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**UNITED STATES**

**SECURITIES AND EXCHANGE**

**COMMISSION**

**Washington, D.C. 20549**

**FORM 1-SA**

**SEMIANNUAL REPORT PURSUANT TO REGULATION A**

**or**

**SPECIAL FINANCIAL REPORT PURSUANT TO REGULATION A**

For the fiscal semiannual period ended

(Exact name of issuer as specified in its charter)

State or other jurisdiction of incorporation or organization (I.R.S. Employer

Identification No.)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Full mailing address of principal executive offices)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Issuer’s telephone number, including area code)

**Item 1. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

<<x>>

**Item 2. Other Information**

<<x>>

**Item 3. Financial Statements**

<<x>>

**Item 4. Exhibits**

<<x>>

**SIGNATURES**

Pursuant to the requirements of Regulation A, the issuer has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Exact name of issuer as specified in its charter)

By (Signature and Title)

Date

Pursuant to the requirements of Regulation A, this report has been signed below by the following per­sons on behalf of the issuer and in the capacities and on the dates indicated.

By (Signature and Title)

Date

By (Signature and Title)

Date