

75. State the name, address, and telephone number of the bank or other similar depository institution acting as impound agent.

76. If the offering proceeds are returned to investors at the end of the impound period, will the Company pay any interest earned during the impound period to investors?
 Yes No

MANAGEMENT

OFFICERS AND KEY PERSONS OF THE COMPANY

77. Provide the following information for each Officer and key person. The term "key person" means a person, other than the chief executive officer, chief operating officer, and chief financial officer, who makes a significant contribution to the business of the Company. Identify who performs the functions of Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer.

77. (a) Name: _____ Age: _____

Title: _____

Office Street Address: _____

Telephone Number: _____

Names of employers, titles, and dates of positions held during past five years, with an indication of job responsibilities.

Education (degrees, schools, and dates): _____

Also a Director of the Company Yes No

Indicate amount of time to be spent on Company matters if less than full time: _____

DIRECTORS OF THE COMPANY

78. (a) Number of Directors: _____

78. (b) Are Directors elected annually? Yes No If no, explain.

78. (c) Are Directors elected under a voting trust or other arrangement?
 Yes No If yes, explain.

79. Provide the following information for each Director not described in Item 77:

79. (a) Name: _____ Age: _____

Office Street Address: _____

Telephone Number: _____

Names of employers, titles, and dates of positions held during past five years, with an indication of job responsibilities.

Education (degrees, schools, and dates): _____

CONSULTANTS

80. (a) Are all key persons employees of the Company? Yes No

80. (b) If no, state the details of each contract or engagement.

ARRANGEMENTS WITH OFFICERS, DIRECTORS, AND KEY PERSONS

81. Describe any arrangements to ensure that Officers, Directors, and key persons will remain with the Company and not compete with the Company if they leave.

82. (a) Describe the impact on the Company if it loses the services of any Officer, Director, or key person due to death or disability.

82. (b) Has the Company purchased key person life insurance on any Officer, Director, or key person? Yes No

82. (c) Has the Company made any arrangements to replace any Officer, Director, or key person it loses due to death or disability? Yes No

82. (d) If the answer to either Item 82(b) or 82(c) is "yes," describe.

COMPENSATION

83. List all compensation that the Company paid to its Officers, Directors, and key persons for the last fiscal year:

	<u>Cash</u>	<u>Other</u>
Chief Executive Officer	\$	\$
Chief Operating Officer		
Chief Financial Officer		
Key Persons:		
Total:	\$ _____	\$ _____
Officers as a group (number of persons ____)	\$	\$
Directors as a group (number of persons ____)	\$	\$
Key Persons as a group (number of persons ____)	\$	\$

84. (a) Has compensation been unpaid in prior years? Yes No

84. (b) Does the Company owe any Officer, Director, or employee any compensation for prior years? Yes No

84. (c) Explain any "yes" answer to Item 84(a) or 84(b).

85. Is compensation expected to change within the next year? Yes No
If yes, explain.

86. (a) Does the Company have any employment agreements with Officers, Directors, or key persons? Yes No If yes, describe.

86. (b) Does the Company plan to enter into any employment agreements with Officers, Directors, or key persons? Yes No If yes, describe.

PRIOR EXPERIENCE

87. Has any Officer or Director worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same type of business as the Company?
 Yes No If yes, explain in detail, including relevant dates.

88. (a) If the Company has never conducted operations or is otherwise in the development stage, has any Officer or Director managed another company in the start-up or development stage?
 Yes No

88. (b) If yes, explain in detail, including relevant dates.

CERTAIN LEGAL PROCEEDINGS

Insolvency

89. Has a petition for bankruptcy, receivership, or a similar insolvency proceeding been filed by or against any Officer, Director, or key person within the past five years, or any longer period if material? Yes No

90. Was any Officer, Director, or key person an executive officer, a director, or in a similar management position for any business entity that was the subject of a petition for bankruptcy, receivership, or similar insolvency proceeding within the past five years, or any longer period if material? Yes No

91. Explain in detail any "yes" answer to Item 89 or 90.

Criminal Proceedings

92. (a) Has any Officer, Director, or key person been convicted in a criminal proceeding, excluding traffic violations or other minor offenses? Yes No

92. (b) Is any Officer, Director, or key person named as the subject of a pending criminal proceeding, excluding traffic violations or other minor offenses? Yes No

92. (c) Explain in detail any "yes" answer to Item 92(a) or 92(b).

Civil Proceedings

93. (a) Has any Officer, Director, or key person been the subject of a court order, judgment or decree in the last five years related to his or her involvement in any type of business, securities, or banking activity? Yes No

93. (b) Is any Officer, Director, or key person the subject of a pending civil or action related to his or her involvement in any type of business, securities, or banking activity?
 Yes No

93. (c) Has any civil action been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity?
 Yes No

93. (d) Explain in detail any "yes" answer to Item 93(a), 93(b), or 93(c).

Administrative Proceedings

94. (a) Has any government agency, administrative agency, or administrative court imposed an administrative finding, order, decree, or sanction against any Officer, Director, or key person in the last five years as a result of his or her involvement in any type of business, securities, or banking activity? Yes No
94. (b) Is any Officer, Director, or key person the subject of a pending administrative proceeding related to his or her involvement in any type of business, securities, or banking activity? Yes No
94. (c) Has any administrative proceeding been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity? Yes No
94. (d) Explain in detail any "yes" answer to Item 94(a), 94(b), or 94(c).

Self-Regulatory Proceedings

95. (a) Has a self-regulatory agency imposed a sanction against any Officer, Director, or key person in the last five years as a result of his or her involvement in any type of business, securities, or banking activity? Yes No
95. (b) Is any Officer, Director, or key person the subject of a pending self-regulatory organization proceeding related to his or her involvement in any type of business, securities, or banking activity? Yes No
95. (c) Has any self-regulatory organization proceeding been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity? Yes No
95. (d) Explain in detail any "yes" answer to Item 95(a), 95(b), or 95(c).

NOTE: After reviewing the background of the Company's Officers, Directors and key persons, potential investors should consider whether or not these persons have adequate background and experience to develop and operate this Company and to make it successful. In this regard, the experience and ability of management are often considered the most significant factors in the success of a business.

OUTSTANDING SECURITIES

GENERAL

96. Describe all outstanding securities.

97. Describe any resale restrictions on outstanding securities and when those restrictions will terminate, if this can be determined.

98. Describe any anti-dilution rights of outstanding securities.

DIVIDENDS, DISTRIBUTIONS, AND REDEMPTIONS

99. (a) Has the Company paid any dividends on its stock, made any distributions of its stock, or redeemed any securities within the last five years? Yes No
If yes, describe each transaction.

99. (b) Does the Company have any plans or commitments to pay dividends on its stock, make distributions of its stock, or redeem its outstanding securities in the future?
 Yes No If yes, explain.

OPTIONS AND WARRANTS

100. (a) State the number of shares subject to issuance under outstanding stock purchase agreements, stock options, warrants or rights. _____ shares

100. (b) The shares identified in Item 100(a) are ____% of the total shares to be outstanding after the minimum offering.

100. (c) The shares identified in Item 100(a) are ____% of the total shares to be outstanding after the maximum offering.

101. In a table, describe these stock purchase agreements, stock options, warrants, and rights. State the basic terms of these securities, including the expiration dates, the exercise prices, who holds them, whether they are qualified or non qualified for tax purposes, and whether they have been approved by stockholders.

102. State the number of shares reserved for issuance under existing stock purchase or option plans but not yet subject to outstanding purchase agreements, options, or warrants.
_____ shares

103. Does the Company have any plans or commitments to issue or offer options in the future?
 Yes No If yes, explain.

SALES OF SECURITIES

104. (a) Has the Company sold or issued securities during the last 12 months?
 Yes No

104. (b) If yes, in a table, provide the following information for each transaction: the date of the transaction; the amount and type of securities sold or issued; the number of purchasers to whom the securities were sold or issued; any relationship of the purchasers to the Company at the time of sale or issuance; the price at which the securities were sold or issued; and a concise description of any non-cash consideration.

PRINCIPAL STOCKHOLDERS

105. In the following table, provide the name and office street address of each person who beneficially owns at least 10% of the common or preferred stock of the Company.

<u>Class of Shares</u>	Average	No. of Shares Now Held	% of Total	No. of Shares	% of Total
	Price Per Share			Held After Offering if All Securities Sold	

106. Number of shares beneficially owned by all Officers and Directors as a group:

106. (a) Before offering: _____ shares (_____% of total outstanding)

106. (b) After offering: Assuming minimum securities sold: _____ shares
(_____% of total outstanding)

106. (c) After offering: Assuming maximum securities sold: _____ shares
(_____% of total outstanding)

NOTE: These calculations assume that all outstanding options have been exercised and all convertible securities have been converted.

MANAGEMENT RELATIONSHIPS AND TRANSACTIONS

FAMILY RELATIONSHIPS

107. Is there a family relationship between any Officer, Director, key person, or principal stockholder? Yes No If yes, describe.

MANAGEMENT TRANSACTIONS

108. (a) Will the Company use any offering proceeds to acquire assets from any Officer, Director, key person, or principal stockholder? Yes No

108. (b) Will the Company use any offering proceeds to acquire assets from an associate of any Officer, Director, key person, or principal stockholder? Yes No

108. (c) If the answer to Item 108(a) or (b) is "yes," provide detailed information about each transaction. Include the name of the person, the cost to the Company, the method used to determine the cost, and any profit to the seller.

109. (a) Will the Company use any offering proceeds to reimburse any Officer, Director, key person, or principal stockholder for services already rendered, assets previously transferred, or moneys loaned or advanced, or otherwise? Yes No

109. (b) If yes, provide detailed information about each transaction. Include the name of the person, the cost to the Company, the method used to determine the cost, and any profit to the person.

110. (a) Has the Company made loans to any Officer, Director, key person, or principal stockholder within the last two years? Yes No

110. (b) Does the Company plan to make loans to its Officers, Directors, key persons, or principal stockholders in the future? Yes No

If yes, describe any policies the Company has adopted to deal with the conflicts of interest in these transactions:

111. (a) Has the Company done business with any Officer, Director, key person, or principal stockholder within the last two years? Yes No

111. (b) Is the Company currently doing business with any Officer, Director, key person, or principal stockholder? Yes No

111. (c) Does the Company plan to do business with its Officers, Directors, key persons, or principal stockholders in the future? Yes No

If yes, describe any policies the Company has adopted to deal with the conflicts of interest in these transactions:

112. Explain any "yes" answers to Items 110(a), 111(a), or 111(b). State the principal terms of any significant loans, agreements, leases, financing, or other arrangements.

113. (a) Has any Officer, Director, key person, or principal stockholder guaranteed or co-signed the Company's bank debt or other obligations? Yes No

113. (b) If yes, explain the terms of each transaction and describe the Company's plans for repayment.

LITIGATION

114. Describe any recent or pending litigation or administrative action which has had or may have a material effect upon the Company's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

115. Describe any threatened litigation or administrative action that may have a material effect upon the Company's business, financial condition, or operations. State the names of the principal parties, and the nature and current status of the matters.

TAX ASPECTS

116. Describe any material tax consequences to investors in this offering.

OTHER MATERIAL FACTORS

117. Describe any other material factors, either adverse or favorable, that will or could affect the Company or its business or which are necessary to make any other information in this Disclosure Document not misleading or incomplete.

ADDITIONAL INFORMATION

118. (a) Describe the types of information that the Company will provide to security holders in the future.

118. (b) Describe the schedule for providing this information.

118. (c) Attach the Company's financial statements to the Disclosure Document.

SIGNATURES:

The Company's Chief Executive Officer, Chief Financial Officer, and its Directors must sign this Disclosure Document. When they sign this Disclosure Document, they represent that they have diligently attempted to confirm the accuracy and completeness of the information in the Document.

When the Chief Financial Officer signs this Disclosure Document, he or she represents that the financial statements in the Document have been prepared in accordance with generally accepted accounting principles which have been consistently applied, except where explained in the notes to the financial statements. He or she represents that the financial statements fairly state the Company's financial position and results of operations, or receipts and disbursements, as of the dates and periods indicated. He or she also represents that year-end figures include all adjustments necessary for a fair presentation under the circumstances.

Chief Executive Officer:

Directors:

Title: _____

Chief Financial Officer:

Title: _____

LIST OF EXHIBITS

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NASAA Statement on Public Offerings

Written Statement of the North American Securities Administrators Association House Small Business Committee, Government Programs and Oversight Subcommittee

October 14, 1999

The North American Securities Administrators' Association ("NASAA")* welcomes the opportunity to provide input as the Government Programs and Oversight Subcommittee of the House Small Business Committee holds a hearing on "going public" issues.

The states have long been leaders in developing and administering programs that facilitate small business capital formation. These efforts consist of specialized registration and exemption programs designed to help local entrepreneurs raise seed capital to expand their businesses through small stock offerings; review programs that create uniformity and decrease costs and effort; and outreach efforts and technical assistance to help small businesses through the regulatory process.

Registration and Exemption Programs

SCOR. One of the biggest hurdles facing a small business that wants to sell its securities is the cost associated with preparing an offering. Legal fees alone for a typical small offering can amount to tens of thousands of dollars. The "Small Company Offering Registration" (SCOR) program addresses this problem through the use of a question-and-answer, fill-in-the-blank offering circular that is designed to lead an issuer through the process of creating an offering circular or prospectus that adequately discloses the features and risks of the offering. In addition to the form itself, the states have created an Issuers Manual that explains each question on the SCOR form in detail, points out common pitfalls, and provides sample responses to certain questions. NASAA recently approved changes to the SCOR form and accompanying manual to make it more user-friendly for both issuers and investors.

Once the SCOR form is completed, it must be reviewed and approved by state securities regulators. If it is a multi-state offering, one state regulator may take the lead in working with the issuer, consolidating comments by other state regulators. This process is described in our discussion of Regional Review, below. The approved SCOR form is used as the offering circular for the offering and the offering can be made "publicly," meaning that the offering can be advertised in the newspaper, on radio, through mass mailings, or any other public means.

SCOR was first adopted more than a decade ago and is currently used in approximately 47 states. More than 1,100 companies across the country have used the SCOR program to sell shares to the public. These companies range from microbreweries to small banks and technology startups.

Offerings using the SCOR form are made in reliance upon one of three exemptions from federal securities registration: the intrastate offering exemption (SEC Rule 147), Rule 504, or Regulation A, where the SCOR form is called "Model A". SCOR offerings are typically small. Federal Rule 504 is limited to offerings of \$500,000 or less, while Regulation A is capped at \$5,000,000. These offerings are generally too small to result in a listing on NASDAQ or any of the national or major regional stock exchanges.

Model Accredited Investor Exemption. In April 1997, state and provincial regulators approved the Model

Accredited Investor Exemption (MAIE), which provides an exemption from state securities registration requirements to small businesses offering securities to accredited investors. The MAIE is based on the premise that accredited investors, defined by the SEC as wealthy individuals or institutional investors, are capable of undertaking their own due diligence and gauging the risk factors before making any investments. At the federal level, MAIE works with the SEC Regulation D, Rule 504, to provide an exemption for offerings up to \$1 million. The SEC has the authority to adopt a rule that would allow offerings up to \$5,000,000. It has previously used this authority to adopt Rule 1001, which provides a \$5,000,000 exemption for offerings made pursuant to California Rule 25102(n).

Thirty-three states plus Puerto Rico and the District of Columbia have adopted a form of this exemption and seven more states have bills pending in their legislatures. Use of the model accredited investor exemption has resulted in greater use of the Small Business Administration's Angel Capital Electronic Network ("ACE-Net"), which provides Internet access to "angel" or accredited investors looking to invest between \$250,000 to \$5 million of seed and startup capital in small businesses.

Review Programs

Coordinated Equity Review ("CER") is available to issuers seeking to sell equity securities. It provides a uniform state registration procedure designed to coordinate the blue-sky registration process in all of the states in which the issuer seeks to sell. In addition to creating uniformity in the review, the program is designed to expedite the registration process, saving the issuer time and money. Of the 42 state securities agencies that register these types of offerings, 38 are currently participating. CER is designed to target stock offerings on the NASDAQ Small Cap, over-the-counter, and other small exchanges. The size of these offerings typically ranges from \$5 million to \$20 million dollars.

Pennsylvania is the coordinating state for CER. Instead of a company having to deal with each state individually, the program calls for Pennsylvania to designate two reviewing states – a lead disclosure state and a lead merit state. These two states canvass all other states and formulate one set of regulatory comments for the company. Comments are based on a uniform set of standards that the CER states have agreed upon. Once all regulatory comments are satisfied, the lead states notify all other states in which the company has filed to sell its securities that the offering is ready for registration. This process effectively shifts the compliance burden of collecting and synthesizing regulatory comments from the company to the states, saving small business much time and effort.

Thirty-two companies whose offerings ranged from \$2.8 million to \$36.9 million have taken advantage of CER since it began in June 1997. The issuers have praised the program as greatly streamlining the blue-sky registration process. Said one participant:

"I recently participated in the CER program with a form SB-2 and was satisfied far beyond my expectations. We cleared approximately 37 states in three weeks even though the offering presented many of the common merit issues, which normally would have been significant obstacles to registration in many states. I would not hesitate to do it again and would never revert to doing an offering the 'old fashioned' way."

Regional Review. Regional Review is a coordinated effort for small regional public offerings of securities that are exempt from SEC registration under Rule 504 or Regulation A. Similar to CER, Regional Review provides a uniform state registration procedure designed to coordinate the blue-sky registration process in all states in the region in which the issuer seeks to sell. In addition to creating uniformity in the review, the program is

designed to expedite the registration process, saving the issuer time and money.

As in CER, a single state is responsible for coordinating the review of all other members and communicating with the issuer to resolve outstanding comments. Once the lead state clears the application, all participating states agree to clear it as well. There are currently four participating regions – the Western, Midwestern, Northeast and Mid-Atlantic regions encompassing 33 states.

Outreach Efforts and Technical Assistance

State securities regulators reach out to small business issuers in many ways. Most states have web sites that offer access to forms, regulations, frequently asked questions and other useful information. In addition, states provide local companies and entrepreneurs with a great deal of "hands on" assistance in completing registrations or obtaining exemptions for securities offerings. With the closure of several SEC Regional and District offices, states are now often the only local regulatory agency available to assume this role. We meet regularly with local companies that wish to sell securities to explain procedures and assist in compliance with state and federal laws.

States have long realized the important role they play in small business capital formation. With the enactment of NSMIA, states were able to better concentrate their corporate finance resources on small, local offerings. State regulators are small business experts and many states have programs devoted to reaching out to and assisting the small business issuer.

Conclusion

NASAA continues to pursue initiatives that move toward the goals of assisting small businesses through the capital raising process and enhancing regulatory coordination. We commend the Subcommittee for holding this hearing and look forward to working with you on "going public" issues as well as others impacting the small business community. For more information, contact Deborah Fischione, NASAA's Director of Policy and Office Management at 202-737-0900.

October 14, 1999