



Texas State Securities Board
P.O. Box 13167
Austin, Texas 78711-3167

Secondary Trading Exemption Notice
(§4005.019 (formerly Section 5.0), Texas Securities Act)

FILING FEE of \$500.00 must be included with the notice.

If additional space is needed to respond to any of the questions, please attach a separate sheet of paper and number answers to correspond to the numbers on this form.

1. Name of Issuer: _____
State of incorporation: _____
Address and principal place of business: _____

Location of books and records: _____

Correspondent: _____

Email: _____

Firm: _____

Address: _____

Telephone: _____

2. Attach Forms 10, 10-K, 8-K, and 10-Q for last 3 years, if any. (Answers to any of the following items may be cross-referenced to the appropriate pages of these documents if the cross-reference fully and adequately supplies the information required by the item).

3. Describe history of Issuer. Include state of incorporation, date of incorporation, dates of consolidation, mergers, or spin offs. Give names of companies, partnerships, etc., involved: _____

4. Description of business: _____

5. Property and location: _____

6. Subsidiaries: _____

7. (a) Names and addresses of current officers and directors: _____

Names and addresses of any other officers and/or directors who have held office within the past 5 years: _____

(b) Has the Issuer or any person named in Item 7(a):

(1) been charged, indicted or convicted of any felony or misdemeanor of which fraud is an essential element?
 No Yes If yes, give details in an attached statement. Include identification of court, pertinent dates, style and number of case, charge, and disposition of case.

(2) been subject to a permanent or temporary injunction instituted by any court?
 No Yes If yes, give details in an attached statement. Include identification of court, pertinent dates, style and number of case, charge, and disposition of case.

8. Name and address of transfer agent: _____

9. Date of annual meeting: _____

10. Number of stockholders on recent date. Specify date: _____

11. Number of employees on recent date. Specify date: _____

12. Attach all financial statements (consolidated, if applicable) prepared in accordance with §4003.003 (formerly Section 7.A(1)) of The Texas Securities Act—although the statements need not reflect the financial condition of the Issuer on a day not less than 90 days before the date this notice is filed—including the following:

(a) a balance sheet for the most recent fiscal year available, and as of a date not more than 18 months before the date of filing, that is certified by independent certified public accountants or independent public accountants; and

(b) statements of income, changes in stockholders' equity and statements of cash flow for the 3 years ended as of the balance sheet date (or for the period of existence of the Issuer, if such period is less than 3 years) that are certified by independent certified public accountants or independent public accountants.

13. Record of dividends paid (cash, stock and property): _____

14. Public offerings - if any:

Dates securities issued to public in the following states: _____

Number of shares, price per share, net proceeds to the company, date of offering, name and address of underwriter (prices per share adjusted to reflect the present capitalization):

Furnish copies of the latest prospectus, annual report and proxy statement.

15. Disclose all facts pertaining to the issuance of securities in transactions other than those described in Item 14. Include a description of all warrants and options that have been granted or authorized but not yet exercised: _____

16. Is there an existing over-the-counter market for the Issuer's securities?

No Yes If yes, the Issuer's transfer agent must furnish the following justification of the market for the previous 12 months (excluding trades by insiders and control persons):

	<u>Sales Transactions For</u>			
	First Quarter Ending (Date)	Second Quarter Ending (Date)	Third Quarter Ending (Date)	Fourth Quarter Ending (Date)
Number of shares	_____	_____	_____	_____
Number of transactions	_____	_____	_____	_____
High bid price	_____	_____	_____	_____
Low bid price	_____	_____	_____	_____

17. Names and addresses of dealers making a market in the securities: _____

18. Names of the registered Texas dealers who have agreed to make a market in the securities. Include copies of their agreements: _____

19. (a) Class(es) of security(ies) for which exemption is sought: _____

(b) Number of shares or units eligible for secondary trading without benefit of registration under the Securities Act of 1933: _____

20. Include a statement from an officer of the Issuer that to the best of his or her knowledge and belief there has been no material adverse change in the financial condition of the Issuer since the date of the last audited financial statement.

21. In an attached statement, describe reason exemption is being sought.

I, the undersigned, and the Applicant (if different from the undersigned) certify that the securities proposed to be sold under this exemption are not a part of an unsold allotment or subscription in the distribution of such securities by the Applicant; that securities of the same class, of the same Issuer, are outstanding in the hands of the public; that no part of the proceeds of such sale will be paid directly or indirectly to the Applicant of such securities; that such sale is not directly or indirectly for the purpose of providing or furthering any scheme to violate or evade any provision of The Texas Securities Act; and that the Applicant of such securities is a going concern actually engaged in business and is neither in an organizational stage nor in receivership or bankruptcy.

The undersigned and the Applicant (if different from the undersigned) acknowledge that making a false or misleading statement in a document filed with the Securities Commissioner or submitting false or misleading information or omitting pertinent or material information in connection with any document filed with the Commissioner may constitute a violation of The Texas Securities Act, be grounds for discipline under The Texas Securities Act, and may subject the undersigned and/or the Applicant to other legal sanctions, including administrative, civil, or criminal penalties, including being deemed guilty of a felony of a third degree as provided in §4007.204 (formerly Section 29.E) of The Texas Securities Act.

The undersigned certifies that the undersigned has executed this notice on behalf of, and with the authority of the Applicant. The undersigned and the Applicant represent that we have read this notice, that we understand it and are familiar with its contents, and that the information and statements therein are current, true, and

complete to the best of our knowledge, information, and belief and that any documents submitted with this notice are true copies of the originals. The undersigned and Applicant further represent that to the extent any information previously submitted is not amended, such information is accurate and complete.

I declare under penalty of perjury under the laws of Texas that the foregoing is true and correct.

Executed the ____ day of _____, 20____.

By: _____
Signature

Printed name

Title