

Registration Statement to Register Securities by Qualification

Name and Address of Issuer and Principal Officer in Nebraska:

Name and Address of Applicant:

Registration or acceptance for filing is sought for the following described securities in the amounts indicated:

DESCRIPTION OF SECURITIES

Offering Price or Proposed Offering Price	Total Offering		Offering in This State		Amount of Filing Fee
	No. of Shares or Units	Amount	No. of Shares or Units	Amount	
		\$		\$	
		\$		\$	
Totals		\$		\$	\$

A registration statement under this section shall contain the following information and be accompanied by the following documents to be attached to and made a part of this application as separate exhibits:

- (a) With respect to the issuer and any significant subsidiary, its name, address, and form of organization, the state or foreign jurisdiction and date of its organization, the general character and location of its business, and a description of its physical properties and equipment;
- (b) With respect to every director and officer of the issuer, or person occupying a similar status or performing similar functions, his/her name, address and principal occupation for the past five years, the amount of securities of the issuer held by him/her as of a specified date within ninety days of the filing of the registration statement, the remuneration paid to all such persons in the aggregate during the past twelve months, and estimated to be paid during the next twelve months, directly or indirectly, by the issuer together with all predecessors, parents and subsidiaries;
- (c) With respect to any person not named in subdivision (e) of this subsection, owning of record, or beneficially if known, ten percent or more of the outstanding shares of any class of equity security of the issuer, the information specified in subdivision (b) of this subsection other than his/her occupation;
- (d) With respect to every promoter, not named in subdivision (b) of this subsection, if the issuer was organized within the past three years, the information specified in subdivision (b) of this subsection, any amount paid to him/her by the issuer within that period or intended to be paid to him, and the consideration for any such payment;
- (e) 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 and kind of consideration whether in the form of cash, physical assets, services, patents, goodwill or anything else for which the issuer or any subsidiary has issued any of its securities within the past two years or is obligated to issue any of its securities;
- (f) The kind and amount of securities to be offered, the amount to be offered in this state, the proposed offering price and any variation therefrom at which any portion of the offering is to be made to any persons except as underwriting and selling discounts and commissions, the estimated aggregate underwriting and selling discounts or commissions and finders' fees including separately cash, securities, or anything else of value to accrue to the underwriters in connection with the offering, the estimated amounts of other selling expenses, and legal, engineering, and accounting expenses to be incurred by the issuer in connection with the offering, the name and address of every underwriter and every recipient of a finders' fee, a copy of any underwriting or selling-group agreement pursuant to which the distribution is to be made, or the proposed form of any such agreement whose terms have not yet been determined, and a description of the plan of distribution of any securities which are to be offered

otherwise than through an underwriter;

- (g) The estimated cash proceeds to be received by the issuer from the offering, the purposes for which the proceeds are to be used by the issuer, the amount to be used for each purpose, the order or priority in which the proceeds will be used for the purposes stated, the amounts of any funds to be raised from other sources to achieve the purposes stated, and the sources of any such funds, and, if any part of the proceeds is to be used to acquire any property, including goodwill, otherwise than in the ordinary course of business, the names and addresses of the vendors and the purchase price;
- (h) A description of any stock options or other security options outstanding, or to be created in connection with the offering, together with the amount of any such options held or to be held by every person required to be named in subdivision (b), (c), (d), (e) or (g) of this subsection and by any person who holds or will hold ten percent or more in the aggregate of any such options;
- (i) The states in which a registration statement or similar document in connection with the offering has been or is expected to be filed;
- (j) Any adverse order, judgment or decree previously entered in connection with the offering by any court or the governmental authority, and a description of any pending litigation or proceeding to which the issuer is a party and which materially affects its business or assets including any such litigation or proceeding known to be contemplated by governmental authorities;
- (k) A copy of any prospectus or circular intended as of the effective date to be used in connection with the offering;
- (l) A specimen or copy of the security being registered, a copy of the issuer's articles of incorporation and by-laws, as currently in effect, and a copy of any indenture or other instrument covering the security to be registered;
- (m) A signed or conformed copy of an opinion of counsel, if available, as to the legality of the security being registered; and
- (n) A balance sheet of the issuer as of a date within four months prior to the filing of the registration statement, a profit and loss statement and analysis of surplus for each of the three fiscal years preceding the date of the balance sheet and for any period between the close of the last fiscal year and the date of the balance sheet, or for the period of the issuer's and any predecessor's existence if less than three years, and, if any part of the proceeds of the offering is to be applied to the purchase of any business, the same financial statements which would be required if that business were the registrant.

Signed and sealed this _____ day of _____, 20_____.

(Seal)

Name of Applicant

Attest _____ By _____
Title Title

State of _____

County of _____

The undersigned being duly sworn deposes and says that he has executed the foregoing application for and on behalf of the applicant named therein; that he/she is _____ of such applicant and is fully authorized to execute and file such application; that he/she is familiar with such application; and that to the best of his/her knowledge, information and belief, the statements made in such application are true and the documents submitted therewith are true copies of the originals thereof.

Subscribed and sworn to before me this _____ day of _____, 20_____.

(Notarial Seal)

Notary Public