

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF SECURITIES

FORM 10-2-1

Application for Registration by Qualification

1. Name of Issuer _____ Phone _____

(Street Address) (City & State) (Zip Code)
2. Name of Applicant _____ Phone _____

(Street Address) (City & State) (Zip Code)
3. Name of Correspondent _____ Phone _____

(Street Address) (City & State) (Zip Code)
4. Agent or Underwriter _____ Phone _____

(Street Address) (City & State) (Zip Code)
5. Transfer Agent _____ Phone _____

(Street Address) (City & State) (Zip Code)
6. Description of Securities to be offered in Utah
 - a. Number of Shares or Units to be offered _____
 - b. Class _____
 - c. Proposed Offering Price per Share or Unit _____
 - d. Amount in Dollars _____
7.
 - a. List the states, other than Utah, in which the issuer or applicant proposes to offer the securities for sale to the public. _____
 - b. List the states in which the securities are eligible for sale to the public.

8. Maximum Commission to be paid _____

9. List the name and residential address of all directors or officers or partners of the issuer or individuals who own of record or beneficially 10% or more of the outstanding shares of any class of equity securities of the issuer.

Name

Address

10. a. Fund Impound Agent _____
(Name and Address of Financial Institution)

- b. Term of Fund Impound _____
(Expressed in months)

11. The issuer's fiscal year ends _____

12. Are there (or have there been) any criminal or civil complaints, or investigations by the SEC, NASD, or other State Securities Department, covering the company or any of its officers or directors? Yes ____ No _____. If answer is yes, explain.

13. The applicant hereby applies for registration of securities under Section 61-1-10 of the Utah Uniform Securities Act and in consideration thereof agrees:

- a. Within ten working days after the expiration of effectiveness of the registration statement, sale of the entire amount of the securities registered in the offering, or termination of the offering, whichever occurs first, the issuer must file with the Division, a list of persons who have purchased or subscribed to the offering, including the residential address of each purchaser, the date of and amount of securities purchased or subscribed to, and the consideration paid by each purchaser or subscriber;
- b. All amendments to the prospectus will be promptly filed with the Division, distributed to purchasers in the offering, and made a part of any prospectus used thereafter;
- c. The Division, market makers and security holders will be promptly notified in writing of any change in the management, purpose, and control of the issuer, or any material or adverse condition affecting the issuer, so long as the registration statement is effective;

- d. Financial statements will be submitted to the Division in accordance with Section R164-10-2(H) of the Utah Administrative Code.

14. The applicant hereby affirms that no material contract, understanding or agreement exists which is not reflected in the registration statement.

State of _____)
) ss.
County of _____)

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

Signature

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

Notary Public

The undersigned directors, officers, partner or partners of the issuer named herein do hereby affirm that they have read this registration statement and all exhibits thereto, and that the contents thereof are true to the best of their knowledge and belief; and further that _____ is hereby authorized to execute this registration statement on behalf of the issuer, and continuing authority is hereby delegated to him or her to file any amendments, supplementary or periodic information thereto as may be applicable or required, pursuant to the Utah Uniform Securities Act, and rules promulgated thereunder.

Signature

Title

