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SEC 1972 Potential persons who are to respond to the collectio

(6/99) form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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

FORM D

HAY - 6 2002

NOTICE OF SALE OF SECURATION D. 154

PURSUANT TO REGULATION D. 154

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

BEST AVAILABLE COPY

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden
nours per response 1

SEC USE ONLY						
Prefix		Serial				
	,					
DATE RECEIVED						

MAY 1 4 2002

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Sale of Common Stock

THOMSON

Filing Under (Check box(es) that apply):

[X] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indiciate change.)

UMDN, Inc.

Address of Executive Offices (Including Area Code)

(Number and Street, City, State, Zip Code)

Telephone Number

(Including Area Code)

217 Ashland Avenue

Santa Monica, CA 90405

310-396-1475

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (Including Area Code)

Telephone Number

(if different from Executive Offices)

Brief Description of Business

Provides benefits to Union and other association members

Type of Business Organiza	tion
[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
*	Month Year
Actual or Estimated Date of	f Incorporation or Organization: [0]8] [0] d
Jurisdiction of Incorporatio	or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
	CN for Canada; FN for other foreign jurisdiction) D] [L]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

e_Eacn_general_a	nd-managing-parti	ner_or_partner	ship issuers.		
Check Box(es) that Apply:	[X] Promoter [X]	Beneficial Owner	XX Executive Officer	[x] Director []	General and/or Managing Partner
Full Name (Last name Keith, Kent	first, if individual)				
Business or Residenc 217 Ashland A			City, State, Zip Code .ca, CA 90405	€) .	d Timbergalessian mengali kemendengkan melah bermengkalan men
Check Box(es) that Apply:	Promoter [x]	Beneficial Owner	[x] Executive Officer	k∕x Director [General and/or Managing Partner
Full Name (Last name Keith, Starla	•				
Business or Residence	e Address (Numbe	er and Street,	City, State, Zip Code	9)	
217 Ashland A	lvenue	Santa Mon	ica, CA 90405		
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name			City, State, Zip Code	e)	
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)				
	,				*
Business or Residence	e Address (Numb	er and Street	, City, State, Zip Cod	e)	
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual)				
Business or Residence	ce Address (Numb	er and Street	, City, State, Zip Cod	e)	
Check Box(es) that	[] Promoter []	Beneficial	[] Executive	[] Director [General and/or

Apply:		Owner	Officer		Managing Partner
Full Name (Last nam	e first, if indivi	dual)			
Business or Resider	ce Address (N	lumber and Street	, City, State, Zip Co	de)	
Check Box(es) that Apply:	[] Promote	er [] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if indivi	dual)			
Business or Resider	ice Address (N	lumber and Street	, City, State, Zip Co	de)	**************************************
(Use b	lank sheet, o	r copy and use a	dditional copies of	this sheet, as ned	cessary.)
		B. INFORMATI	ON ABOUT OFFER	RING	
Has the issuer so offering? What is the mining.	Answer a	also in Appendix, (ell, to non-accredite Column 2, if filing un pted from any indivi	der ULOE.	Yes No [X] []
3. Does the offering	permit joint ov	vnership of a singl	e unit?		Yes No
directly or indirectly connection with sale person or agent of a the name of the bro	any commiss of securities of securities of broker or dealer.	ion or similar remu in the offering. If aler registered with If more than five (§	who has been or will uneration for solicita a person to be listed the SEC and/or will persons to be listed the information for	tion of purchasers in this an associated thia state or states, and are associated	list
Full Name (Last nar	ne first, if indiv	idual)			
Watkins-	Bremont, C	heryl			
Business or Resider 23504 Ly		Number and Street Suite 201		de) ita, Californi	a 91321
Name of Associated	Broker or Dea	aler	**************************************	and the second of the second o	
States in Which Per			ds to Solicit Purcha	sers] All States

N. I. a. a. a.	-/ ^	D	1	D1								
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[IL]	[IN]	[IA]	(KS)	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
(MT)	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
(RI)	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	(PR)
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	of Asso				ber and	Street, C	City, State	e, Zip Co	de) 			•
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Type of Security
 Aggregate Offering Price
 Amount Already Sold

 Debt
 \$ 0
 \$ 0

 Equity
 \$513,400*
 \$ 513,400*

 [x] Common [] Preferred
 \$ 0
 \$ 0

 Convertible Securities (including warrants)
 \$ 0
 \$ 0

 Partnership Interests
 \$ 0
 \$ 0

 Other (Specify
)
 \$ 0

\$<u>513,400</u>*

\$ 513,400*

^{*} Assets acquired and liabilities assumed from predecessor entity in exchange for capital stock valued at \$159,000.00. Issuance of capital stock for entering into a consulting agreement valued at \$2,500.00 Issuance of capital stock in settlement of a different consulting agreement valued at \$23,000.00.

2. Enter the number of accredited and non-accredited investors who have have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
Accredited Investors	Number Investors	Doll of P \$ 44	pregate ar Amount Purchases 13,400.00* 70,000.00
Total (for filings under Rule 504 only)	18	\$5:	13,400*00*
Answer also in Appendix, Column 4, if filing under ULOE.			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.			:
Type of offering	Type of Sec	urity Dol	lar Amount
Rule 505		\$	u
Regulation A		\$_	
Rule 504	common		13,400.00*
Total		\$ <u>5</u>	13,400.00*
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees	••••••	[]\$ <u></u> []\$,500.00
Sales Commissions (specify finders' fees separately)		[]\$_	,500.00
b. Enter the difference between the aggregate offering price given in resp - Question 1 and total expenses furnished in response to Part C - Question difference is the "adjusted gross proceeds to the issuer."	onse to Part in 4.a. This	C \$ <u>-5</u>	<u>05,900.</u> 00*
5. Indicate below the amount of the adjusted gross proceeds to the issuer proposed to be used for each of the purposes shown. If the amount for ar purpose is not known, furnish an estimate and check the box to the left of estimate. The total of the payments listed must equal the adjusted gross to the issuer set forth in response to Part C - Question 4.b above.	the	·	
* See C-1.		ments to	
	Offi	cers,	Payments

		Payments to	
		Officers, Pa	ayments) hers
Salaries and fees		[] \$\$	
Purchase of real estate	•••••	[] []	
Purchase, rental or leasing and installation of ma		[] [] \$\$	
Construction or leasing of plant buildings and fac	cilities	[] [)	
Acquisition of other businesses (including the va securities involved in this offering that may be u exchange for the assets or securities of another pursuant to a merger)	ised in r issuer	[] []	
Repayment of indebtedness		[] \$\$	
Working capital		[] M \$ \$	505,900.00*
Other (specify):		[] [] \$\$	
Column Totals Total Payments Listed (column totals added) * See C-1.		\$\$ [] [] \$\$ [X]\$_505	,900 . 00*
D. FEDER	RAL SIGNATURE		
ne issuer has duly caused this notice to be signed be ed under Rule 505, the following signature constitut ecurities and Exchange Commission, upon written r ny non-accredited investor pursuant to paragraph (b	tes an undertaking by the request of its staff, the i	ne issuer to furnish to	the U.S.
ssuer (Print or Type)	Signature	Date	/-/
UMDN, Inc.	Signature	4//2	3/02
Name of Signer (Print or Type) Kent Keith	Title of Signer (Prin President	t or Type)	
ı Al	TTENTION		ſ

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No [] [X]
See Annendix Column 5 for state response	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

		//
Issuer (Print or Type)	Signature Date	
UMDN, Inc.	a fa 1	123/02
Name of Signer (Print or Type)	Title (Print or Type)	7
Kent Keith	President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-ac investors (Part B-	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors		Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									1

ΑZ AR CA CO CT DE DC FL GA HI ID 1L IN ĪΑ KS KY LA ME MD MA ΜI MN MS МО MT NE -NV NH NJ NM NY NC ND ОН OK OR PΑ RI ----SC SD ΤN ŤΧ UT VΤ VΑ WA WV WI

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http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999