

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0232
Expires:	April 30, 2010
Estimated average burden hours per response . . .	100.00

**FORM 1-E**

**NOTIFICATION UNDER REGULATION E**

**Item 1. The Issuer.**

State the exact name of the issuer and the address (street, city and State) of its principal business office.

**Item 2. Affiliates and Principal Security Holders of Issuer.**

List the full name and complete address of each of the following persons:

- (a) Each affiliate of the issuer, indicating the nature of the affiliation.
- (b) Each person who owns of record, or is known to own beneficially, ten percent or more of the outstanding securities of any class of the issuer, stating the title and amount owned by each such person.

**Item 3. Directors and Officers.**

List the full name and complete residence address of each of the following persons:

- (a) Each director of the issuer;
- (b) Each officer of the issuer, indicating all positions and offices held with the issuer;
- (c) Each investment adviser.

**Item 4. Counsel for Issuer and Underwriters.**

Give the name and address of counsel for the issuer in connection with the proposed offering. Furnish similar information as to any counsel for the underwriters.

**Item 5. Events Making Exemption Unavailable.**

State whether or not any event specified in Rule 602(b), (c) or (d) [Reg. §230.602] has occurred which would make an exemption under this regulation unavailable for securities of the issuer in the absence of a waiver by the Commission pursuant to Rule 602(e) [Reg. §230.602].

**Item 6. Jurisdictions in which Securities are to be Offered.**

- (a) List the names of the States and other jurisdictions in which the securities covered by this notification are proposed to be offered through underwriters, dealers or salesmen in such jurisdictions.
- (b) If the offering is to be made by advertisements, mail, telephone or otherwise in States or other jurisdictions other than those listed under (a) above, describe the methods proposed to be employed in making the offering therein and list such States or other jurisdictions to the extent that they are known.

*Note.* No securities shall be offered or sold in any other State or jurisdiction until an amendment to the notification has been filed listing the names of the additional jurisdictions.

**Item 7. Unregistered Securities Issued or Sold Within One Year.**

- (a) As to any unregistered securities issued by the issuer within one year prior to the filing of this notification, state
  - (i) the title and amount of securities issued;
  - (ii) the aggregate offering price or other consideration for which they were issued and the basis for computing the amount thereof; and
  - (iii) the names of the persons or the identity of the class of persons to whom the securities were issued.

- (b) As to any unregistered securities of the issuer which were sold within one year prior to the filing of this notification by or for the account of any person who at the time was a director, officer, or principal security holder of the issuer, or was an underwriter of any securities of such issuer, furnish the information specified in (i) through (iii) of paragraph (a).
- (c) Indicate the section of the Act or rule or regulation of the Commission under which exemption from registration was claimed with respect to such securities and state briefly the facts relied upon for the exemption.

**Item 8. Other Present or Proposed Offerings.**

State whether or not the issuer is presently offering or presently contemplates the offering of any securities, in addition to those covered by this notification. If so, describe fully the present or proposed offering.

**Item 9. Exhibits.**

Four copies of each of the documents specified below shall be filed as exhibits to the notification. List under this item all such documents filed.

- (a) Any indenture or other instruments defining the rights of holders of debt securities to be offered hereunder. If equity securities are to be offered, furnish copies of the provisions of the governing instruments defining the rights of holders of such securities.
- (b) All underwriting contracts relating to the securities to be offered hereunder.
- (c) If any of the securities proposed to be offered hereunder are to be offered for the account of any person other than the issuer, a written statement signed by the issuer representing that the proposed offering will not interfere with any needed financing by the issuer under this regulation.
- (d) The offering circular or if the offering is to be made pursuant to Rule 606 [Reg. §230.606], the statement required by paragraph (a) of that rule and any offering circular to be used in connection with such offering.
- (e) A written consent and certification, signed by each underwriter of the securities proposed to be offered hereunder. All underwriters may, with appropriate modifications, sign the same consent and certification or separate consents and certifications may be signed by any underwriter or group of underwriters. At least one copy of each consent and certification shall be signed manually.
  - “1. The undersigned hereby consents to being named as underwriter in a notification and offering circular filed with the Securities and Exchange Commission by *(name of issuer)* pursuant to Regulation E in connection with a proposed offering of *(title of securities)* to the public.”
  - “2. The undersigned hereby certifies that it furnished the statements and information set forth in such notification and offering circular with respect to the undersigned, its directors and officers or partners, that such statements and information are accurate, complete and fully responsive to the requirements of Form 1-E and Schedule A and do not omit any information required to be stated therein with respect of any of such persons, or necessary to make the statements and information therein with respect to any of them not misleading.”
- 3. If a Preliminary Offering Circular will be distributed as permitted by Rule 605(f), the Consent and Certification by Underwriter shall include the following additional paragraph:

The undersigned hereby undertakes, in connection with any distribution of the Preliminary Offering Circular as permitted by Rule 605(f), (a) to keep an accurate and complete record of the name and address of each person furnished such Preliminary Offering Circular and (b) if such Preliminary Offering Circular is inaccurate or inadequate in any material respect, to furnish a revised Preliminary Offering Circular or an offering circular of the type referred to in Rule 605(f)(4) to all persons to which the securities are to be sold at least 48 hours prior to the mailing of any confirmation of sale to such persons under circumstances that it would normally be received by them 48 hours prior to their receipt of confirmation of the sale.
- (f) If the issuer is a small business investment company as defined in §230.602(a) of this chapter and has not yet obtained a license from the Small Business Administration, copies of any contract or arrangement made to assure that the funds paid in by investors for the securities to be offered will be returned to them in the event such license is not obtained.

**SIGNATURES<sup>1/</sup>**

This notification has been signed in the City of \_\_\_\_\_ State of \_\_\_\_\_  
on \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
(Issuer)

By \_\_\_\_\_  
(Name and Title)

\_\_\_\_\_  
(Selling Security Holder)

**SEC’s Collection of Information**

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. Filing of this Form is mandatory. Sections 3(b) and 3(c) of the Securities Act of 1933 (“1933 Act”) authorizes the Commission to exempt, subject to the terms and conditions prescribed, certain classes of securities from registration under the 1933 Act. Regulation E [17 CFR 230.601 to 230.610a], promulgated pursuant to Sections 3(b) and 3(c) of the 1933 Act and Section 38 of the Investment Company Act of 1940 (“1940 Act”), exempts securities of small business investment companies (“SBICs”) registered as investment companies under the 1940 Act and business development companies (“BDCs”) from registration under the 1933 Act provided certain conditions are met. Rule 604 [17 CFR 230.604] under the 1933 Act requires SBICs and BDCs, when making an offering of securities pursuant to Regulation E, to notify the Commission of the offering by filing Form 1-E [17 CFR 239.200]. The Commission staff uses the information to monitor usage of and compliance with Regulation E. The information collected on Form 1-E is publicly available. Any member of the public may direct to the Commission any comments concerning the accuracy of the burden estimate of this Form and any suggestions for reducing the burden of the Form. This collection of information has been reviewed by the Office of Management and Budget in accordance with the clearance requirements of 44 U.S.C. § 3507.

<sup>1/</sup>The notification shall be signed in accordance with Rule 604 [Reg.§230.604]. At least one copy shall be signed manually by or on behalf of the issuer and each selling security holder. Any copies not manually signed shall bear typed or printed signatures.