

FORM D

Notice of Sale of Securities
Pursuant to Regulation D,
Section 4(6), and/or Uniform
Limited Offering Exemption

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: September 30, 2008

Estimated average burden
hours per response: 0.4

You must follow the accompanying instructions in submitting this notice.

ATTENTION: Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1. Issuer's Identity (to add additional entries, please use Attachment A)

CIK (Filer ID Number)

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization

- Yet to Be Formed
 Within Last Five Years (Specify Year)
 Over Five Years Ago

Previous Name(s) None

Entity Type

- Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other

2. Principal Place of Business and Contact Information (to add additional entries, please use Attachment B)

Name of Issuer

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

Phone No. of Issuer

3. Related Persons (to add additional entries, please use Attachment C)

Last Name

First Name

Middle Name

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

Relationship

- Executive Officer Director Promoter

Clarification of Response (if Necessary)

4. Industry Group (select one)

- | | | |
|---|---|---|
| <ul style="list-style-type: none"> <input type="radio"/> Agriculture Banking & Financial Services <ul style="list-style-type: none"> <input type="radio"/> Commercial Banking <input type="radio"/> Insurance <input type="radio"/> Investing <input type="radio"/> Investment Banking <input type="radio"/> Pooled Investment Fund <i>Is the Issuer registered as an investment company under the Investment Company Act of 1940?</i> <ul style="list-style-type: none"> <input type="radio"/> Yes <input type="radio"/> No If this is a Pooled Investment Fund, select one Investment Fund Type from the list below <ul style="list-style-type: none"> <input type="radio"/> Hedge Fund <input type="radio"/> Private Equity Fund <input type="radio"/> Venture Capital Fund <input type="radio"/> Other Investment Fund <input type="radio"/> Other Banking & Financial Services | <ul style="list-style-type: none"> <input type="radio"/> Business Services Energy <ul style="list-style-type: none"> <input type="radio"/> Coal Mining <input type="radio"/> Electric Utilities <input type="radio"/> Energy Conservation <input type="radio"/> Environmental Services <input type="radio"/> Oil & Gas <input type="radio"/> Other Energy Health Care <ul style="list-style-type: none"> <input type="radio"/> Biotechnology <input type="radio"/> Health Insurance <input type="radio"/> Hospitals and Physicians <input type="radio"/> Pharmaceuticals <input type="radio"/> Other Health Care <input type="radio"/> Manufacturing | <ul style="list-style-type: none"> Real Estate <ul style="list-style-type: none"> <input type="radio"/> Commercial <input type="radio"/> Construction <input type="radio"/> REITS & Finance <input type="radio"/> Residential <input type="radio"/> Other Real Estate <input type="radio"/> Retailing <input type="radio"/> Restaurants Technology <ul style="list-style-type: none"> <input type="radio"/> Computers <input type="radio"/> Telecommunications <input type="radio"/> Other Technology Travel <ul style="list-style-type: none"> <input type="radio"/> Airlines & Airports <input type="radio"/> Lodging & Conventions <input type="radio"/> Tourism & Travel Services <input type="radio"/> Other Travel <input type="radio"/> Other |
|---|---|---|

5. Issuer Size (select one, as applicable)

Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | | | | | | | | | | | | | | | |
|--|--|--|--|--|---|--|---|--|---|--|---|--|---|--|--|
| <ul style="list-style-type: none"> <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) <input type="checkbox"/> Rule 504 (b)(1)(i) <input type="checkbox"/> Rule 504 (b)(1)(ii) <input type="checkbox"/> Rule 504 (b)(1)(iii) <input type="checkbox"/> Rule 505 <input type="checkbox"/> Rule 506 <input type="checkbox"/> Securities Act Section 4(6) | <ul style="list-style-type: none"> <input type="checkbox"/> Investment Company Act Section 3(c) <table border="0" style="margin-left: 20px;"> <tr> <td><input type="checkbox"/> Section 3(c)(1)</td> <td><input type="checkbox"/> Section 3(c)(9)</td> </tr> <tr> <td><input type="checkbox"/> Section 3(c)(2)</td> <td><input type="checkbox"/> Section 3(c)(10)</td> </tr> <tr> <td><input type="checkbox"/> Section 3(c)(3)</td> <td><input type="checkbox"/> Section 3(c)(11)</td> </tr> <tr> <td><input type="checkbox"/> Section 3(c)(4)</td> <td><input type="checkbox"/> Section 3(c)(12)</td> </tr> <tr> <td><input type="checkbox"/> Section 3(c)(5)</td> <td><input type="checkbox"/> Section 3(c)(13)</td> </tr> <tr> <td><input type="checkbox"/> Section 3(c)(6)</td> <td><input type="checkbox"/> Section 3(c)(14)</td> </tr> <tr> <td><input type="checkbox"/> Section 3(c)(7)</td> <td></td> </tr> </table> | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) | <input type="checkbox"/> Section 3(c)(7) | |
| <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(7) | | | | | | | | | | | | | | | |

7. Type of Filing

- New Notice Date of First Sale First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation (to add additional entries, please use Attachment D)

Recipient

(Associated) Broker or Dealer None

Street Address 1

City

Recipient CRD Number None

(Associated) Broker or Dealer CRD Number None

Street Address 2

State/Province/Country ZIP/Postal Code

State(s) of Solicitation All States

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> Alabama | <input type="checkbox"/> Mississippi | <input type="checkbox"/> Washington | <input type="checkbox"/> Antarctica |
| <input type="checkbox"/> Alaska | <input type="checkbox"/> Missouri | <input type="checkbox"/> West Virginia | <input type="checkbox"/> Antigua and Barbuda |
| <input type="checkbox"/> Arizona | <input type="checkbox"/> Montana | <input type="checkbox"/> Wisconsin | <input type="checkbox"/> Argentina |
| <input type="checkbox"/> Arkansas | <input type="checkbox"/> Nebraska | <input type="checkbox"/> Wyoming | <input type="checkbox"/> Armenia |
| <input type="checkbox"/> California | <input type="checkbox"/> Nevada | <input type="checkbox"/> Alberta, Canada | <input type="checkbox"/> Aruba |
| <input type="checkbox"/> Colorado | <input type="checkbox"/> New Hampshire | <input type="checkbox"/> British Columbia, Canada | <input type="checkbox"/> Australia |
| <input type="checkbox"/> Connecticut | <input type="checkbox"/> New Jersey | <input type="checkbox"/> Manitoba, Canada | <input type="checkbox"/> Austria |
| <input type="checkbox"/> Delaware | <input type="checkbox"/> New Mexico | <input type="checkbox"/> New Brunswick, Canada | <input type="checkbox"/> Azerbaijan |
| <input type="checkbox"/> District of Columbia | <input type="checkbox"/> New York | <input type="checkbox"/> Newfoundland, Canada | <input type="checkbox"/> Bahamas |
| <input type="checkbox"/> Florida | <input type="checkbox"/> North Carolina | <input type="checkbox"/> Nova Scotia, Canada | <input type="checkbox"/> Bahrain |
| <input type="checkbox"/> Georgia | <input type="checkbox"/> North Dakota | <input type="checkbox"/> Ontario, Canada | <input type="checkbox"/> Bangladesh |
| <input type="checkbox"/> Hawaii | <input type="checkbox"/> Ohio | <input type="checkbox"/> Prince Edward Island, Canada | <input type="checkbox"/> Barbados |
| <input type="checkbox"/> Idaho | <input type="checkbox"/> Oklahoma | <input type="checkbox"/> Quebec, Canada | <input type="checkbox"/> Belarus |
| <input type="checkbox"/> Illinois | <input type="checkbox"/> Oregon | <input type="checkbox"/> Saskatchewan, Canada | <input type="checkbox"/> Belgium |
| <input type="checkbox"/> Indiana | <input type="checkbox"/> Pennsylvania | <input type="checkbox"/> Yukon, Canada | <input type="checkbox"/> Belize |
| <input type="checkbox"/> Iowa | <input type="checkbox"/> Rhode Island | <input type="checkbox"/> Afghanistan | <input type="checkbox"/> Benin |
| <input type="checkbox"/> Kansas | <input type="checkbox"/> South Carolina | <input type="checkbox"/> Albania | <input type="checkbox"/> Bermuda |
| <input type="checkbox"/> Kentucky | <input type="checkbox"/> South Dakota | <input type="checkbox"/> Algeria | <input type="checkbox"/> Bhutan |
| <input type="checkbox"/> Louisiana | <input type="checkbox"/> Tennessee | <input type="checkbox"/> American Samoa | <input type="checkbox"/> Bolivia |
| <input type="checkbox"/> Maine | <input type="checkbox"/> Texas | <input type="checkbox"/> Andorra | <input type="checkbox"/> Bosnia and Herzegovina |
| <input type="checkbox"/> Maryland | <input type="checkbox"/> United States | <input type="checkbox"/> Angola | <input type="checkbox"/> Botswana |
| <input type="checkbox"/> Massachusetts | <input type="checkbox"/> Utah | <input type="checkbox"/> Anguilla | <input type="checkbox"/> Bouvet Island |
| <input type="checkbox"/> Michigan | <input type="checkbox"/> Vermont | | <input type="checkbox"/> Brazil |
| <input type="checkbox"/> Minnesota | <input type="checkbox"/> Virginia | | |

12. Sales Compensation (continued)

State(s) of Solicitation (continued)

- | | | | |
|--|---|---|---|
| <input type="checkbox"/> British Indian Ocean Territory | <input type="checkbox"/> Grenada | <input type="checkbox"/> Mayotte | <input type="checkbox"/> Seychelles |
| <input type="checkbox"/> Brunei Darussalam | <input type="checkbox"/> Guadeloupe | <input type="checkbox"/> Mexico | <input type="checkbox"/> Sierra Leone |
| <input type="checkbox"/> Bulgaria | <input type="checkbox"/> Guam | <input type="checkbox"/> Micronesia, Federated States of | <input type="checkbox"/> Singapore |
| <input type="checkbox"/> Burkina Faso | <input type="checkbox"/> Guatemala | <input type="checkbox"/> Moldova, Republic of | <input type="checkbox"/> Slovakia |
| <input type="checkbox"/> Burundi | <input type="checkbox"/> Guinea | <input type="checkbox"/> Monaco | <input type="checkbox"/> Slovenia |
| <input type="checkbox"/> Cambodia | <input type="checkbox"/> Guinea-Bissau | <input type="checkbox"/> Mongolia | <input type="checkbox"/> Solomon Islands |
| <input type="checkbox"/> Cameroon | <input type="checkbox"/> Guyana | <input type="checkbox"/> Montserrat | <input type="checkbox"/> Somalia |
| <input type="checkbox"/> Cape Verde | <input type="checkbox"/> Haiti | <input type="checkbox"/> Morocco | <input type="checkbox"/> South Africa |
| <input type="checkbox"/> Cayman Islands | <input type="checkbox"/> Heard Island and McDonald Islands | <input type="checkbox"/> Mozambique | <input type="checkbox"/> South Georgia and the South Sandwich Islands |
| <input type="checkbox"/> Central African Republic | <input type="checkbox"/> Holy See (Vatican City State) | <input type="checkbox"/> Myanmar | <input type="checkbox"/> Spain |
| <input type="checkbox"/> Chad | <input type="checkbox"/> Honduras | <input type="checkbox"/> Namibia | <input type="checkbox"/> Sri Lanka |
| <input type="checkbox"/> Chile | <input type="checkbox"/> Hong Kong | <input type="checkbox"/> Nauru | <input type="checkbox"/> Sudan |
| <input type="checkbox"/> China | <input type="checkbox"/> Hungary | <input type="checkbox"/> Nepal | <input type="checkbox"/> Suriname |
| <input type="checkbox"/> Christmas Island | <input type="checkbox"/> Iceland | <input type="checkbox"/> Netherlands | <input type="checkbox"/> Svalbard and Jan Mayen |
| <input type="checkbox"/> Cocos (Keeling) Islands | <input type="checkbox"/> India | <input type="checkbox"/> Netherlands Antilles | <input type="checkbox"/> Swaziland |
| <input type="checkbox"/> Colombia | <input type="checkbox"/> Indonesia | <input type="checkbox"/> New Caledonia | <input type="checkbox"/> Sweden |
| <input type="checkbox"/> Comoros | <input type="checkbox"/> Iran, Islamic Republic of | <input type="checkbox"/> New Zealand | <input type="checkbox"/> Switzerland |
| <input type="checkbox"/> Congo | <input type="checkbox"/> Iraq | <input type="checkbox"/> Nicaragua | <input type="checkbox"/> Syrian Arab Republic |
| <input type="checkbox"/> Congo, The Democratic Republic of the | <input type="checkbox"/> Ireland | <input type="checkbox"/> Niger | <input type="checkbox"/> Taiwan, Province of China |
| <input type="checkbox"/> Cook Islands | <input type="checkbox"/> Israel | <input type="checkbox"/> Nigeria | <input type="checkbox"/> Tajikistan |
| <input type="checkbox"/> Costa Rica | <input type="checkbox"/> Italy | <input type="checkbox"/> Niue | <input type="checkbox"/> Tanzania, United Republic of |
| <input type="checkbox"/> Cote D'Ivoire | <input type="checkbox"/> Jamaica | <input type="checkbox"/> Norfolk Island | <input type="checkbox"/> Thailand |
| <input type="checkbox"/> Croatia | <input type="checkbox"/> Japan | <input type="checkbox"/> Northern Mariana Islands | <input type="checkbox"/> Togo |
| <input type="checkbox"/> Cuba | <input type="checkbox"/> Jordan | <input type="checkbox"/> Norway | <input type="checkbox"/> Tokelau |
| <input type="checkbox"/> Cyprus | <input type="checkbox"/> Kazakhstan | <input type="checkbox"/> Oman | <input type="checkbox"/> Tonga |
| <input type="checkbox"/> Czech Republic | <input type="checkbox"/> Kenya | <input type="checkbox"/> Pakistan | <input type="checkbox"/> Trinidad and Tobago |
| <input type="checkbox"/> Denmark | <input type="checkbox"/> Kiribati | <input type="checkbox"/> Palau | <input type="checkbox"/> Tunisia |
| <input type="checkbox"/> Djibouti | <input type="checkbox"/> Korea, Democratic People's Republic of | <input type="checkbox"/> Palestinian Territory, Occupied | <input type="checkbox"/> Turkey |
| <input type="checkbox"/> Dominica | <input type="checkbox"/> Korea, Republic of | <input type="checkbox"/> Panama | <input type="checkbox"/> Turkmenistan |
| <input type="checkbox"/> Dominican Republic | <input type="checkbox"/> Kuwait | <input type="checkbox"/> Papua New Guinea | <input type="checkbox"/> Turks and Caicos Islands |
| <input type="checkbox"/> East Timor | <input type="checkbox"/> Kyrgyzstan | <input type="checkbox"/> Paraguay | <input type="checkbox"/> Tuvalu |
| <input type="checkbox"/> Ecuador | <input type="checkbox"/> Lao People's Democratic Republic | <input type="checkbox"/> Peru | <input type="checkbox"/> Uganda |
| <input type="checkbox"/> Egypt | <input type="checkbox"/> Latvia | <input type="checkbox"/> Philippines | <input type="checkbox"/> Ukraine |
| <input type="checkbox"/> El Salvador | <input type="checkbox"/> Lebanon | <input type="checkbox"/> Pitcairn | <input type="checkbox"/> United Arab Emirates |
| <input type="checkbox"/> Equatorial Guinea | <input type="checkbox"/> Lesotho | <input type="checkbox"/> Poland | <input type="checkbox"/> United Kingdom |
| <input type="checkbox"/> Eritrea | <input type="checkbox"/> Liberia | <input type="checkbox"/> Portugal | <input type="checkbox"/> United States Minor Outlying Islands |
| <input type="checkbox"/> Estonia | <input type="checkbox"/> Libyan Arab Jamahiriya | <input type="checkbox"/> Puerto Rico | <input type="checkbox"/> Uruguay |
| <input type="checkbox"/> Ethiopia | <input type="checkbox"/> Liechtenstein | <input type="checkbox"/> Qatar | <input type="checkbox"/> Uzbekistan |
| <input type="checkbox"/> Falkland Islands (Malvinas) | <input type="checkbox"/> Lithuania | <input type="checkbox"/> Reunion | <input type="checkbox"/> Vanuatu |
| <input type="checkbox"/> Faroe Islands | <input type="checkbox"/> Luxembourg | <input type="checkbox"/> Romania | <input type="checkbox"/> Venezuela |
| <input type="checkbox"/> Fiji | <input type="checkbox"/> Macau | <input type="checkbox"/> Russian Federation | <input type="checkbox"/> Viet Nam |
| <input type="checkbox"/> Finland | <input type="checkbox"/> Macedonia, The Former Yugoslav Republic of | <input type="checkbox"/> Rwanda | <input type="checkbox"/> Virgin Islands, British |
| <input type="checkbox"/> France | <input type="checkbox"/> Madagascar | <input type="checkbox"/> Saint Helena | <input type="checkbox"/> Virgin Islands, U.S. |
| <input type="checkbox"/> French Guiana | <input type="checkbox"/> Malawi | <input type="checkbox"/> Saint Kitts and Nevis | <input type="checkbox"/> Wallis And Futuna |
| <input type="checkbox"/> French Polynesia | <input type="checkbox"/> Malaysia | <input type="checkbox"/> Saint Lucia | <input type="checkbox"/> Western Sahara |
| <input type="checkbox"/> French Southern Territories | <input type="checkbox"/> Maldives | <input type="checkbox"/> Saint Pierre and Miquelon | <input type="checkbox"/> Yemen |
| <input type="checkbox"/> Gabon | <input type="checkbox"/> Mali | <input type="checkbox"/> Saint Vincent and the Grenadines | <input type="checkbox"/> Yugoslavia |
| <input type="checkbox"/> Gambia | <input type="checkbox"/> Malta | <input type="checkbox"/> Samoa | <input type="checkbox"/> Zambia |
| <input type="checkbox"/> Georgia | <input type="checkbox"/> Marshall Islands | <input type="checkbox"/> San Marino | <input type="checkbox"/> Zimbabwe |
| <input type="checkbox"/> Germany | <input type="checkbox"/> Martinique | <input type="checkbox"/> Sao Tome and Principe | <input type="checkbox"/> Unknown |
| <input type="checkbox"/> Ghana | <input type="checkbox"/> Mauritania | <input type="checkbox"/> Saudi Arabia | |
| <input type="checkbox"/> Gibraltar | <input type="checkbox"/> Mauritius | <input type="checkbox"/> Senegal | |
| <input type="checkbox"/> Greece | | | |
| <input type="checkbox"/> Greenland | | | |

13. Offering and Sales AmountsTotal Offering Amount \$ USDTotal Amount Sold \$ USDTotal Remaining to be Sold \$ USD

Clarification of Response (if Necessary)

14. Investors

- Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering

15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ USD EstimateFinders' Fees \$ USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount

\$ USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii)."

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

I also am a duly authorized representative of the other Issuer(s) in Item 1 above and authorized to sign on their behalf

Issuer	Signature	Name of Signer	Title	Date

ATTACHMENT A

1. Issuer's Identity (you may optionally provide the following information for each additional issuer)

CIK (Filer ID Number)

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization

- Yet to Be Formed
- Within Last Five Years (Specify Year)
- Over Five Years Ago

Previous Name(s) None

Entity Type

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other

CIK (Filer ID Number)

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization

- Yet to Be Formed
- Within Last Five Years (Specify Year)
- Over Five Years Ago

Previous Name(s) None

Entity Type

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other

CIK (Filer ID Number)

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization

- Yet to Be Formed
- Within Last Five Years (Specify Year)
- Over Five Years Ago

Previous Name(s) None

Entity Type

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other

CIK (Filer ID Number)

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization

- Yet to Be Formed
- Within Last Five Years (Specify Year)
- Over Five Years Ago

Previous Name(s) None

Entity Type

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other

Over 100 Issuers

(copy and use additional copies of this sheet as necessary)

ATTACHMENT B

2. Principal Place of Business and Contact Information

Name of Issuer

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code Phone No. of Issuer

Name of Issuer

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code Phone No. of Issuer

Name of Issuer

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code Phone No. of Issuer

Name of Issuer

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code Phone No. of Issuer

Name of Issuer

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code Phone No. of Issuer

Name of Issuer

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code Phone No. of Issuer

ATTACHMENT C**3. Related Persons**

Last Name First Name Middle Name

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

Relationship

Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

Relationship

Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

Relationship

Executive Officer Director Promoter

Clarification of Response (if Necessary)

Over 100 Related Persons

(copy and use additional copies of this sheet as necessary)

ATTACHMENT D**12. Sales Compensation**

Recipient

(Associated) Broker or Dealer None

Street Address 1

City

Recipient CRD Number None(Associated) Broker or Dealer CRD Number None

Street Address 2

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation All States

- | | | | |
|---|---|--|--|
| <input type="checkbox"/> Alabama | <input type="checkbox"/> Texas | <input type="checkbox"/> Belgium | <input type="checkbox"/> Ecuador |
| <input type="checkbox"/> Alaska | <input type="checkbox"/> United States | <input type="checkbox"/> Belize | <input type="checkbox"/> Egypt |
| <input type="checkbox"/> Arizona | <input type="checkbox"/> Utah | <input type="checkbox"/> Benin | <input type="checkbox"/> El Salvador |
| <input type="checkbox"/> Arkansas | <input type="checkbox"/> Vermont | <input type="checkbox"/> Bermuda | <input type="checkbox"/> Equatorial Guinea |
| <input type="checkbox"/> California | <input type="checkbox"/> Virginia | <input type="checkbox"/> Bhutan | <input type="checkbox"/> Eritrea |
| <input type="checkbox"/> Colorado | <input type="checkbox"/> Washington | <input type="checkbox"/> Bolivia | <input type="checkbox"/> Estonia |
| <input type="checkbox"/> Connecticut | <input type="checkbox"/> West Virginia | <input type="checkbox"/> Bosnia and Herzegovina | <input type="checkbox"/> Ethiopia |
| <input type="checkbox"/> Delaware | <input type="checkbox"/> Wisconsin | <input type="checkbox"/> Botswana | <input type="checkbox"/> Falkland Islands (Malvinas) |
| <input type="checkbox"/> District of Columbia | <input type="checkbox"/> Wyoming | <input type="checkbox"/> Bouvet Island | <input type="checkbox"/> Faroe Islands |
| <input type="checkbox"/> Florida | <input type="checkbox"/> Alberta, Canada | <input type="checkbox"/> Brazil | <input type="checkbox"/> Fiji |
| <input type="checkbox"/> Georgia | <input type="checkbox"/> British Columbia, Canada | <input type="checkbox"/> British Indian Ocean Territory | <input type="checkbox"/> Finland |
| <input type="checkbox"/> Hawaii | <input type="checkbox"/> Manitoba, Canada | <input type="checkbox"/> Brunei Darussalam | <input type="checkbox"/> France |
| <input type="checkbox"/> Idaho | <input type="checkbox"/> New Brunswick, Canada | <input type="checkbox"/> Bulgaria | <input type="checkbox"/> French Guiana |
| <input type="checkbox"/> Illinois | <input type="checkbox"/> Newfoundland, Canada | <input type="checkbox"/> Burkina Faso | <input type="checkbox"/> French Polynesia |
| <input type="checkbox"/> Indiana | <input type="checkbox"/> Nova Scotia, Canada | <input type="checkbox"/> Burundi | <input type="checkbox"/> French Southern Territories |
| <input type="checkbox"/> Iowa | <input type="checkbox"/> Ontario, Canada | <input type="checkbox"/> Cambodia | <input type="checkbox"/> Gabon |
| <input type="checkbox"/> Kansas | <input type="checkbox"/> Prince Edward Island, Canada | <input type="checkbox"/> Cameroon | <input type="checkbox"/> Gambia |
| <input type="checkbox"/> Kentucky | <input type="checkbox"/> Quebec, Canada | <input type="checkbox"/> Cape Verde | <input type="checkbox"/> Georgia |
| <input type="checkbox"/> Louisiana | <input type="checkbox"/> Saskatchewan, Canada | <input type="checkbox"/> Cayman Islands | <input type="checkbox"/> Germany |
| <input type="checkbox"/> Maine | <input type="checkbox"/> Yukon, Canada | <input type="checkbox"/> Central African Republic | <input type="checkbox"/> Ghana |
| <input type="checkbox"/> Maryland | <input type="checkbox"/> Afghanistan | <input type="checkbox"/> Chad | <input type="checkbox"/> Gibraltar |
| <input type="checkbox"/> Massachusetts | <input type="checkbox"/> Albania | <input type="checkbox"/> Chile | <input type="checkbox"/> Greece |
| <input type="checkbox"/> Michigan | <input type="checkbox"/> Algeria | <input type="checkbox"/> China | <input type="checkbox"/> Greenland |
| <input type="checkbox"/> Minnesota | <input type="checkbox"/> American Samoa | <input type="checkbox"/> Christmas Island | <input type="checkbox"/> Grenada |
| <input type="checkbox"/> Mississippi | <input type="checkbox"/> Andorra | <input type="checkbox"/> Cocos (Keeling) Islands | <input type="checkbox"/> Guadeloupe |
| <input type="checkbox"/> Missouri | <input type="checkbox"/> Angola | <input type="checkbox"/> Colombia | <input type="checkbox"/> Guam |
| <input type="checkbox"/> Montana | <input type="checkbox"/> Anguilla | <input type="checkbox"/> Comoros | <input type="checkbox"/> Guatemala |
| <input type="checkbox"/> Nebraska | <input type="checkbox"/> Antarctica | <input type="checkbox"/> Congo | <input type="checkbox"/> Guinea |
| <input type="checkbox"/> Nevada | <input type="checkbox"/> Antigua and Barbuda | <input type="checkbox"/> Congo, The Democratic Republic of the | <input type="checkbox"/> Guinea-Bissau |
| <input type="checkbox"/> New Hampshire | <input type="checkbox"/> Argentina | <input type="checkbox"/> Cook Islands | <input type="checkbox"/> Guyana |
| <input type="checkbox"/> New Jersey | <input type="checkbox"/> Armenia | <input type="checkbox"/> Costa Rica | <input type="checkbox"/> Haiti |
| <input type="checkbox"/> New Mexico | <input type="checkbox"/> Aruba | <input type="checkbox"/> Cote D'Ivoire | <input type="checkbox"/> Heard Island and McDonald Islands |
| <input type="checkbox"/> New York | <input type="checkbox"/> Australia | <input type="checkbox"/> Croatia | <input type="checkbox"/> Holy See (Vatican City State) |
| <input type="checkbox"/> North Carolina | <input type="checkbox"/> Austria | <input type="checkbox"/> Cuba | <input type="checkbox"/> Honduras |
| <input type="checkbox"/> North Dakota | <input type="checkbox"/> Azerbaijan | <input type="checkbox"/> Cyprus | <input type="checkbox"/> Hong Kong |
| <input type="checkbox"/> Ohio | <input type="checkbox"/> Bahamas | <input type="checkbox"/> Czech Republic | <input type="checkbox"/> Hungary |
| <input type="checkbox"/> Oklahoma | <input type="checkbox"/> Bahrain | <input type="checkbox"/> Denmark | <input type="checkbox"/> Iceland |
| <input type="checkbox"/> Oregon | <input type="checkbox"/> Bangladesh | <input type="checkbox"/> Djibouti | <input type="checkbox"/> India |
| <input type="checkbox"/> Pennsylvania | <input type="checkbox"/> Barbados | <input type="checkbox"/> Dominican Republic | <input type="checkbox"/> Indonesia |
| <input type="checkbox"/> Rhode Island | <input type="checkbox"/> Belarus | <input type="checkbox"/> East Timor | <input type="checkbox"/> Iran, Islamic Republic of |
| <input type="checkbox"/> South Carolina | | | <input type="checkbox"/> Iraq |
| <input type="checkbox"/> South Dakota | | | |
| <input type="checkbox"/> Tennessee | | | |

(copy and use additional copies of this sheet as necessary)

ATTACHMENT D (page 2)

12. Sales Compensation (continued)

State(s) of Solicitation (continued)

- | | | |
|---|---|---|
| <input type="checkbox"/> Ireland | <input type="checkbox"/> Nauru | <input type="checkbox"/> Solomon Islands |
| <input type="checkbox"/> Israel | <input type="checkbox"/> Nepal | <input type="checkbox"/> Somalia |
| <input type="checkbox"/> Italy | <input type="checkbox"/> Netherlands | <input type="checkbox"/> South Africa |
| <input type="checkbox"/> Jamaica | <input type="checkbox"/> Netherlands Antilles | <input type="checkbox"/> South Georgia and the South Sandwich Islands |
| <input type="checkbox"/> Japan | <input type="checkbox"/> New Caledonia | <input type="checkbox"/> Spain |
| <input type="checkbox"/> Jordan | <input type="checkbox"/> New Zealand | <input type="checkbox"/> Sri Lanka |
| <input type="checkbox"/> Kazakstan | <input type="checkbox"/> Nicaragua | <input type="checkbox"/> Sudan |
| <input type="checkbox"/> Kenya | <input type="checkbox"/> Niger | <input type="checkbox"/> Suriname |
| <input type="checkbox"/> Kiribati | <input type="checkbox"/> Nigeria | <input type="checkbox"/> Svalbard and Jan Mayen |
| <input type="checkbox"/> Korea, Democratic People's Republic of | <input type="checkbox"/> Niue | <input type="checkbox"/> Swaziland |
| <input type="checkbox"/> Korea, Republic of | <input type="checkbox"/> Norfolk Island | <input type="checkbox"/> Sweden |
| <input type="checkbox"/> Kuwait | <input type="checkbox"/> Northern Mariana Islands | <input type="checkbox"/> Switzerland |
| <input type="checkbox"/> Kyrgyzstan | <input type="checkbox"/> Norway | <input type="checkbox"/> Syrian Arab Republic |
| <input type="checkbox"/> Lao People's Democratic Republic | <input type="checkbox"/> Oman | <input type="checkbox"/> Taiwan, Province of China |
| <input type="checkbox"/> Latvia | <input type="checkbox"/> Pakistan | <input type="checkbox"/> Tajikistan |
| <input type="checkbox"/> Lebanon | <input type="checkbox"/> Palau | <input type="checkbox"/> Tanzania, United Republic of |
| <input type="checkbox"/> Lesotho | <input type="checkbox"/> Palestinian Territory, Occupied | <input type="checkbox"/> Thailand |
| <input type="checkbox"/> Liberia | <input type="checkbox"/> Panama | <input type="checkbox"/> Togo |
| <input type="checkbox"/> Libyan Arab Jamahiriya | <input type="checkbox"/> Papua New Guinea | <input type="checkbox"/> Tokelau |
| <input type="checkbox"/> Liechtenstein | <input type="checkbox"/> Paraguay | <input type="checkbox"/> Tonga |
| <input type="checkbox"/> Lithuania | <input type="checkbox"/> Peru | <input type="checkbox"/> Trinidad and Tobago |
| <input type="checkbox"/> Luxembourg | <input type="checkbox"/> Philippines | <input type="checkbox"/> Tunisia |
| <input type="checkbox"/> Macau | <input type="checkbox"/> Pitcairn | <input type="checkbox"/> Turkey |
| <input type="checkbox"/> Macedonia, The Former Yugoslav Republic of | <input type="checkbox"/> Poland | <input type="checkbox"/> Turkmenistan |
| <input type="checkbox"/> Madagascar | <input type="checkbox"/> Portugal | <input type="checkbox"/> Turks and Caicos Islands |
| <input type="checkbox"/> Malawi | <input type="checkbox"/> Puerto Rico | <input type="checkbox"/> Tuvalu |
| <input type="checkbox"/> Malaysia | <input type="checkbox"/> Qatar | <input type="checkbox"/> Uganda |
| <input type="checkbox"/> Maldives | <input type="checkbox"/> Reunion | <input type="checkbox"/> Ukraine |
| <input type="checkbox"/> Mali | <input type="checkbox"/> Romania | <input type="checkbox"/> United Arab Emirates |
| <input type="checkbox"/> Malta | <input type="checkbox"/> Russian Federation | <input type="checkbox"/> United Kingdom |
| <input type="checkbox"/> Marshall Islands | <input type="checkbox"/> Rwanda | <input type="checkbox"/> United States Minor Outlying Islands |
| <input type="checkbox"/> Martinique | <input type="checkbox"/> Saint Helena | <input type="checkbox"/> Uruguay |
| <input type="checkbox"/> Mauritania | <input type="checkbox"/> Saint Kitts and Nevis | <input type="checkbox"/> Uzbekistan |
| <input type="checkbox"/> Mauritius | <input type="checkbox"/> Saint Lucia | <input type="checkbox"/> Vanuatu |
| <input type="checkbox"/> Mayotte | <input type="checkbox"/> Saint Pierre and Miquelon | <input type="checkbox"/> Venezuela |
| <input type="checkbox"/> Mexico | <input type="checkbox"/> Saint Vincent and the Grenadines | <input type="checkbox"/> Viet Nam |
| <input type="checkbox"/> Micronesia, Federated States of | <input type="checkbox"/> Samoa | <input type="checkbox"/> Virgin Islands, British |
| <input type="checkbox"/> Moldova, Republic of | <input type="checkbox"/> San Marino | <input type="checkbox"/> Virgin Islands, U.S. |
| <input type="checkbox"/> Monaco | <input type="checkbox"/> Sao Tome and Principe | <input type="checkbox"/> Wallis And Futuna |
| <input type="checkbox"/> Mongolia | <input type="checkbox"/> Saudi Arabia | <input type="checkbox"/> Western Sahara |
| <input type="checkbox"/> Montserrat | <input type="checkbox"/> Senegal | <input type="checkbox"/> Yemen |
| <input type="checkbox"/> Morocco | <input type="checkbox"/> Seychelles | <input type="checkbox"/> Yugoslavia |
| <input type="checkbox"/> Mozambique | <input type="checkbox"/> Sierra Leone | <input type="checkbox"/> Zambia |
| <input type="checkbox"/> Myanmar | <input type="checkbox"/> Singapore | <input type="checkbox"/> Zimbabwe |
| <input type="checkbox"/> Namibia | <input type="checkbox"/> Slovakia | <input type="checkbox"/> Unknown |
| | <input type="checkbox"/> Slovenia | |

Over 100 Recipients

(copy and use additional copies of this sheet as necessary)

Instructions for Submitting Notice

Who must file:

Each issuer of securities that sells its securities in reliance on an exemption provided in Regulation D or Section 4(6) of the Securities Act of 1933 must file this notice containing the information requested with the U.S. Securities and Exchange Commission (SEC) and with the state(s) requiring it. If more than one issuer has sold its securities in the same transaction, all issuers should be identified in one filing with the SEC, but some states may require a separate filing for each issuer or security sold.

When to file:

- An issuer must file a new notice with the SEC for each new offering of securities no later than 15 calendar days after the "date of first sale" of securities in the offering as explained in Instruction 7. For this purpose, the date of first sale is the date on which the first investor is irrevocably contractually committed to invest, which, depending on the terms and conditions of the contract, could be the date on which the issuer receives the investor's subscription agreement or check. An issuer may file the notice at any time before that if it has determined to make the offering. An issuer must file a new notice with each state that requires it at the time set by the state. For state filing information, go to www.NASAA.org. A mandatory capital commitment call does not constitute a new offering, but is made under the original offering, so no new Form D filing is required.
- An issuer may file an amendment to a previously filed notice at any time.
- An issuer must file an amendment to a previously filed notice for an offering:
 - to correct a material mistake of fact or error in the previously filed notice, as soon as practicable after discovery of the mistake or error;

- to reflect a change in the information provided in the previously filed notice, except as provided below, as soon as practicable after the change; and
- annually, on or before the first anniversary of the most recent previously filed notice, if the offering is continuing at that time.

When amendment is not required:

- An issuer is not required to file an amendment to a previously filed notice to reflect a change that occurs after the offering terminates or a change that occurs solely in the following information:
 - the address or relationship to the issuer of a related person identified in response to Item 3;
 - an issuer's revenues or aggregate net asset value;
 - the minimum investment amount, if the change is an increase, or if the change, together with all other changes in that amount since the previously filed notice, does not result in a decrease of more than 10%;
 - any address or state(s) of solicitation shown in response to Item 12;
 - the total offering amount, if the change is a decrease, or if the change, together with all other changes in that amount since the previously filed notice, does not result in an increase of more than 10%;
 - the amount of securities sold in the offering or the amount remaining to be sold;
 - the number of non-accredited investors who have invested in the offering, as long as the change does not increase the number to more than 35;

- the total number of investors who have invested in the offering;
- the amount of sales commissions, finders' fees or use of proceeds for payments to executive officers, directors or promoters, if the change is a decrease, or if the change, together with all other changes in that amount since the previously filed notice, does not result in an increase of more than 10%.

Saturdays, Sundays and Holidays:

If the date on which a notice or an amendment to a previously filed notice is required to be filed falls on a Saturday, Sunday or holiday, the due date is the first business day following.

Amendment content:

An issuer that files an amendment to a previously filed notice must provide current information in response to all items of this Form D, regardless of why the amendment is filed.

How to File:

Issuers must file this notice with the SEC in electronic format. For state filing information, go to www.NASAA.org.

Filing Fee:

There is no federal filing fee. For information on state filing fees, go to www.NASAA.org.

Definitions of Terms:

Terms used but not defined in this form that are defined in Rule 405 and Rule 501 under the Securities Act of 1933, 17 CFR 230.405 and 230.501, have the meanings given to them in those rules.

Item-by-Item Instructions

1. Issuer's Identity

Identify each legal entity issuing any securities being reported as being offered by entering its full name; any previous name used within the past five years; and its jurisdiction of incorporation or organization, type of legal entity, and year of incorporation or organization within the past five years or status as formed over five years ago or not yet formed. If more than one entity is issuing the securities, identify a primary Issuer in the first fields shown and identify additional Issuers in the fields that appear.

2. Principal Place of Business and Contact Information

Enter a full street address of the Issuer's principal place of business. Post office box numbers and "In care of" addresses are not acceptable. Enter a contact telephone number for the Issuer. If you identified more than one Issuer in response to Item 1, enter the requested information for the primary Issuer you identified in response to that item and, at your option, for any or all of the other Issuers you identified in the fields that appear.

3. Related Persons

Related Persons. Enter the full name and address of each person having the specified relationships with any Issuer and identify each relationship:

- Each executive officer and director of the Issuer and person performing similar functions (title alone is not determinative) for the Issuer, such as the general and managing partners of partnerships and managing members of limited liability companies; and
- Each person who has functioned directly or indirectly as a promoter of the Issuer within the past five years of the later of the first sale of securities or the date upon which the Form D filing was required to be made.

If necessary to prevent the information supplied from being misleading, also provide a clarification in the space provided.

4. Industry Group

Select the Issuer's industry group. If the Issuer or Issuers can be categorized in more than one industry group, select the industry group that most accurately reflects the use of the bulk of the proceeds of the offering. For purposes of this filing, use the ordinary dictionary and commonly understood meanings of the terms identifying the industry group.

5. Issuer Size

- Issuer Size (for Issuers that do not specify "Hedge Fund" or "Other Investment Fund" in response to Item 4):

Revenue Range Enter the revenue range of the Issuer or of all the Issuers together for the most recently completed fiscal year available, or, if not in existence for a fiscal year, revenue range to date. Domestic SEC reporting companies should state revenues in accordance with Regulation S-X under the Securities Exchange Act of 1934. Domestic non-reporting companies should state revenues in accordance with U.S. Generally Accepted Accounting Principles (GAAP). Foreign Issuers should calculate revenues in U.S. dollars and state them in accordance with

U.S. GAAP, home country GAAP or International Financial Reporting Standards. If the Issuer(s) declines to disclose its revenue range, enter "Decline to Disclose." If the Issuer's(s') business is intended to produce revenue but did not, enter "No Revenues." If the business is not intended to produce revenue (for example, the business seeks asset appreciation only), enter "Not Applicable."

- Issuer Size (for Issuers that specify "Hedge Fund" or "Other Investment Fund" in response to Item 4):

Enter the aggregate net asset value range of the Issuer or of all the Issuers together as of the most recent practicable date. If the Issuer(s) declines to disclose its aggregate net asset value range, enter "Decline to Disclose."

6. Federal Exemption(s) and Exclusion(s) Claimed

Select the provision(s) being claimed to exempt the offering and resulting sales from the federal registration requirements under the Securities Act of 1933 and, if applicable, to exclude the Issuer from the definition of "investment company" under the Investment Company Act of 1940. Select "Rule 504(b)(1) (not (i), (ii) or (iii))" only if the Issuer is relying on the exemption in the introductory sentence of Rule 504 for offers and sales that satisfy all the terms and conditions of Rules 501 and 502(a), (c) and (d).

7. Type of Filing

Enter the date of the first sale of securities in the offering or indicate that the first sale has "Yet to Occur." For this purpose, the date of first sale is the date on which the first investor is irrevocably contractually committed to invest, which, depending on the terms and conditions

of the contract could be the date on which the Issuer receives the investor's subscription agreement or check.

8. Duration of Offering

Indicate whether the Issuer intends the offering to last for more than one year.

9. Type(s) of Securities Offered

Select the appropriate type or types of securities offered as to which this notice is filed. If the securities are debt convertible into other securities, however, select "Debt" and any other appropriate types of securities except for "Equity." For purposes of this filing, use the ordinary dictionary and commonly understood meanings of these categories. For instance, equity securities would be securities that represent proportional ownership in an Issuer, such as ordinary common and preferred stock of corporations and partnership and limited liability company interests; debt securities would be securities representing money loaned to an Issuer that must be repaid to the investor at a later date; pooled investment fund interests would be securities that represent ownership interests in a pooled or collective investment vehicle; tenant-in-common securities would be securities that include an undivided fractional interest in real property other than a mineral property; and mineral property securities would be securities that include an undivided interest in an oil, gas or other mineral property.

10. Business Combination Transaction

Indicate whether or not the offering is being made in connection with a business combination, such as an exchange (tender) offer or a merger, acquisition, or other transaction of the type described in paragraph (a)(1), (2) or (3) of Rule 145 under the Securities Act of 1933. Do not include an exchange (tender) offer for a class of the Issuer's own securities. If necessary to prevent the information supplied from being misleading, also provide a clarification in the space provided.

11. Minimum Investment

Enter the minimum dollar amount of investment that will be accepted from any outside investor. If the offering provides a minimum investment amount for outside investors that can be waived, provide the lowest amount below which a waiver will not be granted. If there is no minimum investment amount, enter "0." Investors will be considered outside investors if they are not employees, officers, directors, general partners, trustees (where the Issuer is a business trust), consultants, advisors or vendors of the Issuer, its parents, its majority

owned subsidiaries, or majority owned subsidiaries of the Issuer's parent.

12. Sales Compensation

Enter the requested information for each person that has been or will be paid directly or indirectly any commission or other similar compensation in cash or other consideration in connection with sales of securities in the offering, including finders. Enter the CRD number for every person identified and any broker and dealer listed that has a CRD number. CRD numbers can be found at <http://brokercheck.finra.org>. A person that does not have a CRD number need not obtain one in order to be listed, and must be listed when required regardless of whether the person has a CRD number. In addition, enter the State(s) in which the named person has solicited or intends to solicit investors.

13. Offering and Sales Amounts

Enter the dollar amount of securities being offered under a claim of federal exemption identified in Item 6 above. Also enter the dollar amount of securities sold in the offering as of the filing date. Select the "Indefinite" box if the amount being offered is undetermined or cannot be calculated at the present time, such as if the offering includes securities to

be acquired upon the exercise or exchange of other securities or property and the exercise price or exchange value is not currently known or knowable. If an amount is definite but difficult to calculate without unreasonable effort or expense, provide a good faith estimate. The total offering and sold amounts should include all cash and other consideration to be received for the securities, including cash to be paid in the future under mandatory capital commitments. In offerings for consideration other than cash, the amounts entered should be based on the Issuer's good faith valuation of the consideration. If necessary to prevent the information supplied from being misleading, also provide a clarification in the space provided.

14. Investors

Indicate whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors as defined in Rule 501(a) and provide the number of such investors who already have already invested in the offering. In addition, regardless whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, specify the total number of investors who already have invested.

15. Sales Commission and Finders' Fees Expenses

The information on sales commissions and finders' fees expenses may be given as subject to future contingencies.

16. Use of Proceeds

No additional instructions.

Signature and Submission

An individual who is a duly authorized representative of each issuer identified must sign, date and submit this notice for the issuer. The capacity in which the individual signed should be set forth in the "Title" space. Each individual must:

- sign with a typed signature; and
- manually sign a signature page or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form in the Form D filing on or before the time of filing the Form D.

Each issuer must: :

- retain the manually signed document signed on its behalf for five years; and
- provide a copy of the manually signed document to the SEC or its staff upon request.