

Form U-1

Uniform Application to Register Securities

Application to _____ of the State of _____

pursuant to Section _____ of the _____

1. Name and Address of Issuer and principal office in this state:

2. Name, address and telephone number of correspondent to whom notices and communications regarding this application may be sent:

3. Name and address of applicant:

4. Registration or acceptance for filing is sought for the following described securities in the amounts indicated:

<u>Descriptions of Securities</u>	<u>Offering Price or Proposed Offering Price</u>	Total Offering		Offering in this State	
		<u>No. of Shares or Units</u>	<u>Amount</u>	<u>No. of Shares or Units</u>	<u>Amount</u>
			\$		\$
			\$		\$
			\$		\$
		Totals	\$		\$

Indicate the maximum commission to be charged: _____%

5. Amount of filing and examination fees which are enclosed: \$ _____ \$ _____
6. A Registration Statement was filed with the Securities and Exchange Commission on _____ and became effective on _____.
7. (a) List the states in which it is proposed to offer the securities for sale to the public.

(b) List the states, if any, in which the securities are eligible for sale to the public.

(c) List the states, if any, which have refused, by order or otherwise, to authorize sale of the securities to the public, or have revoked or suspended the right to sell the securities or in which an application has been withdrawn.

8. Submitted herewith as part of this application are the following documents (documents on file may be incorporated by reference):

(a) One copy of the Registration Statement and two copies of the Prospectus in the latest form on file under the Securities Act of 1933.

(b) Underwriting Agreement, Agreement among Underwriters, and Selected Dealers Agreement.

(c) Indenture.

(d) Issuer's charter or articles of incorporation as amended to date.

(e) Issuer's by-laws as amended to date.

(f) Signed copy of opinion of counsel filed with Registration Statement pursuant to the Securities Act of 1933.

(g) Specimen (type of security) _____

(h) Consent to service of process accompanied by appropriate corporate resolution.

(i) If an earning computation or similar requirement is required to be met in this state, attach a separate sheet as an exhibit showing compliance.

(j) One copy of all advertising matter to be used in connection with the offering.

(k) Others (list each):

9. The applicant hereby applies for registration or acceptance for filing of the above described securities under the law cited above and in consideration thereof agrees so long as the registration remains in effect that it will:

(a) Advise the above named state authority of any change prior to registration in this state in any of the information contained herein or in any of the documents submitted with or as part of this application.

(b) File with the above named state authority within two business days after filing with the Securities and Exchange Commission (i) any amendments other than delaying amendments to the federal registration statement, designating the changed, revised, or added material or information by

underlining the same; and (ii) the final prospectus, or any further amendments or supplements thereto.

(c) Notify the above named state authority within two business days (i) upon the receipt of any stop order, denial, order to show cause, suspension or revocation order, injunction or restraining order, or similar order entered or issued by any state or other regulatory authority or by any court, concerning the securities covered by this application or other securities of the issuer currently being offered to the public; and (ii) upon the receipt of any notice of effectiveness of said registration by the Securities and Exchange Commission.

(d) Notify the above named state authority at least two business days prior to the effectiveness of said registration with the Securities and Exchange Commission of (i) any request by the issuer or applicant to any other state or regulatory authority for permission to withdraw any application to any other state or regulatory authority for permission to withdraw any application to register the securities described herein; and (ii) a list of all states in which applications have been filed where the issuer or applicant has received notice from the state authority that the application does not comply with state requirements and cannot or does not intend to comply with such requirements.

(e) Furnish promptly all such additional information and documents in respect to the issuer or the securities covered by this application as may be requested by the above named state authority prior to registration or acceptance for filing.

U-1 Part 2

Date: _____

(Name of Applicant)

BY: _____

(Name and Title)

STATE OF _____

COUNTY OF _____

The undersigned, _____,
being first duly sworn, deposes and says:

That he/she has executed the foregoing application for and on behalf of the applicant named therein; that he/she is _____ of such applicant and is fully authorized to execute and file such application; that he/she is familiar with such application; and that to the best of his/her knowledge, information and belief the statements made in such application are true and the documents submitted therewith are true copies of the originals thereof.

(Name of Applicant)

Subscribed and sworn to before me this _____ day of _____

(Notarial Seal)

NOTARY PUBLIC

In and for the County of _____ State of _____

My Commission Expires: _____

**FOR AN ACKNOWLEDGEMENT OF THE FILING OF THIS
APPLICATION COMPLETE THE FOLLOWING**

Name and address of correspondent:

Applicant: _____

Issuer: _____

State of: _____ File Number: _____

Examiner: _____

Telephone: _____