

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-A12B/A

Form for the registration/listing of a class of securities on a national securities exchange pursuant to  
Section 12(b) [amend]

Filing Date: **1996-08-26**  
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### FILER

#### CHILDRENS WONDERLAND INC

CIK: **916933** | IRS No.: **954455341** | State of Incorpor.: **CA** | Fiscal Year End: **1231**  
Type: **8-A12B/A** | Act: **34** | File No.: **333-00400-LA** | Film No.: **96620222**  
SIC: **8351** Child day care services

Mailing Address  
28310 ROADSIDE DRIVE  
SUITE 220  
AGOURA CA 91301

Business Address  
28310 ROADSIDE DRIVE STE  
220  
AGOURA CA 91301  
8188651306

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A/A-2

REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934

CHILDREN'S WONDERLAND, INC.

(Exact Name of registrant as specified in its charter)

California

95-4455341

(State of incorporation or organization)

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

28310 Roadside Drive  
Suite 220  
Agoura, California

91301

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to  
Section 12(b) of the Act:

Common Stock, no par value per share

Boston Stock Exchange

(Title of Class)

Warrants to purchase Common Stock

Boston Stock Exchange

(Title of Class)

Securities to be registered pursuant to  
Section 12(g) of the Act:

None  
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Item 1. Description of Registrant's Securities to be Registered

The description of the Common Stock and Warrants of Registrant set forth under the caption "Description of Securities" in Registrant's Registration Statement on Form SB-2 (File No. 333-00400-LA) as originally filed on January 17, 1996, or as subsequently amended (the "Form SB-2 Registration Statement"), and in the Prospectus included in the Form SB-2 Registration Statement, or, if such description is subsequently amended, the description as subsequently amended, is hereby incorporated by reference in response to this item. Registrant is applying to have the Common Stock and Warrants listed for trading on the Boston Stock Exchange. No assurance may be given that such Common Stock and Warrants will be accepted for listing.

Item 2. Exhibits

The following exhibits are filed as part of this registration statement:

<TABLE>  
<CAPTION>

Exhibit Number -----	Exhibit Title or Description -----
<S>	<C>
3.1*	Registrant's Articles of Incorporation.
3.2*	Registrant's Bylaws.
4.1*	Form of Warrant Agreement and Specimen Warrant Certificate
4.2*	Form of Underwriters' Unit Purchase Option.
4.3*	Form of Specimen Certificate for Registrant's Common Stock.

28.01\*

Section entitled "Description of Securities" on page 48 of the Form SB-2 Registration Statement.

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\* Filed as an exhibit to or as a part of the Form SB-2 Registration Statement and incorporated herein by reference.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: \_\_\_\_\_, 1996  
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CHILDREN'S WONDERLAND, INC.

/s/ Robert M. Wilson  
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By: Robert M. Wilson  
President

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