

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

FORM 1-K

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

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

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

Jurisdiction of incorporation/organization: _____

I.R.S. Employer Identification Number: _____

Address of Principal Executive Offices: _____

Phone: _____

Title of each class of securities issued pursuant to Regulation A: _____

Summary Information Regarding Prior Offerings and Proceeds

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

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

Commission File Number of the offering statement: _____

Date of qualification of the offering statement: _____

Date of commencement of the offering: _____

Amount of securities qualified to be sold in the offering: _____

Amount of securities sold in the offering: _____

Price per security: \$ _____

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

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

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

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

CRD Number of any broker or dealer listed: _____

Net proceeds to the issuer: \$ _____

Clarification of responses (if necessary):

SIGNATURES

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

(Exact name of issuer as specified in its charter)

By (Signature and Title)

Date _____

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

By (Signature and Title)

Date _____

By (Signature and Title)

Date _____