FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4 (6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB Approval							
OMB Number:	3235-0076						
Expires: May 31, 2005							
Estimated average burden							
hours per response16.00							

SEC USE ONLY

DATE RECEIVED

Serial

Prefix

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Series A-1 Preferred Stock Offering	
Filing Under (check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4	4(6) ULOE RECEIVED
	/3 ³ /
Type of Filing: New Filing Amendment	2002
A. BASIC IDENTIFICATION DATA	S ANG T T SOOS
Enter the information requested about the issuer	
Name of Issuer (check if this an amendment and name has changed, and indicate change.)	
Shoedini.com, Inc.	181 (8)
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including/Area Code)
1527 N. Parham Road, Richmond, Virginia 23229	804-285-3473
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(If different from Executive Offices)	
Brief Description of Business	
Internet based retailer of shoes and accessories.	
	ther (please specify): AUG 1 2 2
Type of Business Organization	- The same
	ther (please specify):
business trust limited partnership, to be formed	AUG 1 2 L
Month	Year
Actual Date of Incorporation or Organization 0 7	9 9 Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State;	
CN for Canada; FN for other foreign jurisdiction)	VA

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. 15 U.S.C.

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 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 the 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.

SEC 1972 (6-02)

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 of 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 to the notice constitutes a part of this notice and must be completed.

ATTENTION

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

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 10

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 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
 Each general and managing partner of partnership issuers

Each general an	id managing pa	rther of partnership issu	ers.		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
					Managing Partner
Full Name (Last name first, i	f individual)				
Weiner, Gary L.					
Business or Residence Addre	ess (Number an	d Street, City, State, Zip	Code)		
1527 N. Parham Road, Richmon	•	, ,, , ,	,		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
					Managing Partner
Full Name (Last name first, i	f individual)				
Weiner, Gary L. and Beth G.					
Business or Residence Addre		d Street City State Zin	Code)		
1527 N. Parham Road, Richmon	`	a sireet, enj, state, mp			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Check Box(es) that rippiy.	Tromoter	Z Denemental Owner	Exceditive Officer	Director	Managing Partner
Full Name (Last name first, i	f individual)		·		171411481118114141
Bailey, R. Sadler and Gina R					
Business or Residence Addre		d Street City State 7in	Code)		
3588 Southlinks Cove, Mem	,		Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Check Box(es) that Apply.	Fromoter	Denencial Owner	Executive Officer	Director	Managing Partner
E-11 Name (Last name East :	Circlination (1.1.1)				Wallagilig Fartilei
Full Name (Last name first, in	i maividuai)				
Bryan, J. Stewart, III	()II	1 Ct	(C- 1-)		
Business or Residence Addre	,		Code)		
1802 Bayberry Court, Suite 3		X 4		1 1 5: /	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
E-IIN(I	C:- 1:- 11 -1)			·	Managing Partner
Full Name (Last name first, in	f individual)				
Family Holdings, L.C.		10 0 0 7.	<u> </u>		· · · · · · · · · · · · · · · · · · ·
Business or Residence Addre	•		Code)		
600 South Lake Boulevard, R					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
					Managing Partner
Full Name (Last name first, in	f individual)				
Grandis, Harry					
Business or Residence Addre		d Street, City, State, Zip	Code)		
12860 Bacova, Glen Allen, V	'A 23059	· K1			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
		-			Managing Partner
Full Name (Last name first, it	f individual)				
Quinn, Kevin F.					
Business or Residence Addre	,	1 Street, City, State, Zip	Code)		
845 Cornish Drive, San Diego	o, CA 92107				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

- 3. 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 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

Each general	and managing pa	irtner of partnership issu	ers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or	
	No. of the second secon					
Full Name (Last name first	if individual)					
Gumenick, Jerome	,					
Business or Residence Add	ress (Number an	d Street City State Zin	(Code)			
9518 Arrowdell Court, Rich	,		Code)			
	Promoter	Beneficial Owner	The continue Officer	Dinastan	General and/or	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	_	
T 1137 (7	101 11 11 13			·	Managing Partner	
Full Name (Last name first						
The Amended and Restated						
Business or Residence Add			Code)			
5907 Keystone Drive, Rich	mond, VA 23220	6				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or	
· /		_		_	Managing Partner	
Full Name (Last name first	if individual)					
Saxon Shoes, Inc.	, ii marriaaai)					
Business or Residence Add	rana (Number on	d Street City State 7im	Codo		······································	
	`	· • • • • • • • • • • • • • • • • • • •	(Code)			
1527 N. Parham Road, Rich	7					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or	
					Managing Partner	
Full Name (Last name first,	, if individual)					
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)		= 	
	(,			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or	
eneck Box(es) that Apply.	Tronnoter	Beneficial Owner	Exceditve Officer	Director	Managing Partner	
Evil Nama (Last nama first	if in dissides all			·	Widnaging Farther	
Full Name (Last name first,	, ii individuai)					
		10 0 0 0	~ 1 \			
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or	
		_		_	Managing Partner	
Full Name (Last name first,	if individual)					
	,					
Business or Residence Add	ress (Number an	d Street City State Zin	Code)			
	1000 (110111001 411	a oneet, only, oute, hip	- COLO,			
Charle Pay(as) that Apply	Promoter	Beneficial Owner	Executive Officer	Director	General and/or	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	_	
E 1137 (7)	:0: 1: :1 1)				Managing Partner	
Full Name (Last name first,	it individual)					
				*		
Business or Residence Add	ress (Number and	d Street, City, State, Zip	Code)			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

												Yes	No
1.	Has tl	he issuer s	sold or doe	s the issue	intend to	sell, to nor	n-accredite	d investors	in this off	ering?			\boxtimes
	Answer also in Appendix, Column 2, if filing under ULOE												
2.	2. What is the minimum investment that will be accepted from any individual?												inimum
3.	Does the offering permit joint ownership of a single unit?												
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the											e listed is the broker	
Ful				er or dealer individual						·			
Bus	siness c	or Resider	nce Addres	s (Number	and Stree	t, City, Sta	te, Zip Cod	le) 					
Naı	me of A	Associated	l Broker or	Dealer		- -							
				Has Solici		nds to Soli	cit Purchas	sers			7 411 04	4	
•	ieck "A AL]	III States" [AK]	or check i	ndividual S [AR]	states)	[CO]	[CT]	[DE]	[DC]	[FL]	」All Sta [GA]	ites [HI]	[ID]
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Dus	siness c	r Kesidei	ice Addres	s (Number	and Stree	i, City, Sta	ie, Zip Coc	ie)					
Naı	me of A	ssociated	Broker or	Dealer								-	
				Has Solici					· _		 		
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	IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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	RI]	[SC]	[SD]	[TN] individual)	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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Bus	siness o	r Resider	ice Addres	s (Number	and Street	, City, Stat	te, Zip Cod	le)					
Nar	me of A	ssociated	Broker or	Dealer								<u>.</u>	
Stat	tes in V	Vhich Per	son Listed	Has Solici	ted or Inte	nds to Soli	cit Purchas	sers					
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[M	1T]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]

B. INFORMATION ABOUT OFFERING

(Use blank sheet or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box \square and

1.

	indicate in the column below the amounts for exchange and already exchanged.				
	Type of Security	(Aggregate Offering Price		Amount Already Sold
	Debt	\$ \$	0 749,991.48	\$	0 150,000
	Common Preferred				
	Convertible Securities (including warrants) Partnership Interests Other (Specify)	\$ \$ \$.	0 0 0	\$ \$ \$	0 0 0
	Total	\$.	749,991.48	\$	150,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who 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."		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	- - -	3 0	\$ \$ \$	150,000
	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, in 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 Rule 505		Type of Security	\$ \$ \$	Dollar Amount Sold
	Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (Specify finder's fees separately) Other Expenses (identify) Finder's fees Total			\$ \$ \$ \$ \$ \$ \$ \$ \$ \$	6,250 16,250

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSE	S Al	VD.	USE OF PE	ROC	EEI	os –
	b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This differe is the "adjusted gross proceeds to the issuer."	nce				\$	733,741.48
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or propose be used for each of the purposes shown. If the amount for any purpose is not kno furnish an estimate and check the box to the left of the estimate. The total of the paymelisted must equal the adjusted gross proceeds to the issuer set forth in response to Para Question 4.b. above.	wn, ents					
				Payments to Officers, Directors, & Affiliates		F	Payments to Others
	Salaries and fees		\$_			\$	
	Purchase of real estate		\$_			\$	
	Purchase, rental or leasing and installation of machinery and equipment		\$_			\$	
	Construction or leasing of plant buildings and facilities		\$_			\$	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger		\$_			\$	
	Repayment of indebtedness	\boxtimes	\$_	130,000		\$	
	Working capital		\$_		\boxtimes	\$	603,741.48
	Other (specify)		\$				
			-				
			\$_			\$	
	Column Totals	\boxtimes	\$_	130,000	\boxtimes	\$	603,741.48
	Total Payments Listed (column totals added)			⊠ \$	<u>_73</u>	3,74	1.48
	D. FEDERAL SIGNATURE						
oll	e issuer has duly caused this notice to be signed by the undersigned duly authorized per owing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities at the staff, the information furnished by the issuer to any non-accredited investor pursuant to	and E	xch	ange Commiss	ion,	upon	
ssu	er (Print or Type) Signature	D	ate				<u>, </u>
Sho	pedini.com, Inc.			0-	ء کر	?	2007
Var	ne of Signer (Print or Type) Title of Signer (Print or Type)	_					
3ar	y L. Weiner President & CEO						
					_		
	ATTENTION						

ATTENTION

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