

Appendix III-1

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-17

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

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(Exact name of registrant as specified in charter)

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(State or other jurisdiction of  
incorporation or organization)

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(I.R.S. Employer  
Identification No.)

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(Address of principal executive offices)

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Zip Code

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(Name and address of agent for service)

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(Approximate date of commencement of proposed sale to the public)

CALCULATION OF REGISTRATION FEE

<u>Title of each class of secur- ities to be registered</u>	<u>Amount to be Registered</u>	<u>Market value per unit</u>	<u>Aggregate market value</u>	<u>Amount of Registration Fee</u>
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Instruction for Calculation of Registration Fee: The registration fee shall be determined on the basis of the aggregate market value of the securities to be registered as determined from transactions or quotations on a specified date within 15 days prior to the date of the filing of the registration statement.

## GENERAL INSTRUCTIONS

### A. Rule as to Use of Form S-17

Form S-17 may be used to register the securities of an issuer on the Commission's Rule 164 Qualified List when the offering is to be made:

- (1) On behalf of a person or persons other than the issuer, and the delivery of prospectuses is effected in accordance with Rule 153; or
- (2) Pursuant to Rule 427(c); or
- (3) To holders of the convertible securities of an affiliate of the registrant, and the registered security is the security that such holders are entitled to receive upon conversion.

### B. Application of General Rules and Regulations

Attention is directed to the General Rules and Regulations under the Act, particularly those comprising Regulation C. That regulation contains general requirements regarding the preparation and filing of the registration statement. Rules 405 and 439 should be especially noted. Notwithstanding Rules 404(c) and 421(c), no table of contents or cross-reference sheet need be included in the prospectus.

### C. Documents Comprising Registration Statement

The registration statement shall consist of the facing sheet of the form, a prospectus containing the information called for by Part I of the undertaking specified in Part II, signatures, consents of experts, exhibits, and any other information or documents filed as part of the registration statement.

## PART I. INFORMATION REQUIRED IN PROSPECTUS

### Item 1. Identity of the Issuer

Name the issuer.

Item 2. Identity of the Security

Identify the registered security.

Item 3. Selling Security Holders

If the offering is to be made on behalf of a person or persons other than the issuer, name each such person, state his address, the amount of the registered security beneficially owned by him, the amount to be offered for his account, and the amount he will own beneficially after the offering. If any such person is an affiliate of the issuer, describe the nature of such affiliation.

Item 4. Documents Previously Filed with the Commission and Incorporated by Reference

Incorporate by reference the registrant's:

(a) Most recent annual report to the Commission or if registrant has not yet been required to file an annual report with the Commission, then registrant's registration statement on Form 10 or 12;

(b) Proxy or information statement used in connection with the last annual meeting of its stockholders together with any proxy or information statement or statements used in connection with subsequent special meetings; and

(c) Parts I, II and IV of current reports on Form 7-Q or 10-Q filed since the end of the latest fiscal year.

Item 5. Additional Information

(a) Disclose any material adverse change in the registrant's affairs subsequent to the filing of its last annual report to the Commission or, if registrant has not yet been required to file an annual report with the Commission, subsequent to the filing of its registration statement on Form 10 or 12. This item is inapplicable if adequate disclosure of such material adverse change has been made in any document filed with the Commission and incorporated by reference.

(b) Name the exchange or exchanges at which copies of the incorporated reports are available, and state that such copies can be obtained from the Commission upon payment of prescribed charges.

## PART II. INFORMATION NOT REQUIRED IN THE PROSPECTUS

Undertaking

Include an undertaking in substantially the following form:

The registrant undertakes to file a post-effective amendment or amendments to this registration statement incorporating by reference into the prospectus each annual report and Parts I, III and IV of each current report on Form 7-Q or 10-Q filed subsequent to the effective date of the registration statement. For the purposes of determining liabilities under the Securities Act of 1933, the effective date of each such amendment shall be deemed the effective date of the registration statement with respect to securities sold after such amendment shall have become effective. The undertaking to file post-effective amendments shall terminate when all the securities registered by this registration statement have been sold to the public or the offering terminated and such securities as have not been sold to the public deregistered.

Exhibits

Subject to the rules regarding incorporation by reference, the following exhibits shall be filed as a part of the registration statement: the registrant's charter and bylaws or instruments corresponding thereto, all amendments thereto, and all instruments defining or limiting the rights of holders of the registered securities.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of \_\_\_\_\_, State of \_\_\_\_\_ on \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
(Registrant)

By \_\_\_\_\_  
(Signature and Title)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Date)

Instructions. 1. The registration statement shall be signed by the registrant, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and by at least the majority of the board of directors or persons performing similar functions. If the registrant is a foreign person, the registration statement shall also be signed by its authorized representative in the United States.

2. The name of each person who signs the registration statement shall be typed or printed beneath his signature. Any person who occupies more than one of the specified positions shall indicate each capacity in which he signs the registration statement.