

Appendix VII-1

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-16

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

(Exact name of registrant as specified in its charter)

(State or other jurisdiction of
incorporation or organization)

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

(Address of principal executive offices)

(Zip Code)

(Name and address of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities being registered	Amount being registered	Proposed consideration to be received per unit being registered (in dollars)*	Proposed aggregate consideration to be received (in dollars)*	Amount of registration fee
_____	_____	_____	_____	_____

*/ See Rule 457

GENERAL INSTRUCTIONS

A. Rule as to use of Form S-16

This form may be used for registration under the Securities Act of 1933 of securities to be offered to the shareholders of a corporation, where, pursuant to applicable statutory provisions or provisions contained in the certificate of incorporation of a corporation or by agreement there is submitted to the vote of the stockholders of the corporation (1) a plan, agreement or instrument intended to effect a statutory merger or consolidation of the corporation with another person, which other person will issue its securities in the transaction, or a reclassification of securities of the corporation, or (2) a plan or proposal for the transfer of assets of the corporation to another person in consideration of the issuance of securities of such other person or its affiliates.

B. Application of General Rules and Regulations

Attention is directed to the General Rules and Regulations under the Act, particularly those comprising Regulation C. That regulation contains general requirements regarding the preparation and filing of the registration statement. Notwithstanding Rules 404(c) and 421(c), no table of contents or cross reference sheet are required.

C. Documents Comprising Registration Statement

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

PART I. INFORMATION REQUIRED IN THE PROSPECTUS

1. Information Required by Schedule 14A.

A prospectus for securities registered on this form shall contain the information required by Schedule 14A of Regulation 14 under the Securities Exchange Act of 1934, to be furnished to the offerees of the securities registered hereunder, and may be in the form of proxy statement to be sent to such offerees by the corporation of which they are shareholders.

The information required by Rules 423 and 425 need not be furnished.

PART II. INFORMATION NOT REQUIRED IN THE PROSPECTUS

1. Interest of Experts Named in Registration Statement

If any expert named in the registration statement as having prepared or certified any part thereof was employed for such a purpose on a contingent basis or, at the time of such preparation or certification or at any time thereafter, had a substantial interest in the registrant or any other corporation which is a party to the transaction to any of their parents or subsidiaries, or was connected with the registrant or any such other corporation or any of their subsidiaries as a promoter, underwriter, voting trustee, director, officer or employee, furnish a brief statement of the nature of such contingent basis, interest or connection.

Instruction. In the case of an accountant, any direct financial interest or any material indirect financial interest held during the period covered by the financial statements prepared or certified shall be deemed a "substantial interest" for the purpose of this item.

3. Exhibits Filed

List all exhibits filed as a part of the registration statement.

SIGNATURES

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

(Registrant)

By _____
(Signature and Title)

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

(Signature)

(Title)

(Date)

Instructions. 1. The registration statement shall be signed by the registrant, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and by at least the majority of the board of directors or persons performing similar functions.

2. If the securities to be offered are those of a corporation not yet in existence at the time the registration statement is filed, which will be a party to a consolidation involving two or more existing corporations, then each such existing corporation shall be deemed a registrant and shall be so designated on the cover page of this form, and the registration statement shall be signed by each such existing corporation and by the officers and directors of each such existing corporation as if each such existing corporation were the registrant.

3. 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.

INSTRUCTIONS AS TO EXHIBITS

Subject to the rules regarding incorporation by the reference, the following exhibits shall be filed as a part of the registration statement. Exhibits shall be appropriately lettered or numbered for convenient reference. Exhibits incorporated by reference may bear the designation given in the previous filing. Where exhibits are incorporated by reference, the reference shall be made in the list of exhibits called for by Instruction 3, above.

1. Copies of the plan or other instrument for the reclassification, merger, consolidation or transfer of assets pursuant to which the securities being registered are to be issued.

2. Copies of the charter and by-laws of the registrant, or instruments corresponding thereto, as presently in effect and as proposed to be in effect upon consummation of the transaction.

3. (a) Specimens or copies of all securities being registered hereunder and copies of all constituent instruments defining the rights of holders of long-term debt of the registrant and of all subsidiaries for which consolidated or unconsolidated financial statements are required to be filed.

(b) There need not be filed, however, (1) any instrument with respect to long-term debt not being registered hereunder if the total amount of securities authorized thereunder does not exceed 5% of the total assets of the registrant and its subsidiaries on a consolidated basis and if there is filed an agreement to furnish a copy of such instrument to the Commission upon request, (2) any instrument with respect to any class of securities if appropriate steps to assure the redemption or retirement of such class will be taken prior to or upon delivery by the registrant of the securities being registered, or (3) copies of instruments evidencing fractions of shares.

4. Copies of any plan setting forth the terms and conditions upon which outstanding options, warrants or rights to purchase securities of the registrant or its subsidiaries from the registrant or any of its affiliates have been issued or will be issued in connection with consummation of the transaction together with specimen copies of such options, warrants, or rights; or, if not issued pursuant to such a plan, copies of each such option, warrant or right.

5. An opinion of counsel, as to the legality of the securities being registered, indicating whether they will when issued be legally issued, fully paid and non-assessable.

6. If any discount on capital shares is shown as a deduction from capital shares on the most recent balance sheet being filed for the registrant, there shall be filed a statement of the circumstances under which such discount arose and an opinion of counsel as to the legality of the issuance of the shares to which such discount relates. The opinion shall set forth any applicable constitutional and statutory provisions and shall cite any decisions which in the opinion of counsel are controlling.

7. If upon consummation of the transaction the registrant will have any shares the preference of which upon involuntary liquidation exceeds the par or stated value thereof, there shall be filed an opinion of counsel as to whether there are any restrictions upon surplus by reason of such excess and also as to any remedies available to security holders before or after payment of any dividend that would reduce surplus to an amount less than the amount of such excess. The opinion shall set forth any applicable constitutional or statutory provisions and shall cite any decisions which, in the opinion of counsel, are controlling.

8. Copies of all pension, retirement or other deferred compensation plans, contracts or arrangements in effect or which will be in effect upon consummation of the transaction. If any such plan, contract or arrangement is not set forth in a formal document, furnish a reasonably detailed description thereof. Copies of any available booklet or other written description of any such plan, contract or arrangement shall also be filed.

9. Copies of all indemnification contracts or arrangements under which any officer or director of the registrant is or will on consummation of the transaction be insured or indemnified in any manner against any liability which he may incur in his capacity as such.

10. Copies of any voting trust or similar agreement, know to the registrant relating to more than 10 percent of any class of securities being registered hereunder.

11. (a) Copies of every material contract not made in the ordinary course of business which is to be performed in whole or in part at or after the filing of the registration statement or which was made not more than two years before filing, except contracts called for, or the omission of which is expressly authorized by the foregoing instructions. Only contracts need be filed as to which the registrant or a subsidiary of the registrant is or will on the consummation of the transaction be a party or has succeeded to a party by assumption of assignment, or in which the registrant or such subsidiary has or will have a beneficial interest.

(b) If the contract is such as ordinarily accompanies the kind of business conducted by the registrant and its subsidiaries or by any of the other constituent corporations or their subsidiaries, it is made in the ordinary course of business and need not be filed, unless it falls within one or more of the following categories, in which case it should be filed except where immaterial is amount or significance:

(1) Persons who are, or on consummation of the transaction will be, directors, officers, promoters, voting trustees, or security holders named in answer to Item 6(a)(5) of Regulation 14 are parties thereto except where the contract merely involves purchase or sale of current assets having a determinable market price, at such price.

(2) It is of such materiality as to call for specific reference to it in the prospectus.

(3) The registrant's business is or will on consummation of the transaction be substantially dependent upon it, as in the case of continuing contracts to sell the major part of registrant's production in the case of a manufacturing enterprise or to purchase the major part of registrant's requirements of goods in the case of a distributing enterprise, or licenses to use a patent or formula upon which registrant's business depends to a material extent.

(4) It calls or will on consummation of the transaction call for a consideration exceeding 15% of all fixed assets of the registrant and its subsidiaries.

(5) It is a lease under which a significant part of the property of the registrant is held, or is to be held upon the consummation of the transaction.

(6) The amount of the contract, or its importance to the business of the registrant and its subsidiaries, or to such business upon consummation of the transaction, are material, and the terms and conditions are of a nature of which investors reasonably should be informed.

(c) Any management contract or bonus or profit-sharing plan, contract or arrangement (or if not set forth in any formal document, a written description thereof) except the following, shall be deemed material and shall be filed:

- (1) Ordinary purchase and sales agency agreements.
- (2) Agreements with managers of stores in a chain organization or similar organization.
- (3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such.