

SECURITIES COMMISSIONER
STATE OF DELAWARE

FORM D-1

NOTICE OF SALE OF SECURITIES
PURSUANT TO THE DELAWARE
LIMITED OFFERING EXEMPTION

This form or SEC Form D must be filed with the Securities Commissioner in connection with any transaction for which an exemption from the registration provisions of the Delaware Securities Act is claimed under § 7309(b)(9) and Rule 502 of the Rules and Regulations Pursuant to the Delaware Securities Act.

1. Name of Issuer:

2. Address of Executive Office of Issuer (Number and Street, City, State, Zip Code):

3. Telephone Number of Executive Office (including Area Code):

4. Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different than Executive Office):

5. Telephone Number of Principal Business Operations (including Area Code):

6. Give a brief description of the type of business in which the Issuer is engaged:

7. State the dollar amount raised or sought to be raised by the offering:

8. State the dollar amount raised or sought to be raised by the offering in Delaware, if different than item 7 above:

9. Provide the names and home and business addresses of all officers, directors, general or managing partners. List all persons who own of record, or beneficially own, 10 percent or more of the outstanding shares of any class of equity security of the Issuer:

NAME AND ADDRESS

POSITION

(Attach sheet if additional space is required)

10. State whether any of the persons named in Item No. 9 has ever been convicted of a felony, convicted of any misdemeanor involving any aspect of the securities business, adjudicated bankrupt or made a general assignment for the benefit of creditors or been a principal of any company which was reorganized in bankruptcy, or whether any of such persons or companies has been the subject of an administrative, civil or criminal proceeding instituted by a state or federal securities agency. If the answer is "yes" explain fully:

11. State the name, home and business address, occupations, and dollar amount paid by each purchaser who is a Delaware resident.

<u>NAME</u>	<u>HOME AND BUSINESS ADDRESS</u>	<u>OCCUPATION</u>	<u>DOLLAR AMOUNT</u>
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12. If any purchase utilized an Offeree Representative (or Purchaser Representative) state the name of the Representative, his or her business address and the offeree or purchaser represented.

<u>OFFEREE OR PURCHASER REPRESENTATIVE</u>	<u>BUSINESS ADDRESS</u>	<u>PURCHASER</u>
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13. Please provide on a separate sheet the information required in Section C of SEC Form D regarding Offering Price, Number of Investors, Expenses and Use of Proceeds.

By signing this Form D-1, the issuer represents and affirms that it has compiled with all of the conditions of the exemption which is being claimed and that the information provided herein is true and correct.

Signed: _____ Date: _____

Name and Title (Please print or type)

State of Delaware
Department of Justice
Division of Securities
820 N. French Street
Wilmington, DE 19801

Revised: January 5, 2000