

REGISTRATION BY QUALIFICATION

1. Name and address of registrant _____

2. Name and address of issuer _____

3. Short description of securities to be qualified:

4. Number of securities to be offered in Washington _____

5. Number of securities to be offered in all states _____

6. Maximum price per security _____

7. Fee (\$100.00 for the first \$100,000 of initial issue, or portion thereof in this state, based on the offering price, plus 1/20 of 1% for any excess over \$100,000 which are to be offered during that year.)

(NOT LESS THAN \$100.00)

8. Fiscal year ends _____

9. Name, address, and phone number of person to contact who is responsible for this filing _____

By: _____

STATE OF WASHINGTON

County of _____

_____, being first sworn, deposes and says: I have been authorized by the registrant to execute and file the foregoing statement. I have read the statement and the exhibits filed with it, and the facts stated in the statement and in the exhibits are true to the best of my knowledge, information and belief.

AFFIANT

Subscribed and sworn to before me
this _____ day of _____, 19 _____

NOTARY PUBLIC

EXHIBITS

Pursuant to RCW 21.20.210, Laws of 1959, the following information must be filed by way of exhibits numbered and captioned as follows. Exhibits may not be incorporated by reference to the offering circular or a previous filing.

- Exhibit 1 Form of Organization of Issuer: Ltd. Partnership Corporation
 Unincorporated Association Other _____
- Exhibit 2 Place and date of organization.
- Exhibit 3 Submit a copy of charter documents: (Articles in Incorporation, Partnership agreement, etc.)
- Exhibit 4 Submit a copy of minutes of corporation that apply to proposed security issue.
- Exhibit 5 Give a statement of the general character and location of the business.
- Exhibit 6 Give a description of the issuer's physical properties and equipment.
- Exhibit 7 Name(s) and address(s) of subsidiaries.
- Exhibit 8 List the name and address of every director and officer of issuer, or person occupying similar status (i.e., general partners)
- Exhibit 9 Give the principal occupation for the past five years of all persons listed in exhibit 8 and the amount of securities of the issuer held by him or her.
- Exhibit 10 Give the total direct or indirect remuneration paid to all persons listed in Exhibit 8 within the past 12 months and the estimated amount to be paid in the next 12 month.
- Exhibit 11 List all stockholders, owning of record (or beneficially if known) 10% or more of the outstanding shares of the issuer and the amount.
- Exhibit 12 List all promoters not otherwise included in the preceding exhibits, if the company was organized within the past five years.
- Exhibit 13 List the amount of securities held by the persons listed in the Exhibit 12 and the amount or remuneration paid to such persons within the past 12 months or estimate to be paid in the next 12 months.
- Exhibit 14 Show the capitalization and long-term debt (on current and pro-forma basis) of the issuer and any subsidiary.
- Exhibit 15 Give a description and the number of each security outstanding of the issuer and any subsidiary.
- Exhibit 16 Give the basis on which the aforementioned securities were issued (state the exemption in section or give prior registration number).
- Exhibit 17 State whether any other securities are being offered other than under this registration statement. If so, state the basis of such offering.
- Exhibit 18 State whether there are any outstanding obligations to issue any securities. If yes, state the consideration to be paid for such securities.
- Exhibit 19 State the amount and kind of consideration (whether in the form of cash, physical assets, services, talents, goodwill, or anything else) for which the issuer or any subsidiary has issued any of the securities within the past five years.
- Exhibit 20 If any of the securities are to be sold on an other-than-cash basis, state the terms and conditions of such proposed sales.
- Exhibit 21 State the aggregate underwriting and selling commission in dollar amount and as percentage of offering.

- Exhibit 22 State the estimated amount of other selling expenses including legal, engineering, and accounting expenses to be incurred by the issuer in connection with the offering in dollar amount and as a percentage of offering.
- Exhibit 23 Submit a copy of the underwriting or selling agreement.
- Exhibit 24 Submit a description of the plan of distribution of any securities which are to be offered other than through an underwriter.
- Exhibit 25 State the name and address of every underwriter or recipient of a finder's fee.
- Exhibit 26 State the estimated cash proceeds to be received by the issuer from the offering.
- Exhibit 27 State the purposes for which the proceeds are to be used and the amount to be used for each purpose and the order of priority in which the proceeds will be used for the purposes stated.
- Exhibit 28 State the amounts of any funds be raised from other sources to achieve the purposes stated in Exhibit 34, and the sources of such funds.
- Exhibit 29 If any part of the proceeds is to be used to acquire any property (including goodwill) other than in the ordinary course of business, the names and addresses of the vendors and the purchase price.
- Exhibit 30 Describe any stock option to be created in connection with the offering, and list who is to receive said options.
- Exhibit 31 State whether or not the applicant or issuer is involved in any litigation.
- Exhibit 32 State whether or not the applicant or issuer is subject to any adverse order, judgment, or decree in connection with securities.
- Exhibit 33 Submit a specimen or copy of the security being registered.
- Exhibit 34 Submit a copy of the prospectus or offering circular intended to be used.
- Exhibit 35 If the issuer has offered the security in another jurisdiction, state if offering has been withdrawn and if so under what circumstances.
- Exhibit 36 The issuer shall submit the following financial statements:
(1) A balance sheet and profit and loss statement, such financial statement shall be within 120 days of filing.
(2) A cash receipt and disbursement for each of the last three years.
(3) If the amount of the offering exceeds \$500,000 financial statements shall be submitted as of the **last** fiscal year and such statement shall be audited by a CPA.
(4) If the amount of the offering exceeds \$750,000, financial statement shall be submitted for the last 2 years and such statement shall be audited by a CPA.
- Exhibit 37 A signed or conformed copy of an attorney opinion as to:
(1) The legality of form and status of existence of the registrant;
(2) Status of litigation in which the registrant is involved or which the attorney has actual notice that may be pending.
- Exhibit 38 Submit a signed consent to service of process.
- Exhibit 39 Submit the written consent of any accountant, engineer, appraiser, attorney, or any person whose profession gives authority to a statement made by him or her, who is named as having prepared or audited any part of the registration statement or is named as having prepared or audited a report or valuation for use in connection with the registration statement.