

**STATE OF ALABAMA  
OFFICE OF THE SECURITIES COMMISSION  
MONTGOMERY, ALABAMA**

**APPLICATION FOR REGISTRATION OF SECURITIES BY QUALIFICATION**

(Application may be made by the issuer or by a registered dealer)

NOTE: The general information required under Items 1 to 10 inclusive of this application form must be supplied, when applicable, by every applicant and concerning every issue sought to be registered, including applications accompanied by a Securities and Exchange Commission registration statement.

PART 1. General Information:

Item 1. Name and address of issuer and principal office in this state:

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Item 2. Registration is sought in this State for the following described securities in the amounts indicated:

Description of Securities

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Proposed Maximum Offering Price Per Share or Unit	Number of Shares of Units	Total Amount of Value of Offering
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Item 3. Name and address of applicant: \_\_\_\_\_  
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 \_\_\_\_\_

Item 4. Name, address and telephone number of correspondent to whom notices and communications regarding this application may be sent: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Item 5. Officials of Issuer

Give the names, official capacities, and residence address of officers, directors, trustees, partners, controlling persons or other officials, of the issuer as of the date of filing this application. (This information is required to be stated below by all applicants.)

Name	Position	Residence Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Item 6. Issuer organized under the laws of: \_\_\_\_\_  
 Date \_\_\_\_\_

Item 7. Fees:

(a) Amount of fees submitted with this application \$\_\_\_\_\_.

NOTE: Basic filing fee is \$40 plus a registration fee of .1% of the aggregate offering in Alabama.

Item 8. Federal Registration:

(a) Has an application for registration of this offering been filed with the Securities and Exchange Commission?

Yes \_\_\_\_\_ No \_\_\_\_\_. If yes, answer (b) and (c) below.

(b) Check one of the following:

Full Registration under the Securities Act of 1933 \_\_\_\_\_; Exempt from registration under the Securities Act of 1933 pursuant to Regulation A \_\_\_\_\_ or Regulation B \_\_\_\_\_  
Other \_\_\_\_\_.

(c) What is the contemplated effective or commencement date of the offering?

\_\_\_\_\_

Item 9. Has application for registration been made in any other States or jurisdictions?

Yes \_\_\_\_\_ No \_\_\_\_\_. If yes, answer (a) and (b) below.

(a) List states in which application has been made for registration of this issue. \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(b) List all states which have approved any such application. \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Item 10. List the maximum amount of commissions and all other expenses, directly or indirectly, for or in connection with the proposed distribution of the issuer's securities:

(a) Underwriting Discounts and Commissions	\$	
(b) Printing and Engraving		
(c) Legal Fees and Expenses		
(d) Accounting Fees and Expenses		
(e) Finders Fees		
(f) Value of Warrants and Options to Underwriters		
(g) Securities and Exchange Commission Filing Fee		
(h) State Filing and Registration Fees and Expenses		
(i) Miscellaneous: (describe) _____		
Total		

PART II Applicant shall furnish the following exhibits, where applicable, properly numbered:

Exhibit 1. Submit 6 copies of the prospectus or offering circular, 6 copies of all amended prospectuses with 1 copy red-lined to indicate changes and 6 copies of the final prospectus, 1 copy of any Registration Statement, letter or notification or any similar filing made with the Securities and Exchange Commission if applicable. Submit Commission Exhibit Form 1 for an offering where a Registration Statement or Regulation A Notification has not been filed with the Securities and Exchange Commission.

Exhibit 2. Occupational affidavits of officers, directors, partners, trustees and controlling persons on Commission Form 1-A.

Exhibit 3. Issuers Bond pursuant to Section 34 (c).

Exhibit 4. Copy of Articles of Incorporation including amendments thereof, certified by a corporate officer, if issuer is a corporation; or of articles of association, or of partnership or of the instrument under which a trust is created or declared, if issuer is a trust.

Exhibit 5. By-Laws of Issuer certified by a corporate officer, including all amendments.

- Exhibit 6. Copies of Contracts, Indentures, Escrow Agreements, or other Instruments affecting any securities to be offered or of a Material Nature to the Issuer.
- Exhibit 7. Specimen Copy or Copies of the Security or Securities to be offered.
- Exhibit 8. Financial Statements in compliance with Rule 30-6 certified by independent certified public accountants.
- Exhibit 9. Name of Registered Alabama Dealer who intends to sell the issue and copies of all Underwriting Agreements and Other Agreements between Dealers and Distributors.
- Exhibit 10. Issuer's Consent to Service of Process and Resolution upon Commission forms provided therefore or Form U-2 and U-2a.
- Exhibit 11. Opinions of issuer's Counsel, as to
- (a) Validity of this issue of securities.
  - (b) Title to real estate or oil or mining rights or titles in which issuer proposes to sell interests.
  - (c) Sufficiency of lease, or leases, when material to the issue.
  - (d) Validity of patent claim or claims, when material to the issue.
  - (e) Basis of, and probable extent of, any liability in the form of any judgment, claim or lien, existing or that may be created by suit or suits now pending against the issuer.
- Exhibit 12. Copy of any advertising or promotional material to be used in connection with the distribution of the securities.
- Exhibit 13. Written Consents of Experts.
- Exhibit 14. \_\_\_\_\_
- Exhibit 15. \_\_\_\_\_

The applicant hereby applies for registration of the above-described securities under Title 53, Code of Alabama, and in consideration thereof agrees that it will:

- (a) Advise the Commission of any change in any of the information contained herein or in any supporting documents submitted with or as a part of this application prior to registration.
- (b) Advise the Commission of any material adverse change in the financial condition or business operations of the issuer during the period of distribution of the securities sought to be registered herein.
- (c) File quarterly reports required by Section 34 (g) on Commission Form H.
- (d) Amend the prospectus or offering circular pursuant to Rule 30-4.
- (e) Submit every advertisement or sales literature to be used in connection with the sale of securities for authorization pursuant to Rule 65-6.
- (f) File with the Commission within two (2) business days after filing with the Securities and Exchange Commission (i) all amendments to the federal registration statement, letter of notification pursuant to Regulation A, Schedule D pursuant to Regulation B, designating the revised or added material or information by underlining the same; and (ii) the final prospectus, offering circular or Schedule D, or any further amendments or supplements thereto.
- (g) Notify the Commission within two (2) 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 or applicant to any other state or regulatory authority, (ii) for permission to withdraw any application to register the securities covered by this application, and (iii) upon receipt of any notice of effectiveness of the registration by the Securities and Exchange Commission.
- (h) Furnish promptly all additional information and documents requested by the Commission which are necessary to ascertain whether the securities shall be registered under Title 53, Code of Alabama.

Signed (and officially sealed) this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

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Name of Applicant

(Seal)

By \_\_\_\_\_  
Signature, and official capacity of person  
Signing for applicant

STATE OF \_\_\_\_\_

SS.

COUNTY OF \_\_\_\_\_

\_\_\_\_\_ being duly sworn, deposes and says that he  
signed the foregoing application as \_\_\_\_\_  
State Official Capacity

Of the above named applicant, having full authority to sign such application and has examined the exhibits required to be submitted with such application, which exhibits by reference and identification are made a part of such application, and that the information contained therein is true; that he has carefully examined all statements and answers in the within application and exhibits submitted therewith and made a part there thereof, and that each of the statements, answers and representations made are true, and that no material fact in answer to the several questions has been omitted.

\_\_\_\_\_  
Signature

Subscribed and sworn before me this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

(Notarial Seal)

My commission expires:

\_\_\_\_\_