

FORM 12b-25(b)  
NOTIFICATION OF LATE FILING

(Check One):

Form 10-KSB     Form 20-F     Form 11-K     Form 10-QSB     Form N-SAR

For Period Ended: February 28, 1997

- Transition Report on Form 10-K
  - Transition Report on Form 20-F
  - Transition Report on Form 11-K
  - Transition Report on Form 10-Q
  - Transition Report on Form N-SAR
- For the Transition Period Ended: . . . . .

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Read Attached Instruction Sheet Before Preparing Form.    Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

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If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: . . . . .  
. . . . .

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PART I - Registrant Information

Full Name of Registrant

Former Name if Applicable

Alpha Solarco Inc.

Address of Principal Executive Office (Street and Number)

510 East University Drive

City, State and Zip Code

Phoenix, Arizona 85004

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PART II - Rules 12b-25 (b) and (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b) [paragraph 23,047], the following should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and [Amended in Release No. 34-26589 (paragraph 72,435), effective April 12, 1989, 54 F.R. 10306.]

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

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PART III - Narrative

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State below in reasonable detail the reasons why Form 10-K, 20-F, 11-K, 10-Q, N-SAR or the transition report or portion thereof could not be filed within the prescribed period. [Amended in Release No. 34-26589 (paragraph 72,435), effective April 12, 1989, 54 F.R. 10306.]

Alpha Solarco Inc.'s 10-QSB will not be completed within the prescribed

time  
period due to unforeseen delays in the preparation of the Company's financial  
statements by management of the Company.

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PART IV - Other Information

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(1) Name and telephone number of person to contact in regard to this  
notification:

Edward C. Schmidt (Name) (602) 252-3055 (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the  
Securities Exchange Act of 1934 or section 30 of the Investment Company Act of  
1940 during the preceding 12 months or for such shorter period that the  
registrant was required to file such report(s) been filed? If the answer is no,  
identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from  
the corresponding period for the last fiscal year will be reflected by the  
earnings statements to be included in the subject report or portion thereof?

Yes  No

If so: attach an explanation of the anticipated change, both narratively and  
quantitatively, and, if appropriate, state the reasons why a reasonable estimate  
of the results cannot be made.

Alpha Solarco Inc.  
(Name of Registrant as specified in charter)

has caused this notification to be signed on its behalf by the undersigned  
thereunto duly authorized.

Date: 4/14/97

By: /s/Edward C. Schmidt  
Edward C. Schmidt  
President

INSTRUCTION: This form may be signed by an executive officer of the registrant  
or by any other duly authorized representative. The name and title of the  
person  
signing the form shall be typed or printed beneath the signature. If the  
statement is signed on behalf of the registrant by an authorized representative  
(other than an executive officer), evidence of the representative's authority to  
sign on behalf of the registrant shall be filed with the form, accountant's  
statement or other exhibit.