

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

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| OMB APPROVAL | |
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FORM 1-Z

EXIT REPORT UNDER REGULATION A

GENERAL INSTRUCTIONS

- (1) The following information must be provided in the XML-based Form 1-Z available through the EDGAR portal. The format shown below may differ from the electronic version available on EDGAR.
- (2) An issuer filing this Form pursuant to Rule 257(a) must only complete the Preliminary Information and Part I.
- (3) An issuer filing this Form to suspend its duty to file reports under Rule 257(d) must complete the Preliminary Information and Part II. Such issuer must also provide Part I if it has not previously provided the Part I information in a Form 1-K filing.

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PRELIMINARY INFORMATION

Exact name of issuer as specified in the issuer's charter: _____

Address of Principal Executive Offices: _____

Phone: () _____

Commission File Number(s): _____

PART I

Summary Information Regarding the Offering and Proceeds

Date of qualification of the offering statement: _____

Date of commencement of the offering: _____

Amount of securities qualified to be sold in the offering: _____

Amount of securities sold in the offering: _____

Price per security: \$ _____

The portion of aggregate sales attributable to securities sold on behalf of the issuer:
\$ _____

The portion of aggregate sales attributable to securities sold on behalf of selling securityholders:
\$ _____

Fees in connection with this offering and names of service providers:

| | Name of Service Provider | Fees |
|----------------------|--------------------------|----------|
| Underwriters: | _____ | \$ _____ |
| Sales Commissions: | _____ | \$ _____ |
| Finders' Fees: | _____ | \$ _____ |
| Audit: | _____ | \$ _____ |
| Legal: | _____ | \$ _____ |
| Promoters: | _____ | \$ _____ |
| Blue Sky Compliance: | _____ | \$ _____ |

CRD Number of any broker or dealer listed: _____

Net proceeds to the issuer: \$ _____

Clarification of responses (if necessary): _____

PART II
Certification of Suspension of Duty to File Reports

Title of each class of securities covered by this Form _____

Commission File Number(s) _____

Approximate number of holders of record as of the certification date: _____

Pursuant to the requirements of Regulation A, _____ (Name of issuer as specified in charter) certifies that it meets all of the conditions for termination of Regulation A reporting specified in Rule 257(d) and that there are no classes of securities other than those that are the subject of this Form 1-Z regarding which the issuer has Regulation A reporting obligations. _____ (Name of issuer as specified in charter) has caused this certification to be signed on its behalf by the undersigned duly authorized person.

By: _____
Title: _____

Date: _____

Instruction: This Part II of Form 1-Z is required by Rule 257(d) of Regulation A. An officer of the issuer or any other duly authorized person may sign, and must do so by typed signature. The name and title of the person signing the form must be typed or printed under the signature. The signatory to the filing must also manually sign a signature page or other document authenticating, acknowledging or otherwise adopting his or her signature that appears in the filing. Such document must be executed before or at the time the filing is made and must be retained by the issuer for a period of five years. Upon request, the issuer must furnish to the Commission or its staff a copy of any or all documents retained pursuant to this instruction.