

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

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FORM 2-A

**REPORT OF SALES AND USES OF PROCEEDS
PURSUANT TO RULE 257 OF REGULATION A**

File No. 24- ____-__

For period ending ____/____/____

Indicate whether the report is an
initial report
amendment
or final report

If the report is an amendment, indicate the number of such amendment.

If the offering has terminated, indicate the date of termination ____/____/____

GENERAL INSTRUCTIONS

The report shall be filed in accordance with the provisions of Rule 257 of Regulation A.

Answer each item in the box(es) or spaces provided. If additional space is required for any response, continue the response on an attached sheet.

If the issuer is required to file any report(s) on this form subsequent to its initial filing, each subsequent filing shall be deemed an amendment to the initial filing. Do not report in any amendment responses to Items 3-11 unless the information has changed.

No fee is required to accompany this filing.

Seven copies of the form shall be filed with the main office of the Commission in Washington, D.C. At least one copy of the form shall be manually signed; other copies may bear typed or printed signatures.

1. _____
Exact name of issuer as specified in its charter.

2. Date of qualification of the offering statement:

3. Has the offering commenced? Yes No.

If yes, date of commencement:

If no, explain briefly:

4. Did the offering terminate before any securities were sold? Yes No.

If yes, explain briefly:

If "yes", do not answer Items 5-11.

5. Did the offering terminate prior to the sale of all the securities qualified under Regulation A?

Yes No.

If yes, explain briefly: _____

SIGNATURE

Pursuant to the requirements of Rule 257 and Regulation A, _____
has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer

Date

By _____
Signature

Instruction:

The report shall be signed by an executive officer, general partner or counsel of the issuer or by any other duly authorized person. The name and any title of the person who signs the report shall be typed or printed beneath the signature.