

FORM MISBE-1

SECURITIES OFFERINGS UNDER THE MARYLAND INTRASTATE SMALL BUSINESS EXEMPTION (MISBE) FILING

Maryland Securities Act, Section 11-601(16) and COMAR 02.02.04

DISCLOSURE DOCUMENT FOR A MISBE OFFERING

The Maryland Intrastate Small Business Exemption is available to issuers organized and based in Maryland for certain offers and sales of securities made only to Maryland residents. The issuer is required to file the Form MISBE-1 with the Securities Commissioner and pay a \$100 filing fee. The filing deadline for the form and the fee is the fifteenth day after the first sale of securities and must be received by close of business on that day. Checks are payable to "Office of the Attorney General" and should be submitted with this form to the Maryland Division of Securities, 200 St. Paul Place, Baltimore, Maryland 21202-2020. For copies of the statutes, regulations, and forms, go to www.oag.state.md.us/securities or contact the Maryland Division of Securities at 410-576-7050.

Please attach additional sheets if additional space is required. Indicate "Not Applicable" if an item does not apply.

1. _____
Name of Issuer
- _____
Address of Issuer
- _____
City, State, Zip Code
- (_____)_____
Telephone Number
- _____
E-mail, if applicable
- _____
Web Site Address

2. Other contact to whom communications regarding this filing should be directed:

Name

Address

City, State, Zip Code

(_____)_____
Telephone Number

E-mail, if applicable

3. Description, in summary form, of the Issuer's business:

4. Issuer's type of business organization:

Maryland Corporation
 Maryland Partnership
 Maryland Limited Liability Company
Other (specify): _____

5. Issuer's year of formation: _____

6. The type of securities being offered is:

Promissory Notes
 Other* (specify): _____

* If "Other" please attach a copy of the Securities Commissioner's order extending the availability of MISBE to the offering.

7. Within the six months before this offering began, did the issuer offer or sell any other securities in Maryland? Yes _____ No _____

- (a) Describe the security(ies): _____
(b) Provide the date previous offering began and terminated: _____
(c) Upon what securities exemption did the issuer rely? _____

8. Description of this offering:

- (a) Date this offering began: _____
(b) Date of the first sale in Maryland: _____
(c) Aggregate price of all promissory notes (or other securities) offered in Maryland: \$ _____
(d) Number of promissory notes (or other securities) offered in Maryland: _____
(e) Price of each promissory note (or other security) offered in Maryland: \$ _____

9. On separate sheets, please state the name, home or business address, and position of each officer, director, managing member, general partner, or trustee of the issuer. If the general partner or trustee is a corporation or other entity, provide the requested information for each officer, director, managing member, or general partner of that entity.

10. On separate sheets, state the name and home or business address of each beneficial owner of 10 percent or more of the outstanding shares of any class of equity ownership of the issuer.

11. For any “yes” answer below, on a separate sheet, indicate whether any person/entity described in (a) through (e) (“Designated Person”) is subject to any of the events described in (i) through (vi). Provide a copy of the order, judgment, decree, injunction or other action related to each “yes” answer.

- (a) The issuer;
 - (b) Any of its directors, officers, general partners, managing members, trustees, or any other person performing similar functions;
 - (c) Beneficial owners of ten percent or more of any class of its equity securities;
 - (d) Any of the issuer's promoters currently connected with it in any capacity; or
 - (e) Any person (other than a broker-dealer currently registered under the Maryland Securities Act, §11-405, Annotated Code of Maryland) that has been or will be paid or given, directly or indirectly, a commission or similar remuneration for the solicitation of a prospective purchaser or in connection with sales of securities under MISBE:
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- (i) Within five years before the first sale of securities in this offering, has any Designated Person filed a registration statement or an application for exemption from registration that is currently subject to a stop order under a state's securities laws? Yes _____ No _____
 - (ii) Within five years before the first sale of securities in this offering, has any Designated Person been convicted of or has pleaded nolo contendere to a felony or misdemeanor in connection with the offer, purchase, or sale of a security or in connection with the making of a false filing with the Securities and Exchange Commission or with a state securities administrator, or a felony involving fraud or deceit, including, but not limited to, forgery, embezzlement, obtaining money under false pretenses, larceny, conspiracy to defraud, or theft? Yes _____ No _____
 - (iii) Is any Designated Person subject to an order, judgment, or decree of a court of competent jurisdiction temporarily or preliminarily restraining or enjoining, or is subject to an order, judgment, or decree of a court of competent jurisdiction entered within five years before the first sale of securities in this offering and permanently restraining or enjoining, that person from engaging in or continuing any conduct or practice in connection with the offer, purchase, or sale of a security or in connection with the making of a false filing with the Securities and Exchange Commission or a state securities administrator? Yes _____ No _____
 - (iv) Is any Designated Person subject to a United States Postal Service false representation or cease and desist order entered under 39 U.S.C. §3005 within five years before the first sale of securities in this offering or is subject to a temporary restraining order or preliminary injunction entered under 39 U.S.C. §3007 or 18 U.S.C. §1345 with respect to conduct alleged to have violated 39 U.S.C. §3005? Yes _____ No _____

- (v) Is any Designated Person subject to a state administrative order entered by a state securities administrator in which fraud or deceit was found, if the final order was entered within five years before the first sale of securities in this offering? Yes _____ No _____
- (vi) Is any Designated Person subject to an order issued by the Securities Commissioner or subject to an order, judgment, or decree of a court of competent jurisdiction temporarily, preliminarily, or permanently restraining or enjoining the person for failure to file a Form MISBE-1? Yes _____ No _____

10. Date of this Filing: _____

Execution Section/Appointment of Agent for Service of Process/Signatures

By signing this Form MISBE-1 Execution Page, you, the undersigned issuer, irrevocably appoint the Maryland Commissioner of Securities or other legally designated officer of the State of Maryland as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration that: (a) arises out of any activity in connection with the offer and sale of the company's securities in Maryland that is subject to the jurisdiction of Maryland and the United States; and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, or the Investment Company Act of 1940, or any rule or regulation under any of these acts; or (ii) the laws of the State of Maryland in which you maintain your principal office and place of business or in which you are submitting your filing.

I do solemnly declare and affirm under penalties of perjury that to the best of my knowledge, information and belief, the contents of the foregoing document are true and correct and that I am signing this Form MISBE-1 as a free and voluntary act.

 Chief Executive Officer,
 General Partner, or Manager

 Date:

 Name

 Title

If the issuer is a corporation, the filing must be signed by a majority of its directors:

Director

Date

Director

Date

Director

Date

"It is unlawful for any person to make ... in any document filed with the Commissioner ... any statement which is, at the time and in the light of the circumstances under which it is made, false or misleading in any material respect."

Section 11-303, Corporations & Associations Article, Annotated Code of Maryland