

**OFFICE OF THRIFT SUPERVISION
Form G-12 Securities Sales Report
Pursuant to 12 C.F.R. §563g.12**

PAPERWORK REDUCTION ACT STATEMENT

Public reporting burden for this collection of Information is estimated to average 24 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. If a valid OMB Control Number does not appear on this form, you are not required to complete this form. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to Corporate and Securities Division, Office of Chief Counsel, Office of Thrift Supervision, 1700 G Street NW, Washington, DC 20552; and to the Office of Management and Budget, Paperwork Reduction Project (1550-0033), Washington, DC 20503.

Report for period ending

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Office of Thrift Supervision
 1700 G Street, N.W.
 Washington, D.C. 20552

Form G-12 Securities Sales Report
 Pursuant to 12 C.F.R. §563g.12

Indicate whether the report is:

an initial report

an amendment *

or a final report

*amendment no. _____

1. Name of issuer or successor:
 Address:

Telephone no.:

2. OTS Docket No.

3. Indicate whether the offering is: registered on Form OC or an exempt non-public offering . If registered, provide the effective date:

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4. State the term of the offering period: From:

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To:

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If both dates cannot be provided, please explain:

5. Is the issuer in organization: Yes No . If yes, provide the following dates:

OTS approval of application for charter and/or insurance of accounts:

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OTS final certification of insurance of accounts:

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6. State the title, number, per-unit offering price, and the aggregate offering price of the securities sold.

TITLE OF SECURITIES	NUMBER	PER UNIT OFFERING PRICE	AGGREGATE

7. Furnish a reasonably itemized statement of all expenses for the issuance and distribution of the securities; including any discounts, commissions, and fees. Place an "X" in the box to the left of any amount given that is an estimate.

OFFERING EXPENSES	AMOUNT	OFFERING EXPENSES	AMOUNT
1) UNDERWRITING	<input type="checkbox"/>	7) STATE FEES	<input type="checkbox"/>
2) PRINTING	<input type="checkbox"/>	8) ADVERTISING	<input type="checkbox"/>
3) LEGAL	<input type="checkbox"/>	9)	<input type="checkbox"/>
4) ACCOUNTING	<input type="checkbox"/>	10)	<input type="checkbox"/>
5) ESCROW AGENT FEES	<input type="checkbox"/>	11)	<input type="checkbox"/>
6) TRANSFER AGENT FEES	<input type="checkbox"/>	12) OTHER EXPENSES	<input type="checkbox"/>
		AGGREGATE ►	<input type="checkbox"/>
		PER UNIT AMOUNT ►	<input type="checkbox"/>

8. State the aggregate and per-unit dollar amounts of the net proceeds raised, after deducting the amount of offering expenses shown in the above item.

NET PROCEEDS	
AGGREGATE	PER UNIT DOLLAR AMOUNT

9. Describe the use of proceeds. If unknown, provide reasonable estimates of the dollar amount allocated to each purpose for which the proceeds will be used. Place an "X" in the box to the left of any amount given that is an estimate. Does the use of proceeds represent a material change in the use of proceeds described in the offering material?: Yes No . If yes, explain briefly below.

Description and any explanation:

PURPOSE	AMOUNT	PURPOSE	AMOUNT
1) <input type="checkbox"/>		6) <input type="checkbox"/>	
2) <input type="checkbox"/>		7) <input type="checkbox"/>	
3) <input type="checkbox"/>		8) <input type="checkbox"/>	
4) <input type="checkbox"/>		9) <input type="checkbox"/>	
5) <input type="checkbox"/>		10) <input type="checkbox"/>	
TOTAL ▶			<input type="checkbox"/>

10. State the number of purchasers of each class of securities sold. Upon the close or termination of the offering, also state the number of owners of record of each class of securities sold and of each class of the issuer's outstanding equity securities.

CLASS OF SECURITIES	NUMBER OF PURCHASERS	NUMBER OF OWNERS OF RECORD

11. For a non-public offering, state the exemption(s) relied on: §563g.3(c) , §563g.3(e) , §563g.4(a) , §563g.4(b) .

Also, state the factual and legal grounds for the exemption claimed. If relying on § 563g.4(a), also state the relevant rule under Regulation D relied upon, the number of accredited investors, and the number of non-accredited investors.

12. For a non-public offering, all offering materials used should be listed.

13. Person to contact and telephone number.

14.

The issuer has duly caused this securities sale report to be signed on it behalf by the undersigned person.

Issuer: _____

Signature _____ Date: _____

Name: _____

(Please print the name of the signing representative)

Title: _____

(Please print the title of the signing representative)

Instruction: Ten copies of the securities sale report should be filed, including two copies manually signed, as required under 12 C.F.R §563g.5.

★ ATTENTION ★

Intentional misstatements or omissions of fact constitute violations of Federal law (18 U.S.C. §1001 and 12 C.F.R. §563.18(b)).

CONTINUATION SHEET

ITEM NO.	ANSWER