

**IMPORTANT NOTE:** The following is a FILLABLE version of **FORM 1-A** for submission to the SEC via the EDGAR Filing System. For complete SEC EDGAR GUIDELINES please see [www.sec.gov/edgar/filer-information/current-edgar-filer-manual](http://www.sec.gov/edgar/filer-information/current-edgar-filer-manual) or **contact your PubCo Reporting Solutions agent** at [info@pubcoreporting.com](mailto:info@pubcoreporting.com) or (toll-free): **1-844-396-1415**

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

**FORM 1-A  
REGULATION A OFFERING STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

No changes to the information required by Part I have occurred since the last filing of this offering statement.

**Contact Information**

Address of Principal Executive Offices: \_\_\_\_\_

Telephone: (    ) \_\_\_\_\_

Provide the following information for the person the Securities and Exchange Commission's staff should call in connection with any pre-qualification review of the offering statement:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: (    ) \_\_\_\_\_

Provide up to two e-mail addresses to which the Securities and Exchange Commission's staff may send any comment letters relating to the offering statement. After qualification of the offering statement, such e-mail addresses are not required to remain active:

**Financial Statements:**

Industry Group (select one):  Banking  Insurance  Other

Use the financial statements for the most recent fiscal period contained in this offering statement to provide the following information about the issuer. The following table does not include all of the line items from the financial statements. Long Term Debt would include notes payable, bonds, mortgages, and similar obligations. To determine “Total Revenues” for all companies selecting “Other” for their industry group, refer to Article 5-03(b)

(1) of Regulation S-X. For companies selecting “Insurance,” refer to Article 7-04 of Regulation S-X for calculation of “Total Revenues” and paragraphs 5 and 7(a) for “Costs and Expenses Applicable to Revenues”.

Name of Auditor (if any): \_\_\_\_\_

**Outstanding Securities**

Name of Class (if any)	Units Outstanding	CUSIP (if any)	Name of Trading Center or Quotation Medium (if any)
Common Equity			
Preferred Equity			
Debt Securities			

**ITEM 2. Issuer Eligibility**

Check this box to certify that all of the following statements are true for the issuer(s):

- Organized under the laws of the United States or Canada, or any State, Province, Territory or possession thereof, or the District of Columbia.
- Principal place of business is in the United States or Canada.
- Not a development stage company that either (a) has no specific business plan or purpose, or (b) has indicated that its business plan is to merge with an unidentified company or companies.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not issuing fractional undivided interests in oil or gas rights, or a similar interest in other mineral rights.
- Not issuing asset-backed securities as defined in Item 1101(c) of Regulation AB.

- Not, and has not been, subject to any order of the Commission entered pursuant to Section 12(j) of the Exchange Act (15 U.S.C. 78l(j)) within five years before the filing of this offering statement.
- Has filed with the Commission all the reports it was required to file, if any, pursuant to Rule 257 during the two years immediately before the filing of the offering statement (or for such shorter period that the issuer was required to file such reports).

**ITEM 3. Application of Rule 262**

Check this box to certify that, as of the time of this filing, each person described in Rule 262 of Regulation A is either not disqualified under that rule or is disqualified but has received a waiver of such disqualification.

Check this box if “bad actor” disclosure under Rule 262(d) is provided in Part II of the offering statement.

**ITEM 4. Summary Information Regarding the Offering and Other Current or Proposed Offerings**

Check the appropriate box to indicate whether you are conducting a Tier 1 or Tier 2 offering:

Tier 1                       Tier 2

Check the appropriate box to indicate whether the annual financial statements have been audited:

Unaudited                       Audited

Types of Securities Offered in this Offering Statement (select all that apply):

- Equity (common or preferred stock)
- Debt
- Option, warrant or other right to acquire another security
- Security to be acquired upon exercise of option, warrant or other right to acquire security
- Tenant-in-common securities
- Other (describe): \_\_\_\_\_

Does the issuer intend to offer the securities on a delayed or continuous basis pursuant to Rule 251(d)(3)?

Yes       No

Does the issuer intend this offering to last more than one year?

Yes       No

Does the issuer intend to price this offering after qualification pursuant to Rule 253(b)?

Yes       No

Will the issuer be conducting a best efforts offering?

Yes       No

Has the issuer used solicitation of interest communications in connection with the proposed offering?

Yes       No

Does the proposed offering involve the resale of securities by affiliates of the issuer?

Yes       No

Number of securities offered: \_\_\_\_\_

Number of securities of that class already outstanding: \_\_\_\_\_

*The information called for by this item below may be omitted if undetermined at the time of filing or submission, except that if a price range has been included in the offering statement, the midpoint of that range must be used to respond. Please refer to Rule 251(a) for the definition of "aggregate offering price" or "aggregate sales" as used in this item. Please leave the field blank if undetermined at this time and include a zero if a particular item is not applicable to the offering.*

Price per security: \$ \_\_\_\_\_

The portion of the aggregate offering price attributable to securities being offered on behalf of the issuer:  
\$ \_\_\_\_\_

The portion of the aggregate offering price attributable to securities being offered on behalf of selling securityholders:  
\$ \_\_\_\_\_

The portion of aggregate offering attributable to all the securities of the issuer sold pursuant to a qualified offering statement within the 12 months before the qualification of this offering statement:  
\$ \_\_\_\_\_

The estimated portion of aggregate sales attributable to securities that may be sold pursuant to any other qualified offering statement concurrently with securities being sold under this offering statement:  
 \$ \_\_\_\_\_

Total: \$ \_\_\_\_\_ (the sum of the aggregate offering price and aggregate sales in the four preceding paragraphs).

Anticipated fees in connection with this offering and names of service providers:

	Name of Service Provider	Fees
Underwriters:	_____	\$ _____
Sales Commissions:	_____	\$ _____
Finders' Fees:	_____	\$ _____
Audit:	_____	\$ _____
Legal:	_____	\$ _____
Promoters:	_____	\$ _____
Blue Sky Compliance:	_____	\$ _____

CRD Number of any broker or dealer listed: \_\_\_\_\_

Estimated net proceeds to the issuer: \$ \_\_\_\_\_

Clarification of responses (if necessary): \_\_\_\_\_

**ITEM 5. Jurisdictions in Which Securities are to be Offered**

Using the list below, select the jurisdictions in which the issuer intends to offer the securities:

None

ALL jurisdictions listed below

Or, select by individual jurisdiction:

	Jurisdiction	Code
<input type="checkbox"/>	Alabama	AL
<input type="checkbox"/>	Alaska	AK
<input type="checkbox"/>	Arizona	AZ
<input type="checkbox"/>	Arkansas	AR
<input type="checkbox"/>	California	CA

	Jurisdiction	Code
<input type="checkbox"/>	Montana	MT
<input type="checkbox"/>	Nebraska	NE
<input type="checkbox"/>	Nevada	NV
<input type="checkbox"/>	New Hampshire	NH
<input type="checkbox"/>	New Jersey	NJ

	Jurisdiction	Code
<input type="checkbox"/>	District of Columbia	DC
<input type="checkbox"/>	Puerto Rico	PR
<input type="checkbox"/>		
<input type="checkbox"/>	Alberta	A0
<input type="checkbox"/>	British Columbia	A1



<input type="checkbox"/>	Arizona	AZ	<input type="checkbox"/>	Nevada	NV			
<input type="checkbox"/>	Arkansas	AR	<input type="checkbox"/>	New Hampshire	NH	<input type="checkbox"/>	Alberta	A0
<input type="checkbox"/>	California	CA	<input type="checkbox"/>	New Jersey	NJ	<input type="checkbox"/>	British Columbia	A1
<input type="checkbox"/>	Colorado	CO	<input type="checkbox"/>	New Mexico	NM	<input type="checkbox"/>	Manitoba	A2
<input type="checkbox"/>	Connecticut	CT	<input type="checkbox"/>	New York	NY	<input type="checkbox"/>	New Brunswick	A3
<input type="checkbox"/>	Delaware	DE	<input type="checkbox"/>	North Carolina	NC	<input type="checkbox"/>	Newfoundland	A4
<input type="checkbox"/>	Florida	FL	<input type="checkbox"/>	North Dakota	ND	<input type="checkbox"/>	Nova Scotia	A5
<input type="checkbox"/>	Georgia	GA	<input type="checkbox"/>	Ohio	OH	<input type="checkbox"/>	Ontario	A6
<input type="checkbox"/>	Hawaii	HI	<input type="checkbox"/>	Oklahoma	OK	<input type="checkbox"/>	Prince Edward Island	A7
<input type="checkbox"/>	Idaho	ID	<input type="checkbox"/>	Oregon	OR	<input type="checkbox"/>	Quebec	A8
<input type="checkbox"/>	Illinois	IL	<input type="checkbox"/>	Pennsylvania	PA	<input type="checkbox"/>	Saskatchewan	A9
<input type="checkbox"/>	Indiana	IN	<input type="checkbox"/>	Rhode Island	RI	<input type="checkbox"/>	Yukon	B0
<input type="checkbox"/>	Iowa	IA	<input type="checkbox"/>	South Carolina	SC	<input type="checkbox"/>	Canada (Federal Level)	Z4
<input type="checkbox"/>	Kansas	KS	<input type="checkbox"/>	South Dakota	SD			
<input type="checkbox"/>	Kentucky	KY	<input type="checkbox"/>	Tennessee	TN			
<input type="checkbox"/>	Louisiana	LA	<input type="checkbox"/>	Texas	TX			
<input type="checkbox"/>	Maine	ME	<input type="checkbox"/>	Utah	UT			
<input type="checkbox"/>	Maryland	MD	<input type="checkbox"/>	Vermont	VT			
<input type="checkbox"/>	Massachusetts	MA	<input type="checkbox"/>	Virginia	VA			
<input type="checkbox"/>	Michigan	MI	<input type="checkbox"/>	Washington	WA			
<input type="checkbox"/>	Minnesota	MN	<input type="checkbox"/>	West Virginia	WV			
<input type="checkbox"/>	Mississippi	MS	<input type="checkbox"/>	Wisconsin	WI			
<input type="checkbox"/>	Missouri	MO	<input type="checkbox"/>	Wyoming	WY			

**ITEM 6. Unregistered Securities Issued or Sold Within One Year**

None

As to any unregistered securities issued by the issuer or any of its predecessors or affiliated issuers within one year before the filing of this Form 1-A, state:

(d) Indicate the section of the Securities Act or Commission rule or regulation relied upon for exemption from the registration requirements of such Act and state briefly the facts relied upon for such exemption (please write in the space below):

