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SEC 1972 Potential persons who are to respond to the collection of information (6-02) in this form are not required to respond unless the form displays a curvalid 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 unless such exemption is predicated on the filing of a federal notice.

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 response... 1

SEC USE ONLY					
Prefix		Serial			
DATE RECEIVED					

Name of Offering ([] check if this is Axxiom Manufacturing, Inc. Com			anged, and indic	cate change.)	
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing [] Amendment			——PRI)CECC
	A. BASIC IE	ENTIFICATION	DATA	SF	P 2 1 2001
Enter the information requested	about the issuer				<u>CH 2004</u> LOMSON
Name of Issuer ([] check if this is Axxiom Manufacturing, Inc.	an amendment ar	nd name has cha	anged, and indic	27 (A.	VANCIAL
Address of Executive Offices (Nu 9650 Strickland Road #103-323, I				Number (Including	Area Code)
Address of Principal Business Ope Area Code) (if different from Executive Offices) 11927 South Highway 6, Fresno.		and Street, City,	State, Zip Code)	Telephone Numbe	er (Including

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Brief Description of Business Manufacturing of surface preparation equipment.

Type of Business Organizati [X] corporation	on [] limited partnership,	already forme	ed	[] other (plea	ase specify):
[] business trust	[] limited partnership,	to be formed			
		Month	Year		
Actual or Estimated Date of	Incorporation or Organization:	[07]	[2003]	[X] Actual	[] Estimated
Jurisdiction of Incorporation	or Organization: (Enter two-letter CN for Canada; FN fo				ite:

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 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 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.

Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director []	General and/or Managing Partner
Full Name (Last name first, if individual) John K. Pirotte	
Business or Residence Address (Number and Street, City, State, Zip Code) 11927 South Highway 6, Fresno, Texas 77545	
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director []	General and/or Managing Partner
Full Name (Last name first, if individual) International Surface Preparation Group, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code) 603 Park Point Drive, Golden Colorado 80401	
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 Address (Number and 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 Address (Number and Street, City, State, Zip Code)	

				В.	INFORM	ATION A	BOUT OF	FERING				
	the issue	er sold, o	or does th	e issuer	intend to	sell, to no	on-accred	lited inves	tors in thi	s	Yes []	No [X]
			Ans	swer also	in Apper	ndix, Colu	mn 2, if fi	ling under	· ULOE.			
2. Wha	at is the r	ninimum	investme	ent that w	ill be acc	epted fro	m any ind	lividual?			·	00.00
3. Doe	s the offe	ering peri	mit joint c	wnership	of a sing	gle unit?					Yes [X]	No []
indired of sect dealer more t	tly, any c urities in t registere han five (ommission the offeri ed with th (5) perso	on or sim ng. If a p e SEC ai	ilar remu erson to nd/or with listed are	neration be listed a state of associat	for solicita is an asso or states,	ation of pu ociated pe list the na	will be paid urchasers erson or a ame of the n a broker	in connect gent of a broker o	tion with broker or r dealer.	sales If	
Full Na	ame (Las	t name fi	rst, if ind	ividual)								
Busine	ss or Re	sidence .	Address	(Number	and Stre	et, City, S	State, Zip	Code)				
Name	of Assoc	iated Bro	ker or De	ealer	COMPANY OF A STATE OF THE STATE	relativas elementos acomposados (Albertonia		n en			Water Control of the	
						ends to So	olicit Purc	hasers		[] All Sta	tes
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR] [.]
Full Na	me (Las	t name fi	irst, if ind	ividual)								
Busine	ess or Re	sidence	Address	(Number	and Stre	et, City, S	State, Zip	Code)		AAUU		
Name	of Assoc	iated Bro	oker or D	ealer								
					ed or Inte		olicit Purc	hasers		[] All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	ame (Las	t name f	irst, if ind	ividual)								
Busine	ss or Re	sidence	Address	(Number	and Stre	et, City, S	State, Zip	Code)				
Name	of Assoc	iated Bro	ker or D	ealer	· · · · · · · · · · · · · · · · · · ·		···					

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)] All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [XT] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(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

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." Aggregate Dollar Amount of Purchases Accredited Investors 7 \$532,500 Non-accredited Investors 3 \$17,500 Total (for fillings under Rule 504 only) \$ \$ \$17,500 Total (for fillings under Rule 504 only) \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	1. 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 " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Debt	T (0 "		
Equity	**	_	
X Common [] Preferred S			
Convertible Securities (including warrants) \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$, ,	\$	\$
Partnership Interests		•	
Other (Specify). Total		\$	
Accredited Investors Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 3, if filling under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities 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 Number Dollar Amount of Purchases	·	\$	\$
Answer also in Appendix, Column 3, if filling 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 Number Dollar Amount of Purchases			
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 Number Aggregate		\$ <u>550,000.00</u>	\$ <u>550,000.00</u>
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 Number Investors Aggregate Dollar Amount of Purchases Accredited Investors 7 \$532,500 Non-accredited Investors 7 \$532,500 Non-accredited Investors 3 \$17,500 Total (for filings under Rule 504 only) \$17,500 Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filling 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 Security Sold Rule 505 \$ \$ Regulation A \$ \$ Rule 504 \$ \$ \$ Total \$ \$ \$ Total \$ \$ \$ Aggregate Dollar Amount \$ \$ \$ Dollar Amount \$ \$ \$ \$ Dollar Amount \$ \$ \$ \$ Dollar Amount \$ \$ \$ \$ Aggregate Dollar Amount \$ \$ \$ \$ Rule 505 \$ \$ \$ \$ \$ Type of offering \$ \$ \$ \$ Type of offering \$ \$ \$ \$ \$ Type of Security \$ \$ \$ \$	Answer also in Appendix, Column 3, if filing under ULOE.		
Accredited Investors Doilar Amount of Purchases Accredited Investors 7 \$532,500 Non-accredited Investors 3 \$17,500 Total (for filings under Rule 504 only) \$17,500 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 Rule 505 Regulation A Rule 504 Total 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 [] \$ Legal Fees [] \$ Sinuth (Purchases) Sold Total Transfer Agent's Fees [] \$ Legal Fees [] \$ Legal Fees [] \$ Engineering Fees [] \$ Engineering Fees [] \$ Engineering Fees	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."		
Non-accredited Investors			Dollar Amount
Total (for filings under Rule 504 only)	Accredited Investors	7	\$ <u>532,500</u>
Answer also in Appendix, Column 4, if filling under ULOE. 3. If this filling 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 Rule 505 Regulation A Rule 504 Total 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 Engineering Fees [] \$ []	Non-accredited Investors	3	\$ <u>17,500</u>
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 Rule 505	Total (for filings under Rule 504 only)		\$
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 Rule 505	Answer also in Appendix, Column 4, if filing under ULOE.		
Type of offering Rule 505	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.		
Rule 505		Type of Security	Dollar Amount
Regulation A Rule 504 Total 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 [] \$ [] \$ [X] \$10,000.00 [] \$ []	· · · · · · · · · · · · · · · · · · ·	Type of Security	Sold
Rule 504	Rule 505		_ \$
Total	Regulation A		_ \$
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 [] \$	Rule 504		_ \$
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	Total		_ \$
Printing and Engraving Costs [] \$	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.		
Printing and Engraving Costs [] \$	Transfer Agent's Fees	[]\$	
Legal Fees [X] \$10,000.00 Accounting Fees [] \$ Engineering Fees [] \$		[]\$	
Accounting Fees [] \$ Engineering Fees [] \$		[X] \$	10,000.00
Engineering Fees	-		
	-		
		[]\$	

Other Expenses (identify) (State Filing Fees)	[X] <u>\$1,000.00</u>		
Total	[X] <u>\$11,0</u>	00.00	
Enter the difference between the aggregate offering price given in response to Part C - tal expenses furnished in response to Part C - Question 4.a. This difference is the "adjuncted to the issuer."		\$ <u>539,000.00</u>	
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 known, mish an estimate and check the box to the left of the estimate. The total of the payment ted must equal the adjusted gross proceeds to the issuer set forth in response to Part Guestion 4.b above.	ts		
	Payments to Officers, Directors, & Affiliates	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	\$	\$	
Working capital	\$	\$ 539,000.00	
Other (specify):	\$	\$	
	\$	\$	
Column Totals	\$	\$	
Total Payments Listed (column totals added)	\$ <u>53</u>	9,000.00	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Axxiom Manufacturing, Inc.	John K Tuell	September <u>IC</u> , 2004
Name of Signer (Print or Type) John K. Pirotte	Title of Signer (Print or Type) President	

ATTENTION

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