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State of Missouri
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MISSOURI FORM SR-1
FORM OF PROSPECTUS FOR REGISTRATION OF SECURITIES BY QUALIFICATION

PART 1 — GENERAL INSTRUCTIONS

1. As pursuant to Sections 409.3-304 and 409.6-605, RSMo and Missouri regulation 15 CSR 30-52.020, the prospectus described in this form shall be used as the prospectus when offering and selling securities under Section 409.3-304, RSMo, unless another form of prospectus under the Securities Act of 1933 is used and such form substantially comports with the requirements of this form or the form U-7 is used pursuant to Missouri regulation 15 CSR 30-52.275.

2. All of the information requested in this form is generally required in the prospectus. Some of the requested information will not be applicable because of the nature of the securities being registered or because of the financial condition of the company. Under these circumstances, the requested information will not be required in the prospectus. In addition, the information provided in this form is not intended to be all-inclusive and the issuer must include other information not specifically listed that would be important for an investor's understanding of the issuer and the securities being offered.

3. In determining whether an offering is fair, just or equitable, the Securities Division will apply applicable NASAA Statements of Policy as adopted in Missouri regulations 15 CSR Division 30, Chapter 52, Registration of Securities, when reviewing a registration statement.

4. The prospectus shall contain the following sections and applicable information in the prospectus, and in the order presented:

   Front Cover Page of Prospectus
   Table of Contents
   Summary Information
   Risk Factors
   Use of Proceeds
   Determination of Offering Price
   Dilution
   Capitalization and Long Term Debt
   Summary of Earnings
   Description of Business
   Management's Discussion and Analysis or Plan of Operation
   Management
   Promoters
   Security Ownership of Principal Holders and Management
   Certain Relationships and Related Transactions
   Escrow Provisions
   Description of Securities
   Options to Purchase Securities
   Selling Security Holders
   Plan of Distribution
   Pending Legal Proceedings
   Annual Meeting and Reports
   Legal Opinions
   Experts
   Signatures
   Financial Statements

PART II - SPECIFIC INSTRUCTIONS

1. Front Cover Page of Prospectus

A. The cover page of the prospectus should be limited to one page.
B. The cover page should contain as applicable the information as presented in paragraph G.
C. The description of securities should include, for example, appropriate disclosure of redemption, conversion features, rate(s) of interest, payment dates, and maturity dates of debt securities.
D. If the offering has a required minimum amount to be sold and held in escrow, then the table on the front page should contain both the minimum and maximum amount of the offering and comparable expenses.
E. If there are selling security holders, there should be a statement to that effect.
F. A brief description of the underwriting arrangement should be included, such as, by a firm commitment or best efforts basis, or if the offering is being sold by the issuer.
G. The cover page should be in the format as follows on the next page:

Prospectus

_____
(Name of Missouri Issuer as specified in its Charter)

_____
(State or other jurisdiction of incorporation or organization)

_____
(Address and telephone number of principal executives offices)

_____
(Name, address and telephone number of agent for service)

_____
(Description and amount of securities offered)

	Price to Offerees	Underwriting Discounts and Commissions	Proceeds to Applicant or others
Per Unit			
Total			

IN MAKING AN INVESTMENT DECISION, YOU MUST RELY ON YOUR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS PROSPECTUS. ANY RESPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

You should carefully consider the RISK FACTORS on page _____.

_____
Name of underwriter (if applicable)

The date of this prospectus is _____.

2. Table of Contents

Provide a reasonably detailed table of contents. The table of contents must show the subheading and the page number of the various sections or subdivisions in the prospectus. There should be a specific listing of the risk factors section. The table of contents should immediately follow the cover page.

3. Summary Information

Provide a brief summary of the information in the prospectus. This section may be from one to three pages long. The summary should not merely repeat the text of the prospectus but should provide a brief overview of the key aspects of the offering.

4. Risk Factors

Discuss any factors that make the offering speculative or risky. The risk factors should be in concise paragraphs that separately discuss the principal factors which make the offering speculative. Each paragraph should have a caption. The risk factors may include, among others, the following: lack of operating history; lack of recent profits from operations; poor financial position; lack of a market for the issuer's securities and unlikelihood of a market at any time in the future; inexperience of management or any underwriter; factors related to the issuer's business or proposed business; contracts or dealings between the issuer and its management or promoters; the existence of substantial dilution; the existence or proposed issuance of substantial amount of rights to purchase additional securities of the issuer at prices which would have a dilutive effect on the interest of public investors; the dependency of the issuer on retaining a particular customer or group of customers or the services of one or more particular members of management; small or limited contribution of the promoters, as compared to the public investors; the extent of the issuer's dependency on the proceeds of the offering and/or additional financing to permit it to engage in its current or proposed business activities; competitive factors in the issuer's line of business; problems involving patents, licenses, marketing, advertising and franchises; dividend policy of the issuer; voting control by management; and subordination provisions. Include appropriate cross references to detailed discussions of these factors in the prospectus.

5. Use of Proceeds

A. Describe in tabular form the intended use of proceeds from the offering. Please list the following:
   (1) The estimated amount of proceeds to be received by the issuer;
   (2) The estimated amount to be used for each purpose; and
   (3) The order of priority in which the proceeds will be used for the purpose stated.
B. Where the use of proceeds allocation will be different depending on the amount of securities sold, prepare another table or otherwise indicate.
C. If funds are to be raised from other sources to achieve the purpose stated, indicate the source of the remaining funds.
D. If a part of the proceeds is to be used to acquire property, including goodwill, otherwise than in the ordinary course of business, state the names and addresses of the vendors, the purchase price, the names of any persons that have received commissions in connection with the acquisition, and the amounts of the commissions and other expenses in connection with the acquisition, including the cost of borrowing money to finance the acquisition.
E. If a material amount of proceeds will discharge debt, state the interest rate and maturity. If the debt was incurred within one year, describe the use of the proceeds of that debt.
F. Where proceeds are to be used in connection with a transaction described under "Related Transactions," a specific reference should be made thereto.
G. Generally, the issuer may not reserve more than 15% of the proceeds for working capital or general corporate purposes (see NASAA Statement of Policy Regarding Specificity in Use of Proceeds).

6. Determination of Offering Price

A. If there is no established public market for the common equity being registered or if there is a significant difference between the offering price and the market price of the stock, give the factors that were considered in determining the offering price.
B. If warrants, rights and convertible securities are being registered and there is no public market for the underlying securities, describe the factors considered in determining the exercise or conversion price.

7. Dilution

A. If the issuer is selling the common equity at a price significantly more than the price paid by officers, directors, promoters and affiliated persons for common equity purchased by them during the past five years (or for which they have rights to purchase), compare these prices.
B. If paragraph (A) of this item applies and the issuer had losses in each of its last three fiscal years, or since its inception, whichever period is shorter, and there is a material dilution of the purchasers' equity interest, disclose the following:
   (1) The net tangible book value per share before and after the distribution;
   (2) The amount of the increase in such net tangible book value per share attributable to the cash payments made by purchasers of the share being offered; and
   (3) The amount of the immediate dilution from the public offering price that will be absorbed by such purchasers.

8. Capitalization and Long Term Debt

A. State the capitalization and long-term debt, on both a current and pro forma basis, of the issuer and any significant subsidiary, including a description of each security outstanding or being registered or otherwise offered, and a statement of the amount of and kind of consideration, whether in the form of cash, physical assets, services, patents, goodwill, or anything else of value, for which the issuer or any subsidiary has issued securities within the previous two years or is obligated to issue its securities.
B. Indicate the capitalization of the issuer using the most recent balance sheet.
C. Each item of long-term debt should be listed separately with maturity date and interest rate.
D. Other significant terms, including whether the loan was made by an affiliate, should be stated in a footnote.
E. Cross-references to notes to the financial statements should be made where appropriate.
F. Where the proceeds of the offering are be used to retire indebtedness, as indicated in the "Use of Proceeds," the amount to be outstanding should be adjusted accordingly.
G. Following is a sample format:

	Amount Outstanding		
	As of: ___/___/___ (date)	As Adjusted Minimum	As Adjusted Maximum
Debt:			
Short-term debt (average interest rate _____ %)	$	$	$
Long-term debt (average interest rate _____ %)	$	$	$
Total debt	$	$	$
Stockholders equity (deficit):			
Preferred stock – par or stated value (by class of preferred – in order of preferences)			
_____	$	$	$
_____	$	$	$
_____	$	$	$
Common stock – par or stated value	$	$	$
Additional paid in capital	$	$	$
Retained earnings (deficit)	$	$	$
Total stockholders equity (deficit)	$	$	$
Total Capitalization	$ _____	$ _____	$ _____

9. Summary of Earnings

A. Furnish a statement of income in comparative form for the latest three fiscal years (or since inception of the company if less than three years).

B. Where the latest fiscal year ended more than 120 days prior to the date on which the registration statement is filed with the Missouri Securities Division, also include statements of income for the interim period from the end of the fiscal year to the date of the latest balance sheet required to be presented and for the same interim period during the prior fiscal year.

C. This statement should be presented in condensed form, but with specific exposure for provision for losses and interest expense, in addition to other accounts of revenue and expense. If common stock is being registered, state earnings per share for shares presently outstanding and on a fully-diluted basis, indicating the amount applicable to extraordinary items, if any, and total earnings per share. Also, indicate dividends paid per share, if any.

D. Where long-term debt or preferred stock is being registered, a statement of the annual interest or dividend requirements should be made in the text. In the case of an offering of long-term debt, include the ratio of earnings to fixed charges for the securities presently outstanding and on a pro forma basis, assuming all securities offered are sold and the proceeds used as specified.

E. Indicate in an introductory paragraph to the statement of income the following items: the periods covered by the independent accountant's opinion; unaudited periods, assurance that unaudited periods reflect the adjustments necessary for a fair presentation on a comparative basis; restatement of prior year's net income; changes in the components if a consolidated group; changes in accounting principles; a discussion of the significance of the results for the interim period in forecasting results for the full fiscal period, including the presence or absence of particular factors during any period; and a reference to the other financial statements and their related notes which appear elsewhere in the prospectus.

F. Any such adjustments, restatements and changes referred to should be described in full supplementally.

G. Immediately following the statement of income, insert a paragraph, if appropriate for comprehension of the statement, discussing the significance of any information contained therein, including, for example, an explanation of any significant variation from year to year of sales, net earnings or any other item.

10. Description of Business

A. State with respect to the issuer and any significant subsidiary, its name, address, form of organization, state of incorporation and date of its organization.

B. Describe any bankruptcy, receivership or similar proceeding, any material reclassification, merger, or consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

C. Describe the business of the issuer and any significant subsidiary and include, to the extent material to an understanding of the issuer, the following items:
   (1) Principal products or services and their markets;
   (2) Distribution methods of the products or services;
   (3) Status of any publicly announced new products or services;
   (4) Competitive business conditions, the issuer's competitive position in the industry and methods of competition;
   (5) Sources and availability of raw materials, and the names of principal suppliers;
   (6) Dependence on one or a few major customers;
   (7) Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including duration;
   (8) Need for any government approval of principal products or services. If government approval is necessary and the issuer has not received that approval, discuss the status of the approval within the governmental approval process;
   (9) Effect of existing or probable governmental regulations on the business;
   (10) Estimate of the amount spent during each of the last two fiscal years on research and development activities, and if applicable, the extent to which the cost of such activities are borne directly by customers;
   (11) Cost and effect of compliance with environmental laws (federal, state and local);
   (12) The location of the principal plants and other property of the issuer and describe the condition of the property. If the issuer does not have complete ownership of the property, for example, if others also own the property or there is a mortgage or lien on the property, describe the limitations on the ownership; and
   (13) Number of total employees and number of full time employees.

D. Describe briefly and generally any proposed business activities in which the issuer, or any significant subsidiary may engage. The amount of detail given should depend on the imminence of the project and the likelihood of it being undertaken. State all factors (including, if appropriate, the success of the offering) upon which such project is dependent. Describe the competitive conditions of the industry or business in which the issuer intends to engage.

E. Where the issuer and its subsidiaries are engaged in several different products or services, list the following-
   (1) Total sales and revenues;
   (2) Percentage of total sales and revenues; and
   (3) Income (or loss) before taxes and extraordinary items, attributable to each line of business or product or service which, during either of the last two fiscal years, contributed 15% or more to total sales and revenues, or accounted for 15% or more to total sales and revenues, or accounted for 15% or more of the total income (or loss) without taking into account extraordinary items.

11. Management's Discussion and Analysis or Plan of Operation

A. Companies that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the prospectus, shall provide the information in paragraph B below. All other companies shall provide the information in paragraph C below.

B. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:
   (1) A discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;
   (2) A summary of any product research and development that the issuer will perform for the term of the plan;
   (3) Any expected purchase or sale of plant and significant equipment; and
   (4) Any expected significant changes in the number of employees.

C. Management's Discussion and Analysis of Financial Condition and Results of Operations.
   (1) **Full fiscal years.** Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:
      (a) Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;
      (b) Internal and external sources of liquidity;
      (c Any material commitments for capital expenditures and the expected sources of funds for such expenditures;
      (d) Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;
      (e) Any significant elements of income or loss that do not arise from the issuer's continuing operations;
      (f) The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and
      (g) Any seasonal aspects that had a material effect on the financial condition or results of operation.
   (2) **Interim Periods.** If the issuer must include interim financial statements in the registration statement, provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

D. The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

E. Issuers may want, but are not required, to supply forward looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

12. Management

A. **Directors and Executive Officers.** List the names and addresses of all directors and executive officers of the issuer and persons chosen to become directors and executive officers. Indicate the position in the issuer's management structure held by each person named. For each director and executive officer and each person chosen to become a director or executive officer, state the approximate percentage of such person's working time devoted, or to be devoted, to the business of the issuer, such person's age and principal occupation during the past five years, including without limitation, title or description of job held, type of business conducted by employer and whether such business is still in operation. "Executive officer" shall include the president, vice president, secretary and treasurer, and any person occupying a similar position. In describing principal occupations, do not include charitable or community activities or degrees or training received unless related to the issuer's business, or unless such activities or pursuits were the principal occupation of such person during any part of the last five years.

B. **Family relationships.** Describe any family relationships among directors, executive officers, or persons nominated by the issuer to become directors or executive officers.

C. **Involvement in certain legal proceedings.** Describe any of the following events that occurred during the past five years that are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, promoter or control person of the issuer:

(1) Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

(2) Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court or administrative agency of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; and

(4) Being found by a court of competent jurisdiction (in a civil action) to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

D. Under a subheading entitled "Remuneration" provide the following information, in substantially the tabular form indicated below as to all direct remuneration:

(1) paid, directly or indirectly by the issuer and its subsidiaries and affiliates during the current fiscal year; and

(2) for which an agreement has been entered into, orally or in writing, or arrangements have been made for the current fiscal year to the following person for services in all capacities:

(a) Each of the three highest paid officers of the issuer whose aggregate direct remuneration exceeded, or will exceed, $30,000 (where the issuer has moderate or minimal net worth and/or operating revenues a lesser figure may be required) and each director whose aggregate direct remuneration exceeded, or will exceed, that amount, naming each person; and

(b) All directors and officers of the issuer as a group without naming them.

(3) The table shall consist of the following-

(a) Name of individual or identity of group.	(b) Capacities in which remuneration was received	(c) Paid during last fiscal year	(d) To be paid during current fiscal year

(4) Remuneration, as used in this section, shall be deemed to include all payments made by the issuer and its subsidiaries for housing, the use of an automobile or other living expenses normally paid for by such person for purposes other than directly incident to the conduct of the issuer's businesses, or such subsidiaries or the fair market value of property provided by the issuer and its subsidiaries for such purposes.

13. Promoters

A. If the issuer has been organized within the past three years, for each promoter (as defined by Missouri regulation 15 CSR 30-50.010(1)(R)) state the person's name, address, principal occupations for the past five years, the nature and amount of anything of value (including money, property, contracts, securities, options or rights of any kind) received within the past three years or to be received by each promoter directly or indirectly form the issuer and the nature, source and method of payment of the consideration received therefor or to be received by the issuer.

Note, some of this information may duplicate information provided in item 12. Cross-references to those items may be used to avoid providing duplicative information.

B. With respect to any assets received or to be received by the issuer from any promoter, state the method by which such assets were or are to be valued, the persons making such valuation, their relationship to such promoter or to the issuer and the manner used to determine the amount of such assets to be received by the issuer. If any of such assets were acquired by the promoter within fours years prior to their transfer to the issuer or the issuer's first obtaining the right to receive such assets, state the date of acquisition and consideration paid by the promoter therefor and, if such payment by the promoter was not made in cash, the method by which the consideration given by the promoter was valued.

14. Security Ownership of Principal Holders and Management

Provide the following information as of a specified date within 30 days prior to the date of filing:

A. As to any class of voting securities of the issuer, provide in tabular form indicated below, the name, address and amounts owned by each person who owns of record, or is known by the issuer to own beneficially, more than 10 percent of any class of such securities. Include all directors, nominees and executive officers which are beneficial owners of voting securities of the issuer or of record. If the issuer and its predecessors were organized within three years of the date of filing, include each person who falls within the definition of promoter (as defined by Missouri regulation 15 CSR 30-50.010(1)(R)). Show in column (3) whether the securities are owned by such person both of record or beneficially, and show in columns (4) and (5) the respective amounts and percentages owned in each manner. Column (6) and the words "prior to offering" in column (5) need only be included in the case of the sale of equity securities.

(1) Name & Address	(2) Title of Class	(3) Type of ownership	(4) Amount owned	(5) % of class prior to offering	(6) % of class after offering

Indicate supplementally the price(s) paid per share, date of purchase and, if payment was made in the form of services of property, the method by which such services or property was valued.

B. As to each class of equity securities of the issuer, or its parent or an subsidiaries, provide in the following tabular form the number owned beneficially, directly or indirectly, by all directors and officers of the issuer as a group without naming them.

Title of class	Amount beneficially owned	Percent of class

C. In making the above computations, do not include as "outstanding" securities those owned by or for the benefit of the issuer.

D. Include any securities for which a person listed or referred to in the items has indicated an intention to subscribe in the offering, and, in a footnote to the table indicate the amount subscribed for.

E. If, to the knowledge of the issuer or any underwriter, more than 10% of any class of voting securities of the issuer are held, or to be held, subject to any voting trust or other agreement, state the title of the securities held, the amount so held or to be so held, the duration of the agreement and the names and address of the voting trustees. Describe briefly, to the extent reasonably ascertainable, the voting rights of the trustees and their other powers under the agreement.

F. Appropriate cross reference should be made to "Certain Relationships and Related Transactions" where securities were issued to a promoter or member of management for nominal price or in exchange for property or services.

15. Certain Relationships and Related Transactions

A. Describe in sufficient detail to present a clear understanding, any material transaction within three years of the filing date, or proposed transaction involving the issuer, its parent predecessor or any of its or their significant subsidiaries and-
   (1) Any current director or executive officer of the issuer or any person who served as such at the time of transaction described in this item;
   (2) Any security holder named in item 13A;
   (3) Any person affiliated with any of the foregoing persons; and
   (4) Any member of the immediate family (including spouse, parents, children, siblings, and in laws) of any of the foregoing persons.

B. Where the transaction involves the purchase or sale of assets by or for the issuer, its parent, predecessors, or significant subsidiaries otherwise than in the ordinary course of business, state the cost of the assets to the purchaser, and the cost to the seller if acquired within four years prior to the transaction. Where the property has undergone a series of purchases and sales among affiliated persons prior to its purchase from or sale to the issuer, trace the history of such transactions among affiliates back to the last previous transaction involving non-affiliated persons. In the case of each such transaction, state the date, consideration paid, other expenses incurred, fees paid, purpose of the transaction and all other surrounding facts and circumstances.

16. Escrow Provisions

A. **Escrow of Securities Owned by Certain Persons.** Describe any terms of an escrow arrangement whereby any director, officer, promoter, affiliate or controlling person will deposit any securities owned by him or her into an escrow fund, or agree to restrictions on the transfer of such securities, pursuant to any regulation or order of the Missouri Securities Division or any other securities administrator, association of securities dealers or state or federal agency having jurisdiction of the business affairs of the issuer.

B. **Escrow of Proceeds.** Describe the terms of any arrangement made for the escrow of proceeds received in this offering pursuant to a regulation or order of the Missouri Securities Division and include the name of the escrow holder and circumstances under which the escrow may be released.

17. Description of Securities

A. **Capital stock.** If capital stock is being offered, state the title of the class and provide the following information to the extent applicable:
   (1) Dividend rights;
   (2) Voting rights;
   (3) Liquidation rights;
   (4) Pre-emptive rights;
   (5) Conversion rights;
   (6) Redemption rights;
   (7) Sinking fund provisions; and
   (8) Liability to further calls or assessment by the issuer.

If the rights of holders of such stock may be modified or otherwise than by a vote of the majority or more of the shares outstanding, voting as a class, so state and explain briefly.

Outline briefly any restriction on the repurchase or redemption of shares by the issuer while there is any arrearage in the payment of dividends or sinking fund installments. If there is no such restriction, so state.

B. **Long term debt.** If long term debt, briefly describe the following as relevant:
   (1) Provisions with respect to interest, subordination, conversion, maturity, call or redemption privileges, amortization, sinking fund or retirement.
   (2) Provisions with respect to the kind or priority of any lien securing the issue, together with a brief description of the properties subject to such lien. (An opinion of counsel as to the priority of any such lien should be included as an exhibit to the registration statement).
   (3) Provisions restricting the declaration of dividends or requiring the maintenance of any ratio of assets or the creation or maintenance or reserves.
   (4) Provisions permitting or restricting the issuance of additional securities, the withdrawal of cash deposited against such issuance, the incurring of additional debt, the release of substitution of assets securing the issue, the modification of terms of the security and similar provisions.
   (5) The name and address of the trustee and the nature of any material relationship with the issuer or any affiliates; the percentage of securities of the class necessary to require the trustee to take action and what indemnification the trustee may require before proceeding to enforce any lien described in B(2) above.
   (6) The general type of event which constitutes a default, and whether or not any periodic evidence is required to be furnished as to the absence of default or as to compliance with the form of indenture. In the event of a default where the trustee is not required to take action, or where there is no trustee, the issuer should undertake to notify all security holders of such default within 10 days thereof and to inform them as to available remedies. Where action must be taken by the holders of a certain percentage of the outstanding securities in the event of default or otherwise, the issuer should undertake to cooperate with all holders to make available to them the list of names and address of all other holders and the amounts held to permit the exercise of such rights as may be provided in the security or any governing instrument.

C. If securities other than capital stock or long-term debt are being offered, outline briefly the rights evidenced thereby. If subscription

warrants or rights are being offered, state the title and amount of securities called for, the period during which, and the price at which, the warrants or rights are exercisable.

D. Describe any restrictions on transferability of the securities being offered, including restrictions imposed by federal securities laws.

18. Options to Purchase Securities

Provide the following information as to options, warrants or other rights ("Options") to purchase securities from the issuer or any of its subsidiaries, which Options are, or are to be outstanding as of the date of filing.

A. Describe the Options, stating the material provisions, including the consideration received and to be received for such Options by the grantor thereof, dates granted and the market value of the securities called for on the granting date. If, however, the Options are "qualified stock options" as defined in Section 422 of the Internal Revenue Code of 1954, as amended, only the following is required:
   (1) A statement to that effect;
   (2) A brief description of the terms and conditions of the Options or of the plan; and
   (3) A statement of the provisions of the plan or Options with respect to the relationship between the option price and the market price of the securities at the date when the Options were granted.

B. State as follows:
   (1) the title and amount of the securities called for by such Options;
   (1) The purchase prices of the securities called for and the expiration dates of such Options; and
   (1) The market value of the securities called for by such Options as of the latest practicable date.

C. Provide separately the information request in (B) above for all Options held by each director, executive officer of the issuer, promoter, other persons listed in response to item 13(A), any selling shareholder, underwriter, or finder, naming each person, and for all directors and officers as a group.

19. Selling Security Holders

A. If security holders of an issuer are offering securities, name each selling security holder and provide his address, state any position, office, or other material relationship which the selling security holder has had within the past three years with the issuer or any of its predecessors or affiliates, and state the amount of securities of the class owned by such security holder before the offering, the amount to be offered for the security holder's account, the amount and (if one percent or more) the percentage of the class to be owned by such security holder after the offering is complete.

B. For each selling security holder, provide a statement of the reasons for making the offering.

20. Plan of Distribution

A. If the securities being offered are to be offered through underwriters, state the name and address of the underwriters and the respective amounts underwritten and the method by which the price was determined. Identify each such underwriter, which had within the past three years or has as of the date of filing, a material relationship with the issuer and state the nature of the relationship. State briefly the nature of the underwriter's obligation to purchase the securities. Also include the name and address of each recipient of a finder's fee and identify the person as such.

B. State briefly the discounts and commissions to be allowed or paid to dealers, including all cash, securities, contracts, options or other consideration to be received by any dealer in connection with the sale of the securities.

C. Outline briefly the plan of distribution for any securities being offered which are offered other than through underwriters. If the securities are being offered directly by the issuer, state the sales commission to be paid, any arrangements entered into regarding expense, and any fees or commissions to be paid for supervising agents or employees of the issuer in the offering.

D. Indicate the number of shares to which all persons named in response to item 12(A) and 13(A) have indicated their intention to subscribe.

E. State the total anticipated expenses of the offering including legal, accounting and printing costs, fees of experts, finders' fees and other anticipated expenses. State the relationship between the total anticipated expenses and the gross proceeds of the offering on a percentage basis.

21. Pending Legal Proceedings

Briefly describe any material pending legal action or proceedings other than ordinary routine litigation incidental to its business, to which the issuer or any of its significant subsidiaries is a party or of which any of their property is the subject. Include similar information as to any such proceedings known to be threatened or contemplated by governmental authorities.

22. Annual Meeting and Reports

State the date and location, as provided in the issuer's bylaws, of its annual meeting. Indicate whether audited annual and quarterly reports regarding the financial condition of the issuer will be sent to security holders.

23. Legal Opinions

State the names of counsel in connection with the offering. State whether any such person, including any other member of a firm serving counsel, has any direct or indirect ownership interest in any securities of the issuer, its parent, or any significant subsidiary. Also, where counsel may be deemed a promoter of the issuer, so state.

24. Experts

State names and addresses of all persons relied upon as experts and so labeled with respect to the inclusion of any statement or information in the prospectus.

25. Signatures

This section should state the following:
When the Company's Chief Executive Officer, Chief Financial Officer, and its Directors sign this disclosure document, they represent that they have diligently attempted to confirm the accuracy and completeness of the information in this document.
When the Chief Financial Officer signs this disclosure document, he or she represents that the financial statements in this document have been prepared in accordance with generally accepted accounting principles which have been consistently applied, except where explained in the notes to the financial statements. He or she represents that the financial statements fairly state the Company's financial position and results of operations, or receipts and disbursements, as of the dates and periods indicated. He or she also represents that year-end figures include all adjustments necessary for a fair presentation under the circumstances.

Chief Executive Officer:

_____
Title:_____

Chief Financial Officer:

_____
Title:_____

Directors

_____
_____
_____
_____
_____

26. Financial Statements

Include the financials statements as required by Missouri regulation 15 CSR 30-52.025.