

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

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**FORM S-11**

FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933  
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

GENERAL INSTRUCTIONS

**A. Rule as to Use of Form S-11.**

This form shall be used for registration under the Securities Act of 1933 of (i) securities issued by real estate investment trust, as defined in Section 856 of the Internal Revenue Code, or (ii) securities issued by other issuers whose business is primarily that of acquiring and holding for investment real estate or interests in real estate or interests in other issuers whose business is primarily that of acquiring and holding real estate or interest in real estate for investment. This form shall not be used, however, by any issuer which is an investment company registered or required to register under the Investment Company Act of 1940. In addition, this form shall not be used for an offering of asset-backed securities, as defined in 17 CFR 229.1101.

**B. Application of General Rules and Regulations**

- (a) Attention is directed to the General Rules and Regulations under the Securities Act, particularly those comprising Regulation C thereunder (17 CFR 230.400 to 230.494). That Regulation contains general requirements regarding the preparation and filing of registration statements.
- (b) Attention is directed to Regulation S-K (17 CFR Part 229) for the requirements applicable to the content of the nonfinancial statement portions of registration statements under the Securities Act. Where this Form directs the registrant to furnish information required by Regulation S-K and the item of Regulation S-K so provides, information need only be furnished to the extent appropriate.

**C. Exchange Offers**

If any of the securities being registered are to be offered in exchange for securities of any other issuer, the prospectus also shall include the information which would be required by Items 9 to 16, and Item 18 if securities of such other issuer were being registered on this form. Item 26 also shall be answered as to any promoter, director, officer or security holder of such other issuer who is an affiliated person of the registrant.

**D. Definitions.**

Unless the context clearly indicates the contrary, the following definitions apply:

*Affiliated person.* The term affiliated person means any of the following persons: (i) any director or officer of the registrant; (ii) any person directly or indirectly controlling or under direct or indirect common control with the registrant; (iii) any person owning of record or known by the registrant to own beneficially 10 percent or more of any class of equity securities of the registrant; (iv) any promoter of the registrant directly or indirectly connected with the registrant in any capacity; (v) any principal underwriter of the securities being registered; (vi) any person performing general management or advisory services for the registrant; and (vii) any associate of any of the foregoing persons.

*Director.* The term director means any director of a corporation, trustee of a trust, general partner of a partnership, or any person who performs for an organization functions similar to those performed by the foregoing persons.

*Governing instruments.* The term governing instruments means the Charter, trust agreement, partnership agreement, bylaws or other instruments under which the registrant was organized or created or under which it will operate.

*Mortgage.* The term mortgage means any mortgage, deed of trust or other evidence of indebtedness secured by a lien upon real estate or upon any interest in real estate.

*Share.* The term share means a share of stock in a corporation, a share or other unit of beneficial interest in a trust or unincorporated association, a limited partnership interest, or any similar equity interest in any other type of organization.

#### **E. Foreign Issuers**

A foreign private issuer may comply with Items 19, 20, 21, 22 and 26 of this Form by furnishing the information specified in Items 6, 7.A, 8.A.7, and 18 of Form 20-F (§249.220f of this chapter).

#### **F. Roll-up Transactions**

If the securities to be registered on this Form will be issued in a roll-up transaction as defined in Item 901(c) of Regulation S-K (17 CFR 229.901(c)), attention is directed to the requirements of Form S-4 applicable to roll-up transactions, including, but not limited to, General Instruction I.

#### **G. Registration of Additional Securities**

With respect to the registration of additional securities for an offering pursuant to Rule 462(b) under the Securities Act, the registrant may file a registration statement consisting only of the following: the facing page; a statement that the contents of the earlier registration statement, identified by file number, are incorporated by reference; required opinions and consents; the signature page; and any price-related information omitted from the earlier registration statement in reliance on Rule 430A that the registrant chooses to include in the new registration statement. The information contained in such a Rule 462(b) registration statement shall be deemed to be a part of the earlier registration statement as of the date of effectiveness of the Rule 462(b) registration statement. Any opinion or consent required in the Rule 462(b) registration statement may be incorporated by reference from the earlier registration statement with respect to the offering, if: (i) such opinion or consent expressly provides for such incorporation; and (ii) such opinion relates to the securities registered pursuant to Rule 462(b). See Rule 411(c) and Rule 439(b) under the Securities Act.

#### **H. Eligibility to Use Incorporation by Reference**

If a registrant meets the following requirements immediately prior to the time of filing a registration statement on this Form, it may elect to provide information required by Items 3 through 28 of this Form in accordance with Item 28A and Item 29 of this Form:

1. The registrant is subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
2. The registrant has filed all reports and other materials required to be filed by Section 13(a), 14, or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports and materials).
3. The registrant has filed an annual report required under Section 13(a) or Section 15(d) of the Exchange Act for its most recently completed fiscal year.
4. The registrant is not:
  - (a) And during the past three years neither the registrant nor any of its predecessors was:
    - (i) A blank check company as defined in Rule 419(a)(2) (§230.419(a)(2) of this chapter);
    - (ii) A shell company, other than a business combination related shell company, each as defined in Rule 405 (§230.405 of this chapter); or
    - (iii) A registrant for an offering of penny stock as defined in Rule 3a51-1 of the Exchange Act (§240.3a51-1 of this chapter).
  - (b) Registering an offering that effectuates a business combination transaction as defined in Rule 165(f)(1) (§230.165(f)(1) of this chapter).
5. If a registrant is a successor registrant it shall be deemed to have satisfied conditions 1, 2, 3, and 4(b) above if:

(a) Its predecessor and it, taken together, do so, provided that the succession was primarily for the purpose of changing the state of incorporation of the predecessor or forming a holding company and that the assets and liabilities of the successor at the time of succession were substantially the same as those of the predecessor; or

(b) All predecessors met the conditions at the time of succession and the registrant has continued to do so since the succession.

6. The registrant makes its periodic and current reports filed pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference pursuant to Item 28A or Item 29 of this Form readily available and accessible on a Web site maintained by or for the registrant and containing information about the registrant.

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SECURITIES AND EXCHANGE COMMISSION  
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**FORM S-11**

FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933  
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

(Exact name of registrant as specified in governing instruments)

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public \_\_\_\_\_

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee

*Note:* Specific details relating to the fee calculation shall be furnished in notes to the table, including references to provisions

\*Inclusion of this paragraph is optional. See Rule 473.

of Rule 457 (§230.457 of this chapter) relied upon, if the basis of the calculation is not otherwise evident from the information presented in the table.

If the filing fee is calculated pursuant to Rule 457(o) under the Securities Act, only the title of the class of securities to be registered, the proposed maximum aggregate offering price for that class of securities and the amount of registration fee need to appear in the Calculation of Registration Fee table. Any difference between the dollar amount of securities registered for such offerings and the dollar amount of securities sold may be carried forward on a future registration statement pursuant to Rule 429 under the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.\*

## PART I. INFORMATION REQUIRED IN PROSPECTUS

### **Item 1. Forepart of Registration Statement and Outside Front Cover Page of Prospectus.**

- (a) Set forth on the outside front cover page of the prospectus the information required by Item 501 of Regulation S-K (§229.501 of this chapter).
- (b) If there are any limitations on the transferability of the securities being registered, so state on the outside front cover page of the prospectus and refer to a statement elsewhere in the prospectus as to the nature of such limitations. If there is no market for securities of the same class as those being registered, so state on the outside front cover page of the prospectus; otherwise, state elsewhere in the prospectus the nature of the market for such securities and the market price thereof as of the latest practicable date prior to the filing of the registration statement or amendment thereto.

### **Item 2. Inside Front and Outside Back Cover Pages of Prospectus.**

Set forth on the inside front cover page of the prospectus or, where permitted, on the outside back cover page, the information required by Item 502 of Regulation S-K (§229.502 of this chapter).

### **Item 3. Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges.**

- (a) Furnish the information required by Item 503 of Regulation S-K (§229.503 of this chapter).
- (b) Where appropriate to a clear understanding by investors, an introductory statement shall be made in the forepart of the prospectus, in a series of short, concise paragraphs, summarizing the principal factors which make the offering speculative. Where appropriate, statements with respect to the following shall also be set forth:
  - (1) A comparison in percentages of the securities being offered to the public and those issued or to be issued to affiliated persons;
  - (2) The extent to which security holders may be liable for the acts or obligations of the registrant;
  - (3) Allocation of cash distributions between the public security holders and security holders who are affiliated persons;
  - (4) The compensation and other forms of compensation and benefits to be received, directly or indirectly, by affiliated persons, including in the case of underwriters a comparison of the aggregate compensation to be received by them with the aggregate net proceeds from the sale of the securities being registered.

### **Item 4. Determination of Offering Price.**

Furnish the information required by Item 505 of Regulation S-K (§229.505 of this chapter).

**Item 5. Dilution.**

Furnish the information required by Item 506 of Regulation S-K (§229.506 of this chapter).

**Item 6. Selling Security Holders.**

Furnish the information required by Item 507 of Regulation S-K (§229.507 of this chapter).

**Item 7. Plan of Distribution.**

Furnish the information required by Item 508 of Regulation S-K (§229.508 of this chapter).

**Item 8. Use of Proceeds.**

Furnish the information required by Item 504 of Regulation S-K (§229.504 of this chapter).

**Item 9. Selected Financial Data.**

Furnish the information required by Item 301 of Regulation S-K (§229.301 of this chapter).

*Instruction.* If, pursuant to this Item, a statement showing the pro forma taxable operating results of the registrant is included in the registration statement, the Commission or its staff may request as supplemental information, which the registrant should be prepared to furnish promptly upon request, a schedule reconciling such pro forma results with the historical operating results (see Rule 3-14 of Regulation S-X).

**Item 10. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

Furnish the information required by Item 303 of Regulation S-K (§229.303 of this chapter).

**Item 11. General Information as to Registrant.**

- (a) State the name and form of organization of the registrant and the name of the State or other jurisdiction the laws of which govern with respect to the organization of the registrant.
- (b) State the date on which the governing instruments became operative and the date on which they will expire. If the duration of the registrant may be sooner terminated or may be extended, outline briefly the pertinent provisions.
- (c) If the registrant is not a corporation state briefly the provisions of the governing instruments with respect to the holding of annual or other meetings of security holders. If the governing instruments do not provide for such meetings state the policy or proposed policy of the registrant with respect to holding annual or other meetings of security holders.
- (d) If the registrant was organized within the last five years, give the full names of all promoters and indicate all positions and offices with the registrant now held or intended to be held by each such promoter.

*Instruction.* If any person named as a promoter is no longer connected with the registrant in any capacity, so state.

**Item 12. Policy with Respect to Certain Activities**

Describe the policy of the registrant with respect to each of the following types of activities, indicating whether such policy may be changed by the officers and directors without a vote of security holders.

Indicate the extent to which the registrant proposes to engage in such activities and the extent to which it has engaged in such activities during the past three years.

- (a) To issue senior securities.
- (b) To borrow money.
- (c) To make loans to other persons.
- (d) To invest in the securities of other issuers for the purpose of exercising control.
- (e) To underwrite securities of other issuers.
- (f) To engage in the purchase and sale (or turnover) of investments.
- (g) To offer securities in exchange for property.
- (h) To repurchase or otherwise reacquire its shares or other securities.
- (i) To make annual or other reports to security holders, indicating the nature and scope of such reports and whether they will contain financial statements certified by independent public accountants.

*Instructions.*

1. The policy or proposed policy of the registrant with respect to each activity shall be described separately. If the registrant does not propose to engage in a particular activity, a specific statement to that effect shall be made. The information shall be given in such manner and detail as will be meaningful to investors.
2. For the purpose of (c), the purchasing of a portion of publicly distributed bonds, debentures or other securities, whether or not the purchase was made upon the original issuance of the securities, is not to be considered the making of a loan by the registrant.

**Item 13. Investment Policies of Registrant.**

Describe the policy of the registrant with respect to investing in each of the following types of investments, indicating whether such policy may be changed by the directors without a vote of security holders, the percentage of assets which the registrant may invest in any one type of investment and, in the case of securities, the percentage of securities of any one issuer which the registrant may acquire and the principles and procedures the registrant will employ in connection with the acquisition of assets.

- (a) *Investments in real estate or interests in real estate.*

*Instructions.*

1. Indicate the geographic area or areas in which the registrant proposes to acquire real estate or interests in real estate.
2. The types of real estate and interests in real estate in which the registrant may invest shall be indicated; for example, office buildings, apartment buildings, shopping centers, industrial and commercial properties, special purpose buildings and undeveloped acreage.
3. The method or proposed method of operating and financing the registrant's real estate shall be briefly described. Indicate any limitations on the number or amount of mortgages which may be placed on any one piece of property.
4. The answer to this item shall be such as will be appropriate in view of the nature of the registrant's business, its history and its experience and the proposed nature of its business and activities.

5. Include a specific statement as to whether or not it is the registrant's policy to acquire assets primarily for possible capital gain or primarily for income.
6. State the registrant's policy as to the amount or percentage of assets which will be invested in any specific property.
7. Include a statement with respect to any other material policy with respect to real estate activities.

(b) *Investments in real estate mortgages.*

*Instructions.*

1. Indicate the types of mortgages; for example, first or second mortgages and whether such mortgages are to be insured by the Federal Housing Administration or guaranteed by the Veterans Administration or otherwise guaranteed or insured, and the proportion of assets which may be invested in each type of mortgage or in any single mortgage.
2. Include a description of each type of mortgage activity in which the registrant intends to engage such as originating, servicing and warehousing of mortgages and its portfolio turnover policy.
3. Indicate the types of properties subject to mortgages in which the registrant invests or proposes to invest; for example, single family dwellings, apartment buildings, office buildings, bowling alleys, commercial properties and unimproved land.

(c) *Securities of or interests in persons primarily engaged in real estate activities.*

*Instructions.*

1. Indicate separately the types of securities of or interest in persons engaged in real estate activities (for example, common stock, interests in real estate investment trusts, partnership interests, joint venture interests) in which the registrant may invest and the proportion of its assets which may be invested in each such type of security or interest.
2. Indicate the primary activities of persons in which the registrant will invest such as mortgage sales, investment in office buildings or investments in undeveloped acreage And the investment policies of such persons.
3. State the criteria followed in the purchase of such securities and interests (for example, securities listed on a national securities exchange, minimum net income requirements, period of operation of issuer).

(d) *Investments in other securities.*

*Instructions.*

1. Indicate the type of securities (for example, bonds, preferred stocks, common stocks) and the industry groups in which the registrant may invest and the percentage of its assets which it may invest in each such type or industry group.
2. Instruction 3 to paragraph (c) shall also apply to this paragraph.

**Item 14. Description of Real Estate.**

- (a) State the location and describe the general character of all materially important real properties now held or intended to be acquired by or leased to the registrant or its subsidiaries. Include information as to the present or proposed use of such properties and their suitability and adequacy for such use. Properties not yet acquired shall be identified as such.



- (b) State the nature of the registrant's or subsidiary's title to, or other interest in, such properties and the nature and amount of all material mortgages, or other liens or encumbrances against such properties. Set forth briefly the current principal amount of each such material encumbrance, its interest and amortization provisions, its pre-payment provisions and its maturity date and balance to be due at maturity assuming no payment has been made on principal in advance of its due date.
- (c) Outline briefly the principal terms of any lease of any of such properties or any option or contract to purchase or sell any of such properties.
- (d) Outline briefly any proposed program for the renovation, improvement or development of such properties, including the estimated cost thereof and the method of financing to be used. If there are no present plans for the improvement or development of any unimproved or undeveloped property, so state and indicate the purpose for which the property is to be held or acquired.
- (e) Describe the general competitive conditions to which the properties described above are or may be subject.

*Instructions.*

1. What is required is information essential to an investor's understanding of the securities being registered. Detailed descriptions of the physical characteristics of individual properties or legal descriptions by metes and bounds are not required and should not be given. If the registrant has a number of properties, the information may be given in tabular form to the extent that it is practicable to do so.
2. The information shall be furnished separately as to each property the book value of which amounts to ten percent or more of the total assets of the registrant and its consolidated subsidiaries or the gross revenue from which for the last fiscal year amounted to ten percent or more of the aggregate gross revenues of the registrant and its consolidated subsidiaries for the registrant's last fiscal year. With respect to other properties the information shall be given by such classes or groups and in such detail as will reasonably convey the information required.
3. Include a statement as to whether, in the opinion of the management of the registrant the properties are adequately covered by insurance.

**Item 15. Operating Data.**

Furnish the following information with respect to each improved property which is separately described in answer to Item 14.

- (a) Occupancy rate expressed as a percentage for each of the last five years.
- (b) Number of tenants occupying ten percent or more of the rentable square footage and principal nature of business of such tenant.
- (c) Principal business, occupations and professions carried on in, or from the building.
- (d) The principal provisions of the leases between the tenants referred to in (b) above including, but not limited to: rental per annum, expiration date, and renewal options.
- (e) The average effective annual rental per square foot or unit for each of the last five years prior to the date of filing.
- (f) Schedule of the lease expirations for each of the ten years starting with the year in which the registration statement is filed, stating (i) the number of tenants whose leases will expire, (ii) the total area in square feet covered by such leases, (iii) the annual rental represented by such leases, and (iv) the percentage of gross annual rental represented by such leases.

- (g) Each of the properties and components thereof upon which depreciation is taken, setting forth the (i) Federal tax basis, (ii) rate, (iii) method, and (iv) life claimed with respect to such property or component thereof for purposes of depreciation.
- (h) The realty tax rate, annual realty taxes and estimated taxes on any proposed improvements.

*Instruction.* Instruction 3 to Item 14 shall apply to this Item.

**Item 16. Tax Treatment of Registrant and Its Security Holders.**

- (a) Briefly describe the material aspects of the tax treatment of registrant under Federal income tax laws and the Federal tax treatment of registrant's security holders with respect to distributions by registrant, including the tax treatment of gains from the sale of securities or property and distributions in excess of annual net income.
- (b) If any of the securities being registered are to be offered in exchange for other securities or property indicate the tax effect upon such exchanges of the Federal income tax laws.

**Item 17. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters.**

Furnish the information required by Item 201 of Regulation S-K (§229.201 of this chapter).

**Item 18. Description of Registrant's Securities.**

Furnish the information required by Item 202 of Regulation S-K (§229.202 of this chapter).

**Item 19. Legal Proceedings.**

Furnish the information required by Item 103 of Regulation S-K (§229.103 of this chapter).

**Item 20. Security Ownership of Certain Beneficial Owners and Management.**

Furnish the information required by Item 403 of Regulation S-K (§229.403 of this chapter).

**Item 21. Directors and Executive Officers.**

Furnish the information required by Item 401 of Regulation S-K (§229.401 of this chapter).

**Item 22. Executive Compensation.**

Furnish the information required by Item 402 of Regulation S-K (§229.402 of this chapter), and the information required by paragraph (e)(4) of Item 407 of Regulation S-K (§229.407(e)(4) of this chapter).

**Item 23. Certain Relationships and Related Transactions and Director Independence.**

Furnish the information required by Items 404 and 407(a) of Regulation S-K (§§229.404 and 229.407(a) of this chapter). If a transaction involves the purchase or sale of assets by or to the registrant, otherwise than in the ordinary course of business, state the cost of the assets to the purchaser and, if acquired by the seller within two years prior to the transaction, the cost thereof to the seller. Furthermore, if the assets have been acquired by the seller within five years prior to the transaction, disclose the aggregate depreciation claimed by the seller for federal income tax purposes. Indicate the principle followed in determining the registrant's purchase or sale price and the name of the person making such determination.

**Item 24. Selection, Management and Custody of Registrant's Investments.**

- (a) Describe the arrangements made or proposed to be made by the registrant with respect to the following:
  - (1) Management of the registrant's real estate, including arranging for purchases, sales, leases, maintenance and insurance.

- (2) The purchase, sale and servicing of mortgages for the registrant.
  - (3) Investment advisory services.
- (b) If any of the services specified in paragraph (a) are performed or to be performed by any affiliated person, furnish the following information as to such person:
- (1) Name and address.
  - (2) Nature of principal business.
  - (3) Principal occupations during the last five years.
  - (4) Nature of all existing direct or indirect material interests in or business connections with the registrant or any of its other affiliated persons.
  - (5) Nature of all services rendered to the registrant and its subsidiaries.
  - (6) Aggregate compensation received from the registrant and its subsidiaries, directly or indirectly, during the registrant's last fiscal year and the capacities in which such remuneration was received.

*Instructions.*

1. If any person whose principal occupations during the last-five years are described in answer to paragraph (b)(3) is a corporation or other organization, include the name and principal occupations during the last five years of each principal executive officer of such corporation or other organization.
2. The information required by paragraph (b) need not be furnished with respect to any director or officer of the registrant who performs the services specified solely in his capacity as such director or officer and who receives no additional compensation directly or indirectly for such services.

**Item 25. Policies with Respect to Certain Transactions.**

Outline briefly any provisions of the governing instruments limiting any director, officer, security holder or affiliate of the registrant, or any other person in the following respects. If the governing instruments contain no such provisions, describe the policy of the registrant with respect to such matters.

- (a) Having any direct or indirect pecuniary interest in any investment to be acquired or disposed of by the registrant or any of its subsidiaries or in any transaction to which the registrant or any of its subsidiaries is a party or has an interest.
- (b) Engaging for their own account in business activities of the types conducted or to be conducted by the registrant and its subsidiaries.

**Item 26. Limitations of Liability.**

Outline briefly the principal provisions of the governing instruments or of any contract or arrangement to which the registrant or a subsidiary is a party with respect to limitations on the liability of affiliated persons or any of their directors, officers or employees.

*Instructions.* If any of such provisions are broad enough to cover liability arising under the Securities Act of 1933, the effect of Section 14 of that Act upon such provisions should be indicated.

**Item 27. Financial Statements and Information.**

Include in the prospectus the financial statements required by Regulation S-X, the supplementary financial information required by Item 302 of Regulation S-K (§229.302 of this chapter) and the information concerning changes in and disagreements with accountants on accounting and financial disclosure required by Item 304 of Regulation S-K (§229.304 of this chapter). Although all schedules required by Regulation S-X are to be included in the registration statement, all such schedules other than those prepared in accordance with Rules 12-12, 12-28 and 12-29 of the Regulation S-X may be omitted

from the prospectus. A smaller reporting company may provide the information in Article 8 of Regulation S-X (§210.8 of this chapter) in lieu of the financial information required by other parts of Regulation S-X, and need not provide the supplementary financial information required in Item 302 of Regulation S-K.

**Item 28. Interests of Named Experts and Counsel.**

Furnish the information required by Item 509 of Regulation S-K (§229.509 of this chapter).

**Item 28A. Material Changes.**

If the registrant elects to incorporate information by reference pursuant to General Instruction H, describe any and all material changes in the registrant's affairs which have occurred since the end of the latest fiscal year for which audited financial statements were included in the latest Form 10-K and which have not been described in a Form 10-Q or Form 8K filed under the Exchange Act.

**Item 29. Incorporation of Certain Information by Reference.**

If the registrant elects to incorporate information by reference pursuant to General Instruction H:

(a) It must specifically incorporate by reference into the prospectus contained in the registration statement the following documents by means of a statement to that effect in the prospectus listing all such documents:

(1) The registrant's latest annual report on Form 10-K filed pursuant to Section 13(a) or Section 15(d) of the Exchange Act which contains financial statements for the registrant's latest fiscal year for which a Form 10-K was required to have been filed; and

(2) All other reports filed pursuant to Section 13(a) or Section 15(d) of the Exchange Act or proxy or information statements filed pursuant to Section 14 of the Exchange Act since the end of the fiscal year covered by the annual report referred to in paragraph (a)(1) of this Item.

**Note to Item 29(a).** Attention is directed to Rule 439 (§230.439 of this chapter) regarding consent to use of material incorporated by reference.

(b)(1) The registrant must state:

(i) That it will provide to each person, including any beneficial owner, to whom a prospectus is delivered, a copy of any or all of the reports or documents that have been incorporated by reference in the prospectus contained in the registration statement but not delivered with the prospectus;

(ii) That it will provide these reports or documents upon written or oral request;

(iii) That it will provide these reports or documents at no cost to the requester;

(iv) The name, address, telephone number, and e-mail address, if any, to which the request for these reports or documents must be made; and

(v) The registrant's Web site address, including the uniform resource locator (URL) where the incorporated reports and other documents may be accessed.

**Note to Item 29(b)(1).** If the registrant sends any of the information that is incorporated by reference in the prospectus contained in the registration statement to security holders, it also must send any exhibits that are specifically incorporated by reference in that information.

(2) The registrant must:

(i) Identify the reports and other information that it files with the SEC; and

(ii) State that the public may read and copy any materials it files with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. State that the public may obtain information on the operation of the Public Reference Room by calling the SEC at 1800-SEC-0330. If the registrant is an electronic filer, state that the SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC and state the address of that site (<http://www.sec.gov>).

**Item 29A. Disclosure of Commission Position on Indemnification for Securities Act Liabilities.**

Furnish the information required by Item 510 of Regulation S-K (§229.510 of this chapter).

**Item 30. Quantitative and Qualitative Disclosures About Market Risk.**

Furnish the information required by Item 305 of Regulation S-K (§ 229.305 of this chapter).

**PART II. INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 31. Other Expenses of Issuance and Distribution.**

Furnish the information required by Item 511 of Regulation S-K (§229.511 of this chapter).

**Item 32. Sales to Special Parties.**

Name each person or specify each class of persons (other than underwriters or dealers, as such) to whom any securities have been sold within the past six months, or are to be sold, by the registrant or any security holder for whose account any of the securities being registered are to be offered, at a price varying from that at which securities of the same class are to be offered to the general public pursuant to this registration. State the consideration given or to be given by each such person or class.

**Item 33. Recent Sales of Unregistered Securities.**

Furnish the information required by Item 701 of Regulation S-K (§229.701 of this chapter).

**Item 34. Indemnification of Directors and Officers.**

Furnish the information required by Item 702 of Regulation S-K (§229.702 of this chapter).

**Item 35. Treatment of Proceeds from Stock Being Registered.**

If the capital shares are being registered hereunder and any portion of the consideration to be received by the registrant for such shares is to be credited to an account other than the appropriate capital share account, state to what other account such portion is to be credited and the estimated amount per share. If the consideration from the sale of par value shares is less than par value, state the amount per share involved and its treatment in the accounts.

**Item 36. Financial Statements and Exhibits.**

- (a) List all financial statements filed as part of the registration statement, indicating those included in the prospectus.
- (b) Furnish the exhibits required by Item 601 of Regulation S-K (§229.601 of this chapter).

**Item 37. Undertakings.**

Furnish the information required by Item 512 of Regulation S-K (§229.512 of this chapter).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and 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 \_\_\_\_\_.

(Date)

\_\_\_\_\_  
(Issuer)

By

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed 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 a 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. Where the registrant is a limited partnership, the registration statement shall be signed by a majority of the board of directors of any corporate general partner signing the registration statement.
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. Attention is directed to Rule 402 concerning manual signatures and Item 601 of Regulation S-K concerning signatures pursuant to powers of attorney.