

INTRASTATE 1

NY # _____

FILING OF INTRASTATE PROSPECTUS

**TO: ATTORNEY GENERAL OF THE STATE OF NEW YORK
REAL ESTATE FINANCE BUREAU
28 LIBERTY STREET, NEW YORK, NY 10005**

Re: _____
(Name and address of issuer) (Telephone)

The undersigned, being all of the officers, directors and principals of the above issuer, hereby submit to the Attorney General for filing the attached prospectus for its proposed Intrastate Offering of securities. Each of us represents that he or she has carefully read and examined the attached prospectus and the supporting documentation; that the prospectus contains a fair summary of material facts, and does not knowingly omit any material fact or contain any untrue statement of a material fact; that he or she recognizes that these materials are to be used to induce persons to purchase securities in reliance upon the representations contained therein, and authorizes the use of his or her name in the prospectus; and that he or she undertakes to file or cause to be filed all additional reports, documentation and amendments to the prospectus to update it as required by the Office of the Attorney General pursuant to the New York Intrastate Financing Act and the regulations issued thereunder.

For the purpose of updating or amending the prospectus or filing required reports, each of us designates the following person or persons to file such documents on behalf of and as attorney in fact for each of us: (list names and addresses)

1. State amount of offering \$ _____ Type of securities _____

2. Check type of prospectus:
 full prospectus short form prospectus (Intrastate 5)
 "specialized" prospectus other (specify) _____

3. Check category of offering:
 regular offering small offering specialized offering
 offering to a related group other (specify) _____

4. Has Issuer Statement (Form M-11) been filed? Yes No

5. Has a State Notice been filed? Yes No

6. Has a Further State Notice been filed? [] Yes [] No

Signature	Name & Title (please print)	Date
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Where additional space is required use an additional Intrastate 1 Form

Computation of fee: Minimum Fee \$ 25.00

Amount of offering \$ _____ x.005 = \$ _____ Maximum Fee \$1,500.00