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<http://www.nasaa.org>

(This document is 27 pages in length.)

SCOR FORM U-7
DISCLOSURE STATEMENT & QUESTIONNAIRE

Exact name of Company as set forth in Charter

Type of securities offered: Common Stock

Maximum number of securities offered: Shares

Minimum number of securities offered: Shares

Price per security: \$ 5.00

Total proceeds: If maximum sold: \$

If minimum sold: \$

(For Use of Proceeds and Offering Expenses, see Questions Nos. 9 and 10.)

Is a commissioned selling agent selling the securities in this offering? Yes No

If yes, what percent is commission of price to public?

Is there compensation to selling agents? Yes No

Is there a finders' fee or similar payment to any person? Yes No (See question 22.)

Is there an escrow of proceeds until minimum is obtained? Yes No

Is this offering limited to members of a special group, such as employees of the Company or individuals? (See Question 25.) Yes No

Is transfer of the securities restricted? (See Question 25.) Yes No

INVESTMENT IN SMALL BUSINESSES INVOLVES A HIGH DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. SEE QUESTION NO. 2 FOR THE RISK FACTORS THAT MANAGEMENT BELIEVES PRESENT THE MOST SUBSTANTIAL RISKS TO AN INVESTOR IN THIS OFFERING.

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED OR APPROVED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THESE AUTHORITIES HAVE NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This company: (Check at least one, as appropriate.)

- Has never conducted operations**
- Is in the development stage**
- Is currently conducting operations**
- Has shown a profit in the last fiscal year**
- Other (specify)**

This offering has been registered for offer and sale in the following states:

NOTE: THIS SMALL CORPORATE OFFERING REGISTRATION FORM U-7 IS IN QUESTION AND ANSWER FORMAT. THESE QUESTIONS AND ANSWERS ARE ORGANIZED UNDER GENERAL TOPIC HEADINGS. THIS DOCUMENT IS SUPPLIED AS AN AIDE TO UNDERSTANDING THE QUESTIONS THAT NEED TO BE ANSWERED IN SCOR OFFERINGS. THIS DOCUMENT DOES NOT CONSTITUTE LEGAL ADVICE AND ANY PERSON OR PERSONS DESIRING TO FILE SCOR OFFERINGS SHOULD SEEK COMPETENT LEGAL AND ACCOUNTING ADVICE PRIOR TO DOING SO.

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THIS OFFERING CIRCULAR CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING THIS OFFERING, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS OFFERING CIRCULAR.

THIS DISCLOSURE DOCUMENT, TOGETHER WITH FINANCIAL STATEMENTS AND OTHER ATTACHMENTS, CONSISTS OF _____ PAGES.

THE COMPANY

QUESTION 1

Exact corporate name:

State and date of incorporation:

Incorporated in the State of _____ on _____.

Street address of principal office:

Company telephone number: () -

Fiscal year: January 1 Through December 31

Person to contact at Company with respect to offering:

Description of Business:

RISK FACTORS

QUESTION 2

List in the order of importance the factors which the Company considers to be the most substantial risks to an investor in this offering in view of all facts and circumstances or which otherwise make the offering one of high risk or speculative (i.e., those factors which constitute the greatest threat that the investment will be lost in whole or in part, or not provide an adequate return).

Dependence on Key Executives

The Company's future success depends in significant part upon the continued service of its key executives. Competition for such personnel is intense and there can be no assurance that the Company will retain its key executives and managers or that it can retain other highly-qualified personnel in the future. The loss of any of its key executives could have a material adverse effect upon the Company's business, operating results, and financial condition. The Company has employment contracts with Mr. _____ and Ms. _____. The Company does not currently maintain key man life insurance on these individuals, but it plans to obtain such insurance subject to the availability of funds.

The Company will be largely dependent upon the ability of its officers to identify regional locations with potential for commercial appeal, to accurately estimate the cost of producing such store projects, to administer the production of such projects, to allocate appropriate amounts for the operation of such projects, and to successfully exploit the services resulting from such projects to their maximum potential. While management has substantial experience in the marketing industry and corporate management, the Company has no operating history.

Determination of Offering Price

The offering price of the shares has been arbitrarily determined by the Company and does not bear any relationship to book value, assets, earnings, or any other accepted criterion of value. The offering price should not be regarded as an indication of any future market price of the securities offered hereby. Recent private sales of the Company's Common Stock were at less than the offering price.

Uncertainty of Market Acceptance

The Company has not commenced marketing activities, and management currently has limited marketing experience in the field of retail video/CD-ROM sales. Achieving market acceptance for the Company's retail concept will require substantial marketing efforts and expenditures of significant funds to inform potential customers of the distinctive characteristics and benefits of the Company's concept. There can be no assurance that there will be broad appeal for the Company's concept and/or inventory of products.

No Operating History

The Company is newly formed and has no operating history upon which to base an evaluation of the merits of making an investment in the Company. The Company will likely face competition with other companies which may be better capitalized and better established in the instructional multimedia industry.

Illiquidity - Lack of Market for Common Stock

At the present time there is no public market for the common stock offered hereby and there can be no assurance that such a market can be developed and, if developed, sustained. Accordingly, purchasers of the securities offered hereby may not be able to resell any of them should they need to do so in an emergency or otherwise wish to do so.

Competition

Management anticipates that if the Company's concept proves to be successful, the Company will likely face intense competition from well-financed, national retail chains utilizing similar sales and marketing strategies.

Limited Working Capital

The Company is dependent on the proceeds of this offering in order to initiate commercialization of its services and commence its operations. Accordingly, it may not be possible for management to operate or maintain the Company's operations adequately without additional working capital. If additional funds are required, there is no assurance that such funds will be available.

Risks of Low-Priced Stocks

There is currently no public market for the Company's Common Stock, and no assurance that one will develop after completion of this offering. Neither the Company nor any broker or dealer is under obligation to create a secondary market in the shares of Common Stock offered hereby.

The Securities and Exchange Commission (the "SEC" or "Commission") has adopted regulations which define a "penny stock" to be an equity security that has a market price (as therein defined) of less than \$5.00 per share subject to certain exceptions. Trading in penny stocks is subject to more restrictions than trading in other equity securities. If the Common Stock offered hereby trades at less than \$5.00 per share after the completion of this offering, it will probably be considered a penny stock. In that event, it will be more difficult for a trading market in the Common Stock to develop or, if developed, to be sustained.

Non-Registration in Certain Jurisdictions

The securities offered hereby are registered only in the states indicated in this Disclosure Document and are being sold pursuant to an exemption from registration under the U.S. Securities Act of 1933, as amended. These securities are not registered in any other states and transfers to residents of other states must be made pursuant to registration or an exemption from registration in the transferee's state.

"Best Efforts" Offering.

The offering of the Company's shares is being conducted on a "best-efforts" basis. No underwriter, placement agent, or other person has contracted with the Company to purchase or sell all, or a portion of, the securities offered hereby and there is no assurance that the Company can sell all or any of the securities.

No Payment of Dividends

The Company has not paid any dividends and does not anticipate that dividends will be paid in the foreseeable future.

Dilution

This offering involves immediate substantial dilution of the book value of the Common Stock offered hereby from the offering price of \$6.00 per share. Such dilution will be \$3.71 per share if the maximum number of shares offered hereby are sold. In addition, upon the sale of the maximum number of shares offered hereby, the purchasers will have invested \$960,000, will have assumed virtually all of the financial risks through purchase of the shares, and will own 40 percent of the outstanding shares of Common Stock of the Company, while the present shareholders will have invested only \$240 and will own 60 percent of the outstanding shares of Common Stock of the Company.

NOTE: IN ADDITION TO THE ABOVE RISKS, BUSINESSES ARE OFTEN SUBJECT TO RISKS NOT FORESEEN OR FULLY APPRECIATED BY MANAGEMENT. IN REVIEWING THIS OFFERING CIRCULAR POTENTIAL INVESTORS SHOULD KEEP IN MIND OTHER POSSIBLE RISKS THAT COULD BE IMPORTANT.

BUSINESS AND PROPERTIES

QUESTION 3

With respect to the business of the Company and its properties:

QUESTION 3A

Description of the business

Describe in detail what business the Company does and proposes to do, including what products or goods are or will be produced or services that are or will be rendered.

QUESTION 3B

Means of production or stage of product development

Describe how these products or services are to be produced or rendered and how and when the Company intends to carry out its activities. If the Company plans to offer a new product(s), state the present stage of development, including whether or not a working prototype(s) is in existence. Indicate if completion of development of the product would require a material amount of the resources of the Company, and the estimated amount. If the Company is or is expected to be dependent upon one or a limited number of suppliers for essential raw materials, energy or other items, describe. Describe any major existing supply contracts.

QUESTION 3C

Description of the industry and competition

Describe the industry in which the Company is selling or expects to sell its products or services, and, where applicable, any recognized trends within that industry. Describe that part of the industry and the geographic area in which the business competes or will compete.

Indicate whether competition is or is expected to be by price, service, or other basis. Indicate (by attached table, if appropriate) the current or anticipated prices or price ranges for the Company's products or services, or the formula for determining prices, and how these prices compare with those of competitors' products or services, including a description of any variations in the product or service features. Name the principal competitors that the company has or expects to have in its area of competition. Indicate the relative size and financial and market strengths of the Company's competitors in the area of competition in which the company is or will be operating. State why the Company believes it can effectively compete with these and other companies in its area of competition.

QUESTION 3D

Marketing strategy and major customers

Describe specifically the marketing strategies the Company is employing or will employ in penetrating its market or in developing a new market. Set forth in response to Question 4 below the timing and size of the results of this effort which will be necessary in order for the Company to be profitable. Indicate how and by whom its products or services are or will be marketed (such as by advertising, personal contact by sales representatives, etc.), how its marketing structure operates or will operate and the basis of its marketing approach, including any market studies. Name any customers that account for, or based upon existing orders will account for, a major portion (20% or more) of the Company's sales. Describe any major existing sales contracts.

QUESTION 3E

Impact of backlog

State the backlog of written firm orders for products and/or services as of a recent date (within the last 90 days) and compare it with the backlog of a year ago from that date.

Explain the reason for significant variations between the two figures, if any. Indicate what types and amounts of orders are included in the backlog figures. State the size of typical orders. If the Company's sales are seasonal or cyclical, explain.

QUESTION 3F

Number and type of employees

State the number of the Company's present employees and the number of employees it anticipates it will have within the next 12 months. Also, indicate the number by type of employee (i.e., clerical, operations, administrative, etc.) the Company will use, whether or not any of them are subject to collective bargaining agreements, and the expiration date(s) of any collective bargaining agreement(s). If the Company's employees are on strike, or have been in the past three years, or are threatening to strike, describe the dispute. Indicate any supplemental benefits or incentive arrangements the Company has or will have with its employees.

QUESTION 3G

Description of properties owned or to be acquired

Describe generally the principal properties (such as real estate, plant and equipment, patents, etc.) that the Company owns, indicating also what properties it leases and a summary of the terms under those leases, including the amount of payments, expiration dates, and the terms of any renewal options. Indicate what properties the Company intends to acquire in the immediate future, the cost of such acquisitions and the sources of financing it expects to use in obtaining these properties, whether by purchase, lease, or otherwise.

QUESTION 3H

Dependence on intellectual property

Indicate the extent to which the Company's operations depend or are expected to depend upon patents, copyrights, trade secrets, know-how or other proprietary information and the steps undertaken to secure and protect this intellectual property, including any use of confidentiality agreements, covenants-not-to-compete and the like. Summarize the principal terms and expiration dates of any significant license agreements. Indicate the amounts expended by the Company for research and development during the last fiscal year, the amount expected to be spent this year, and what percentage of revenues research and development expenditures were for the last fiscal year.

QUESTION 3I

Nature and impact of governmental regulation

If the Company's business, products, or properties are subject to material regulation (including environmental regulation) by federal, state, or local governmental agencies, indicate the nature and extent of regulation and its effects or potential effects upon the Company.

QUESTION 3J

Description of subsidiaries

State the names of any subsidiaries of the Company, their business purposes, and ownership, and indicate which are included in the Financial Statements attached hereto. If not included, or if included but not consolidated, please explain.

QUESTION 3K
Corporate history

Summarize the material events in the development of the Company (including any material mergers or acquisitions) during the past five years, or for whatever lesser period the Company has been in existence. Discuss any pending or anticipated mergers, acquisitions, spin-offs, or recapitalization. If the Company has recently undergone a stock split, stock dividend, or recapitalization in anticipation of this offering, describe (and adjust historical per share figures elsewhere in this offering circular accordingly).

MILESTONES

QUESTION 4A
Strategy to achieve profitability

If the Company was not profitable during its last fiscal year, list below in chronological order the events which in management's opinion must or should occur or the milestones which in management's opinion the Company must or should reach in order for the company to become profitable, and indicate the expected manner of occurrence or the expected method by which the Company will achieve the milestones.

QUESTION 4B
Impact of delayed or failed milestones

State the probable consequences to the Company of delays in achieving each of the events or milestones within the above time schedule, and particularly the effect of any delays upon the Company's liquidity in view of the Company's then anticipated level of operating costs (See Questions 11 and 12).

NOTE: AFTER REVIEWING THE NATURE AND TIMING OF EACH EVENT OR MILESTONE, POTENTIAL INVESTORS SHOULD REFLECT UPON WHETHER ACHIEVEMENT OF EACH WITHIN THE ESTIMATED TIME FRAME IS REALISTIC AND SHOULD ASSESS THE CONSEQUENCES OF DELAYS OR FAILURE OF ACHIEVEMENT IN MAKING AN INVESTMENT DECISION.

OFFERING PRICE FACTORS

If the securities offered are common stock or are exercisable for or convertible into common stock, the following factors may be relevant to the price at which the securities are being offered.

QUESTION 5
Earnings per share

What were net, after tax earnings for the last fiscal year? (If losses, show in parentheses.)

QUESTION 6
Price/earnings multiple

If the Company had profits, show offering price as a multiple of earnings. Adjust to reflect for any stock splits or recapitalization, and use conversion or exercise price in lieu of offering price, if applicable.

QUESTION 7A

What is the net tangible book value of the Company? (If deficit, show in parenthesis.) For this purpose, net tangible book value means total assets (exclusive of copyrights, patents, goodwill, research, and development costs and similar intangible items) minus total liabilities.

If the net tangible book value per share is substantially less than this offering (or exercise or conversion) price per share, explain the reasons for the variation.

QUESTION 7B

State the dates on which the Company sold or otherwise issued securities during the last 12 months, the amount of such securities sold, the number of persons to whom they were sold, any relationship of such persons to the Company at the time of sale, the price at which they were sold, and, if not sold for cash, a concise description of the consideration. (Exclude bank debt.)

QUESTION 8A

What percentage of the outstanding shares of the Company will the investors in this offering have? Assume exercise of outstanding options, warrants or rights and conversion of convertible securities, if the respective exercise or conversion prices are at or less than the offering price. Also assume exercise of any options, warrants, or rights and conversions of any convertible securities offered in this offering.

If the maximum is sold:

If the minimum is sold: less than

QUESTION 8B

What post-offering value is management implicitly attributing to the entire Company by establishing the price per security set forth on the cover page (or exercise or conversion price if common stock is not offered?) (Total outstanding shares after offering times offering price, or exercise or conversion price if common stock is not offered.) (For above purposes, assume outstanding options are exercised in determining "shares" if the exercise prices are at or less than the offering price. All convertible securities, including outstanding convertible securities, shall be assumed converted and any options, warrants, or rights in this offering shall be assumed exercised.)

***These values assume that the Company's capital structure would be changed to reflect any conversions of outstanding convertible securities and any use of outstanding securities as payment in the exercise of outstanding options, warrants, or rights included in the calculation. The type and amount of convertible or other securities thus eliminated would be: . These values also assume an increase in cash in the Company by the amount of any cash payments that would be made upon cash exercise of options, warrants, or rights included in the calculations. The amount of such cash would be \$.**

NOTE: AFTER REVIEWING THE ABOVE, POTENTIAL INVESTORS SHOULD CONSIDER WHETHER OR NOT THE OFFERING PRICE (OR EXERCISE OR CONVERSION PRICE, IF APPLICABLE) FOR THE SECURITIES IS APPROPRIATE AT THE PRESENT STAGE OF THE COMPANY'S DEVELOPMENT.

USE OF PROCEEDS

QUESTION 9A
Use of Proceeds table

The following table sets for the use of the proceeds from this offering

USE OF PROCEEDS				
	If Minimum Sold		If Maximum Sold	
	Amount	%	Amount	%
Total Proceeds	100	100	100	100
Less: Offering Expenses				
Commissions and Finders Fees				
Legal and Accounting				
Copying and Advertising				
Consultants				
Net Proceeds from Offering				
Use of Net Proceeds				
Advertising Products				
Manufacturing space				
Microchip development				
Develop additional bolt-on kits				
Purchase cutting tools				
Inventory expansion				
Total Use of Proceeds				

QUESTION 9B
Allocations prioritized

If there is no minimum amount of proceeds that must be raised before the Company may use the proceeds of the offering, describe the order of priority in which the proceeds set forth above in the column "If Maximum Sold" will be used.

NOTE: AFTER REVIEWING THE PORTION OF THE OFFERING ALLOCATED TO THE PAYMENT OF OFFERING EXPENSES, AND TO THE IMMEDIATE PAYMENT TO MANAGEMENT AND PROMOTERS OF ANY FEES, REIMBURSEMENTS, PAST SALARIES OR SIMILAR PAYMENTS, A POTENTIAL INVESTOR SHOULD CONSIDER WHETHER THE REMAINING PORTION OF HIS INVESTMENT, WHICH WOULD BE THAT PART AVAILABLE FOR FUTURE DEVELOPMENT OF THE COMPANY'S BUSINESS AND OPERATIONS, WOULD BE ADEQUATE.

QUESTION 10A
Other sources of funds

If material amounts of funds from sources other than this offering are to be used in conjunction with the proceeds from this offering, state the amounts and sources of such other funds, and whether funds are firm or contingent. If contingent, explain.

QUESTION 10B
Repayment of debt

If any material part of the proceeds is to be used to discharge indebtedness, describe the terms of such indebtedness, including interest rates. If the indebtedness to be discharged was incurred within the current or previous fiscal year, describe the use of proceeds of such indebtedness.

QUESTION 10C
Acquisition of assets

If any material amount of proceeds is to be used to acquire assets, other than in the ordinary course of business, briefly describe and state the cost of the assets and other material terms of the acquisitions. If the assets are to be acquired from officers, directors, employees, or principal stockholders of the company or their associates, give the names of the person from whom the assets are to be acquired and set forth the cost to the Company, the method followed in determining the cost, and any profit to such persons.

QUESTION 10D
Reimbursement of insiders

If any amount of the proceeds is to be used to reimburse any officer, director, employee, or stockholder for services already rendered, assets previously transferred, or moneys loaned or advanced, or otherwise, explain.

QUESTION 11
Cash flow requirements

Indicate whether the Company is having or anticipates having within the next 12 months any cash flow or liquidity problems and whether or not it is in default or in breach of any note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments. Indicate if a significant amount of the Company's trade payables have not been paid within the stated trade term. State whether the Company is subject to any unsatisfied judgments, liens, or settlement obligations and the amounts thereof. Indicate the Company's plans to resolve any such problems.

QUESTION 12
Sufficiency of offering proceeds

Indicate whether proceeds from this offering will satisfy the Company's cash requirements for the next 12 months, and whether it will be necessary to raise additional funds. State the source of additional funds, if known.

CAPITALIZATION

QUESTION 13

Indicate the capitalization of the Company as of the most recent balance sheet date (adjusted to reflect any subsequent stock splits, stock dividends, recapitalization or refinancings) and as adjusted to reflect the sale of the minimum and maximum amount of securities in this offering and the use of the net proceeds therefrom:

	Amount Outstanding	
	As Adjusted	
	Minimum	Maximum
As of		
Debt:		
Short-term debt (average interest rate 0%)		
Long-term debt (average interest rate 8%)		
Total Debt		
Stockholders equity (deficit):		
Preferred stock - par or stated value (by class of preferred in order of preferences)		
Common stock--par or stated value		
Additional paid in capital		
Retained earnings (deficit)		
Total stockholders equity (deficit)		
Total Capitalization		

Number of preferred shares authorized to be outstanding:		
Class of Preferred	Number of Shares Authorized	Par Value Per Share
		\$
		\$
		\$

Number of common shares authorized: _____ shares. Par or stated value per share, if any: \$ _____
 Number of common shares reserved to meet conversion requirements or for the issuance upon exercise of options, warrants, or rights: _____ shares.

DESCRIPTION OF SECURITIES

QUESTION 14

TYPE OF SECURITIES OFFERED

The securities being offered hereby are:

- Common Stock
- Preferred or Preference Stock
- Notes or Debentures
- Units of two or more types of securities, composed of:

- Other:

QUESTION 15

Special rights

These securities have: (yes or no):

- Yes No Cumulative voting rights
- Yes No Other special voting rights
- Yes No Preemptive rights to purchase in new issues of shares
- Yes No Preference as to dividends or interest
- Yes No Preference upon liquidation
- Yes No Other special rights or preferences (specify).

QUESTION 16

Convertible Securities

Are the securities convertible?

- Yes No.

If so, state conversion or formula.

Date when conversion becomes effective:

QUESTION 17(a)(1)

Interest rates

If securities are notes or other types of debt securities:

What is the interest rate?

QUESTION 17(a)(2)

Serial maturity dates

What is the maturity date?

If serial maturity dates, describe:

QUESTION 17(a)(3)

Sinking fund

Is there a mandatory sinking fund? Yes No

Describe:

QUESTION 17(a)(4)

Trust indentures

Is there a trust indenture? Yes No

Name, address and telephone number of trustee:

Name:

Address:
City, State Zip
Telephone No. () -

QUESTION 17(a)(5)

Terms of call or redemption rights

Are the securities callable or subject to redemption? Yes No

Describe, including redemption prices:

QUESTION 17(a)(6)

Collateralized securities

Are the securities collateralized by real or personal property?

Real Property Personal Property

QUESTION 17(a)(7)

Subordinated securities

If these securities are subordinated in right of payment of interest or principal, explain the terms of such subordination.

How much currently outstanding indebtedness of the Company is senior to the securities in right of payment of interest or principal?

How much indebtedness shares in right of payment on an equivalent (Pari Passu) basis?

How much indebtedness is junior (subordinated) to the securities?

QUESTION 17B

Debt service coverage: Earnings to Fixed charges

If notes or other types of debt securities are being offered and the Company had earnings during its last fiscal year, show the ratio of earnings to fixed charges on an actual and pro forma basis for that fiscal year. "Earnings" means pretax income from continuing operations plus fixed charges and capitalized interest. "Fixed Charges" means interest (including capitalized interest), amortization of debt discount, premium and expense, preferred stock dividend requirements of majority owned subsidiary, and such portion of rental expense as can be demonstrated to be representative of the interest factor in the particular case. The pro forma ratio of earnings to fixed charges should include incremental interest expense as a result of the offering of the notes or other debt securities.

NOTE: CARE SHOULD BE EXERCISED IN INTERPRETING THE SIGNIFICANCE OF THE RATIO OF EARNINGS TO FIXED CHARGES AS A MEASURE OF THE "COVERAGE" OF DEBT SERVICE, AS THE EXISTENCE OF EARNINGS DOES NOT NECESSARILY MEAN THAT THE COMPANY'S LIQUIDITY AT ANY GIVEN TIME WILL PERMIT PAYMENT OF DEBT SERVICE REQUIREMENTS TO BE TIMELY MADE SEE QUESTION NOS. 11 AND 12. SEE ALSO THE FINANCIAL STATEMENTS AND ESPECIALLY THE STATEMENT OF CASH FLOWS.

QUESTION 18

Description of preferred stock

If securities are Preference or Preferred stock:

Are unpaid dividends cumulative? Yes No

Are securities callable? Yes No

Explain:

QUESTION 19

Restrictions on payment of dividends

If securities are capital stock of any type, indicate restrictions on dividends under loan or other financing arrangements or otherwise.

QUESTION 20

Dividend Coverage

Current amount of assets available for payment of dividends (if deficit must be first made up show deficit in parenthesis):

PLAN OF DISTRIBUTION

QUESTION 21

Identity of selling agent

The selling agents (that is, the persons selling the securities as agent for the Company for a commission or other compensation) in this offering are: (Name, address, telephone number).

Name:
Address:
City, State Zip
Telephone No. () -

QUESTION 22

Compensation

Describe any compensation to selling agents or finders, including cash, securities, contracts or other consideration, in addition to the cash commission set forth as a percent of the offering price on the cover page of this Offering Circular. Also indicate whether the Company will indemnify the selling agents or finders against liabilities under the securities laws. ("Finders" are persons who for compensation act as intermediaries in obtaining selling agents or otherwise making introductions in furtherance of this offering.)

QUESTION 23

Material relationships with the company

Describe any material relationships between any of the selling agents or finders and the Company or its management.

NOTE: AFTER REVIEWING THE AMOUNT OF COMPENSATION TO THE SELLING AGENTS OR FINDERS FOR SELLING THE SECURITIES, AND THE NATURE OF ANY RELATIONSHIP BETWEEN THE SELLING AGENTS OR FINDERS AND THE COMPANY, A POTENTIAL INVESTOR SHOULD ASSESS THE EXTENT TO WHICH IT MAY BE INAPPROPRIATE TO RELY UPON ANY RECOMMENDATION BY THE SELLING AGENTS OR FINDERS TO BUY THE SECURITIES.

QUESTION 24

Offers by company personnel

If this offering is not being made through selling agents, the names of persons at the Company through which this offering is being made:

Name:

Address:
City, State Zip
Telephone No. () -

QUESTION 25

Offering limitation and or resale restrictions

If this offering is limited to a special group, such as employees of the Company, or is limited to a certain number of individuals (as required to qualify under Subchapter S of the Internal Revenue Code) or is subject to any other limitations, describe the limitations and any restrictions on resale that apply.

Will the certificates bear a legend notifying holders of such restrictions?

Yes No

QUESTION 26(a)

Terms of escrow

Name, address, and telephone number of independent bank or savings and loan association or other similar depository institution acting as escrow agent if proceeds are escrowed until minimum proceeds are raised.

Name:
Address:
City, State Zip
Telephone No. () -

QUESTION 26(b)

Date at which funds will be returned by escrow agent if minimum proceeds are not raised. Will interest on proceeds during escrow period be paid to investors?

Yes No

QUESTION 27

Resale restrictions on outstanding shares

Explain the nature of any resale restrictions on presently outstanding shares, and when those restrictions will terminate, if this can be determined.

NOTE: EQUITY INVESTORS SHOULD BE AWARE THAT UNLESS THE COMPANY IS ABLE TO COMPLETE A FURTHER PUBLIC OFFERING OR THE COMPANY IS ABLE TO BE SOLD FOR CASH OR MERGED WITH A PUBLIC COMPANY THAT THEIR INVESTMENT IN THE COMPANY MAY BE ILLIQUID INDEFINITELY.

DIVIDENDS, DISTRIBUTIONS, AND REDEMPTIONS

QUESTION 28

If the Company has within the last five years paid dividends, made distributions upon its stock or redeemed any securities, explain how much and when.

OFFICERS AND KEY PERSONNEL OF THE COMPANY

QUESTION 29

Chief Executive Officer:

Name:

Age:

Title:

Office Street Address:

Telephone No.: () -

Names of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Education (degrees, schools, and dates):

Also a Director of the Company?

Yes No

Indicate amount of time to be spent on Company matters if less than full time:

QUESTION 30

Chief Operating Officer:

Name:

Age:

Title:

Office Street Address:

Telephone No.: () -

Names of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Education (degrees, schools, and dates):

Also a Director of the Company?

Yes No

Indicate amount of time to be spent on Company matters if less than full time:

QUESTION 31

Chief Financial Officer

Name:

Age:

Title:

Office Street Address:

Telephone No.: () -

Names of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Education (degrees, schools, and dates):

Also a Director of the Company?

Yes No

Indicate amount of time to be spent on Company matters if less than full time:

QUESTION 32

Other Key Personnel:

Name: _____ **Age:** _____

Title: _____

Office Street Address: _____

Telephone No.: () -

Names of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Education (degrees, schools, and dates):

Also a Director of the Company?

Yes No

Indicate amount of time to be spent on Company matters if less than full time:

Name: _____ **Age:** _____

Title: _____

Office Street Address: _____

Telephone No.: () -

Names of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Education (degrees, schools, and dates):

Also a Director of the Company?

Yes No

Indicate amount of time to be spent on Company matters if less than full time:

NOTE: THE TERM "KEY PERSONNEL" MEANS PERSONS SUCH AS VICE PRESIDENTS, PRODUCTION MANAGERS, SALES MANAGERS, OR RESEARCH SCIENTISTS AND SIMILAR PERSONS, WHO ARE NOT INCLUDED ABOVE, BUT WHO MAKE OR ARE EXPECTED TO MAKE SIGNIFICANT CONTRIBUTIONS TO THE BUSINESS OF THE COMPANY, WHETHER AS EMPLOYEES, INDEPENDENT CONTRACTORS, CONSULTANTS, OR OTHERWISE.

DIRECTORS OF THE COMPANY

QUESTION 33

Number of Directors:

If Directors are not elected annually, or are elected under a voting trust or other arrangement, explain.

QUESTION 34

Information concerning outside or other Directors (i.e., those not described above

Name:

Age:

Title:

Office Street Address:

Telephone No.: () -

Names of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Education (degrees, schools, and dates):

Also a Director of the Company?

Yes No

Indicate amount of time to be spent on Company matters if less than full time:

Name:

Age:

Title:

Office Street Address:

Telephone No.:

Names of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Education (degrees, schools, and dates):

Also a Director of the Company?

Yes No

Indicate amount of time to be spent on Company matters if less than full time:

Name:

Age:

Title:

Office Street Address:

Telephone No.: () -

Names of employers, titles and dates of positions held during past five years with an indication of job responsibilities.

Education (degrees, schools, and dates):

Also a Director of the Company?

Yes No

Indicate amount of time to be spent on Company matters if less than full time:

QUESTION 35A

Have any of the Officers or Directors ever worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same business as the Company?

QUESTION 35B

If any of the Officers, Directors, or other key personnel have ever worked for or managed a company in the same business or industry as the company or in a related business or industry, describe what precautions, if any (including obtaining of releases or consents from prior employers), have been taken to preclude claims by prior employers for conversion or theft of trade secrets, know-how, or other proprietary information.

QUESTION 35C

If the company has never conducted operations or is otherwise in the development stage, indicate whether any of the Officers or Directors has ever managed any other company in the start-up or development stage and describe the circumstances, including relevant dates.

QUESTION 35D

If any of the Company's key personnel are not employees but are consultants or other independent contractors, state the details of their engagement by the Company.

QUESTION 35E

If the Company has key man life insurance policies on any of its Officers, Directors, or key personnel, explain, including the names of the persons insured, the amount of insurance, whether the insurance proceeds are payable to the Company, and whether there are arrangements that require the proceeds to be used to redeem securities or pay benefits to the estate of the insured person or a surviving spouse.

QUESTION 36

If a petition under the Bankruptcy Act or any State insolvency laws was filed by or against the Company or its Officers, Directors, or other Key Personnel, or a receiver, fiscal agent, or similar officer was appointed by a court for the business or property of any such persons, or any partnership in which any of such persons was a general partner at or within the past five years, or any corporation or business association of which any such person was an executive officer at or within the past five years, set forth below the name of such persons, and the nature and date of such actions.

NOTE: AFTER REVIEWING THE INFORMATION CONCERNING THE BACKGROUND OF THE COMPANY'S OFFICERS, DIRECTORS, AND OTHER KEY PERSONNEL, POTENTIAL INVESTORS SHOULD CONSIDER WHETHER OR NOT THESE PERSONS HAVE ADEQUATE BACKGROUND AND EXPERIENCE TO DEVELOP AND OPERATE THIS COMPANY AND TO MAKE IT SUCCESSFUL. IN THIS REGARD, THE EXPERIENCE AND ABILITY OF MANAGEMENT ARE OFTEN CONSIDERED THE MOST SIGNIFICANT FACTORS IN THE SUCCESS OF A BUSINESS.

PRINCIPAL STOCKHOLDERS

QUESTION 37

Principal owners of the Company (Those who beneficially own directly or indirectly 10% or more of the common and preferred stock presently outstanding) starting with the largest common stockholder. Include separately all common stock issuable upon conversion of convertible securities (identifying them by asterisk) and show average price per share as if conversion has occurred. Indicate by footnote if the price paid was for a consideration other than cash and the nature of any such consideration.

	Class of Shares	Avg. Price Per Share	No. Of Shares Now Held	% of Total	No. Of Shares Held After Offering if All Securities Sold	% of Total
Name: Office Street Address: Telephone No. Principal Occupation:	Common Stock Voting	\$.		%		%
Name: Office Street Address: Telephone No. Principal Occupation:	Common Stock Voting	\$.		%		%
Name: Office Street Address: Telephone No. () - Principal Occupation:	Common Stock Voting	\$.		%		%

FORM U-7 QUESTION 38

Number of shares beneficially owned by Officers and Directors as a group: Before offering: _____ shares (_____ % of total outstanding). After offering: a) Assuming minimum securities sold: _____ shares (_____ % of total outstanding); b) Assuming maximum securities sold: _____ shares (_____ % of total outstanding). (Assumes all options exercised and all convertible securities converted.)

MANAGEMENT RELATIONSHIPS, TRANSACTIONS, AND REMUNERATION

QUESTION 39A

If any of the Officers, Directors, key personnel, or principal stockholders are related by blood or marriage, please describe.

QUESTION 39B

If the company has made loans to or is doing business with any of its Officers, Directors, key personnel, or 10% stockholders, or any of their relatives (Or any entity controlled directly or indirectly by any such persons) within the last two years, or proposes to do so within the future, explain. (This includes sales or lease of goods, property, or services to or from the Company, employment or stock purchase contracts, etc.) State the principal terms of any significant loans, agreements, leases, financing, or other arrangements.

QUESTION 39C

If any of the Company's Officers, Directors, key personnel, or 10% stockholders has guaranteed or co-signed any of the Company's bank debt or other obligations, including any indebtedness to be retired from the proceeds of this offering, explain and state the amounts involved.

QUESTION 40A

List all remuneration by the Company to Officers, Directors, and key personnel for the last fiscal year.

QUESTION 40B

If remuneration is expected to change or has been unpaid in prior years, explain.

QUESTION 40C

If any employment agreements exist or are contemplated, describe.

QUESTION 41A

Number of shares subject to issuance under presently outstanding stock purchase agreements, stock options, warrants or rights: 100,000 shares (50% of total share to be outstanding after the completion of the offering if all securities sold, assuming exercise of options and conversion of convertible securities). Indicate which have been approved by shareholders. State the expiration dates, exercise prices, and other basic terms for these securities.

QUESTION 41B

Number of common shares subject to issuance under existing stock purchase or option plans but not yet covered by outstanding purchase agreements, options, or warrants:

shares.

QUESTION 41C

Describe the extent to which future stock purchase agreements, stock options, warrants, or rights must be approved by shareholders.

QUESTION 42

If the business is highly dependent on the services of certain key personnel, describe any arrangements to assure that these persons will remain with the company and not compete upon any termination.

NOTE: AFTER REVIEWING THE ABOVE, POTENTIAL INVESTORS SHOULD CONSIDER WHETHER OR NOT THE COMPENSATION TO MANAGEMENT AND OTHER KEY PERSONNEL DIRECTLY OR INDIRECTLY, IS REASONABLE IN VIEW OF THE PRESENT STAGE OF THE COMPANY'S DEVELOPMENT.

LITIGATION

QUESTION 43

Describe any past, pending, or threatened litigation or administrative action which has had or may have a material effect on the Company's business, financial condition, or operations, including any litigation or action involving the Company's Officers, Directors, or other key personnel. State the names of the principal parties, the nature and current status of the matters, and amounts involved. Give an evaluation by management or counsel, to the extent feasible, of the merits of the proceedings or litigation and the potential impact on the Company's business, financial condition, or operations.

FEDERAL TAX ASPECTS

FORM U-7 QUESTION 44

If the Company is an S corporation under the Internal Revenue Code of 1986, and it is anticipated that any significant tax benefits will be available to investors in this offering, indicate the nature and amount of such anticipated tax benefits and the material risks for their disallowance. Also, state the name, address, and telephone number of any tax advisor that has passed upon these tax benefits. Attach any opinion or description of the tax consequences of an investment in the securities by the tax advisor. Name of tax advisor, address, telephone number.

is a Subchapter S Corporation, it is not a "C" Corporation.

Under new Section 1202 of the Internal Revenue Code of 1986, a noncorporate taxpayer may exclude 50 percent of the taxpayers' gain on the disposition of "qualified small business stock" ("QSBS") received on original issuance from the issuer and held more than five years (with certain carryover rules for gifts, death transfers, and transfers to owners of pass-through entities). Generally, the exclusion is limited to the greater of \$5 million with respect to any issuer or five times the adjusted basis of the investor's QSBS. One-half of the excluded gain is treated as a tax preference in the calculation of the alternative minimum tax. The QSBS issuer must have under \$50 million of assets after the stock issuance. The QSBS must be acquired by the taxpayer from the issuer in exchange for money, property (other than stock) or services (other than the services of an investment banker). Stock of numerous businesses are excluded from QSBS status including (a) the performance of services in the fields of "performing arts" and (b) "any trade or business where the principal asset of such trade or business is the reputation or skill of one or more of its employees." For the exclusion to be available, the QSBS issuer must comply with extensive rules including limitations on holdings of real estate, stock, and securities, and other working capital for "substantially all" the taxpayer's holding period. There are extensive anti-abuse provisions (e.g., to preclude repurchases of the stock by the QSBS issuer and to preclude short sales before the five-year holding period is satisfied). Aggregation rules exist for parent-subsidiary controlled groups. **Investors should consult their own tax advisors as to the application of these provisions (and other tax law issues) with respect to their own particular circumstances.**

NOTE: POTENTIAL INVESTORS ARE ENCOURAGED TO HAVE THEIR OWN PERSONAL TAX CONSULTANT CONTACT THE TAX ADVISOR TO REVIEW DETAILS OF THE TAX BENEFITS AND THE EXTENT THAT THE BENEFITS WOULD BE AVAILABLE AND ADVANTAGEOUS TO THE PARTICULAR INVESTOR.

MISCELLANEOUS FACTORS

FORM U-7 QUESTION 45

Describe any other material factors, either adverse or favorable, that will or could affect the Company or its business (for example, discuss any defaults under major contracts, any breach of bylaw provisions, etc.) or which are necessary to make any other information in this Disclosure Document not misleading or incomplete.

Not applicable

FINANCIAL STATEMENTS

QUESTION 46

Attach reviewed or audited financial statements for the last fiscal year and unaudited financial statements for any interim periods thereafter. If since the beginning of the last fiscal year the Company has acquired another business the assets or net income of which were in excess of 20% of those for the Company, show pro forma combined financial statements as if the acquisition had occurred at the beginning of the Company's last fiscal year.

THE COMPANY DOES HEREBY AGREE TO PROVIDE INVESTORS IN THIS OFFERING FOR FIVE YEARS (OR SUCH LONGER PERIOD AS REQUIRED BY LAW) HEREAFTER ANNUAL FINANCIAL REPORTS CONTAINING A BALANCE SHEET AS OF THE END OF THE COMPANY'S FISCAL YEAR AND A STATEMENT OF INCOME FOR SAID FISCAL YEAR, ALL PREPARED IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES AND ACCOMPANIED BY AN INDEPENDENT ACCOUNTANT'S REPORT. IF THE COMPANY HAS MORE THAN 100 SECURITY HOLDERS AT THE END OF THE FISCAL YEAR, THE FINANCIAL STATEMENTS SHALL BE AUDITED.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF CERTAIN RELEVANT FACTORS

QUESTION 47

If the Company's financial statements show losses from operations, explain the causes underlying these losses and what steps the Company has taken or is taking to address these causes.

QUESTION 48

Describe any trends in the Company's historical operating results. Indicate any changes now occurring in the underlying economics of the industry or the Company's business which, in the opinion of Management, will have a significant impact (either favorable or adverse) upon the Company's results of operations within the next 12 months, and give a rough estimate of the probable extent of the impact, if possible.

QUESTION 49

Gross margin

If the Company sells a product or products and has had significant sales during its last fiscal year, state the existing gross margin (net sales less cost of such sales as presented in accordance with generally accepted accounting principles) as a percentage of sales for the last fiscal year: . What is the anticipated gross margin for next year of operations? Approximately %.

this is expected to change, explain. Also, if reasonably current gross margin figures are available for the industry, indicate these figures and the source or sources from which they are obtained.

QUESTION 50

Foreign sales

Foreign sales as a percent of total sales for last fiscal year: _____ . Domestic government sales as a percent of total domestic sales for last fiscal year: _____ . Explain the nature of these sales, including any anticipated changes.

SIGNATURES

A majority of the Directors and the Chief Executive and Financial Officers of the Company shall sign this Disclosure Document on behalf of the Company and by so doing thereby certify that each has made diligent efforts to verify the material accuracy and completeness of the information herein contained. By signing this Disclosure Document, the Chief Executive and Chief Financial Officers agree to make themselves, the Company's books and records, copies of any contract, lease or other document referred to in the Disclosure Document, or any other material contract or lease (including stock options and employee benefit plans), except any proprietary or confidential portions thereof, and a set of the exhibits to this Disclosure Document, available to each investor prior to the time of investment, and to respond to questions and otherwise confirm the information contained herein prior to the making of any investment by such investor.

The Chief Financial Officer signing this form is hereby certifying that the financial statements submitted fairly state the Company's financial position and results of operations, or receipts and disbursements, as of the dates and period(s) indicated, all in accordance with generally accepted accounting principles consistently applied (except as stated in the notes thereto) and (with respect to year-end figures) including all adjustments necessary for fair presentation under the circumstances.

Chief Executive Officer

Chief Financial Officer

, Treasurer

Directors
