

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
DIVISION OF SECURITIES AND RETAIL FRANCHISING

REGISTRATION BY NOTIFICATION
Non-Issuer Distribution

1. Name and address of issuer: _____

2. Description of the securities and total amount to be offered _____

3. Number of securities to be offered in Virginia _____

4. Maximum price per security _____

5. Fee (1/20 of 1% of the maximum offering price of the securities to be offered in this state; but such fee shall not be less than \$100 nor more than \$250.)

6. Are the offer and sale of the securities hereby directly or indirectly for the benefit of the issuer?

7. Have securities of the same class as the security being registered previously been registered in Virginia?

If so, give the date of registration and the name of the person by whom they were registered.

8. Were the securities being registered originally issued pursuant to an exemption under § 13.1-514? _____ If so, state which exemption.

The registrant, after investigation, believes that the facts herein stated are true.

By _____

Address _____

Date: _____

INSTRUCTIONS

1. This statement must be accompanied by the fee shown on line 5, payable to the Treasurer of Virginia.

2. Unless of the registrant is notified to the contrary by the State Corporation Commission, the registration becomes effective on 3 P.M. on the second full business day after the statement has been filed in the office of the Commission, if the statement is complete and states facts showing eligibility of the securities for registration by notification. If the statement is incomplete, the registration is not effective until after the last amendment thereto has been filed.

3. Securities issued before January 1, 1957, stand on the same footing as securities issued after that date for the purpose of determining whether they were issued pursuant to an exemption in §13.1-514.