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

OMB APPROVAL table with OMB Number, Expires, and Estimated average burden.



05066631

FORM D

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

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.

Name of Offering, Filing Under, and Type of Filing information.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer: Investor Force Holdings, Inc.

Address of Executive Offices: 1400 Liberty Ridge Drive, Suite 107, Wayne, PA 19087

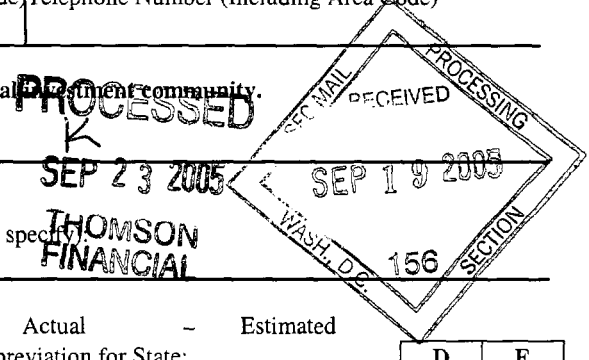
Address of Principal Business Operations: (if different from Executive Offices)

Brief Description of Business: The Company develops and markets technology and business solutions to the institutional investment community.

Type of Business Organization: corporation

Actual or Estimated Date of Incorporation or Organization: 02/00 Actual

Jurisdiction of Incorporation or Organization: CN for Canada; FN for other foreign jurisdiction



GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, Filing Fee, State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE)...

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.



A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- X Each promoter of the issuer, if the issuer has been organized within the past five years;
- X 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;
- X Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- X Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner and/or Managing Partner

Full Name (Last name first, if individual)

Morrissey, Jim

Business or Residence Address (Number and Street, City State, Zip Code)

1400 Liberty Ridge Drive, Suite 107, Wayne, PA 19087

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner and/or Managing Partner

Full Name (Last name first, if individual)

Matas, Jim

Business or Residence Address (Number and Street, City State, Zip Code)

1400 Liberty Ridge Drive, Suite 107, Wayne, PA 19087

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hoover, Kim

Business or Residence Address (Number and Street, City State, Zip Code)

1400 Liberty Ridge Drive, Suite 107, Wayne, PA 19087

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Alexander, Doug

Business or Residence Address (Number and Street, City State, Zip Code)

1400 Liberty Ridge Drive, Suite 107, Wayne, PA 19087

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Dolanski, Tony

Business or Residence Address (Number and Street, City State, Zip Code)

1400 Liberty Ridge Drive, Suite 107, Wayne, PA 19087

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Rooney, Phil

Business or Residence Address (Number and Street, City State, Zip Code)

1400 Liberty Ridge Drive, Suite 107, Wayne, PA 19087

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Zisman, Michael

Business or Residence Address (Number and Street, City State, Zip Code)

1400 Liberty Ridge Drive, Suite 107, Wayne, PA 19087

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Wahl, Colin

Business or Residence Address (Number and Street, City State, Zip Code)

205 Telluride Trail, Chapel Hill, North Carolina 27514

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

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner and/or Managing Partner

Full Name (Last name first, if individual)

Tailwind Capital Partners

Business or Residence Address (Number and Street, City State, Zip Code)

390 Park Avenue, 17th Floor, New York, New York 10022

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner and/or Managing Partner

Full Name (Last name first, if individual)

Mellon Ventures

Business or Residence Address (Number and Street, City State, Zip Code)

One Mellon Center, Suite 5210, Pittsburgh, PA 15258

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

California Public Employees' Retirement System

Business or Residence Address (Number and Street, City State, Zip Code)

Lincoln Plaza, 400 P Street, Sacramento, CA 95814

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Frank Minard

Business or Residence Address (Number and Street, City State, Zip Code)

1400 Liberty Ridge Drive, Suite 107, Wayne, PA 19087

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

ICG Holdings, Inc.

Business or Residence Address (Number and Street, City State, Zip Code)

Pencador Corporate Center, 100 Lake Drive, Suite 4, Newark, DE 19702

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)

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)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$ 0
3. Does the offering permit joint ownership of a single unit? Yes No
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 information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

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] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

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] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

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] | [TX] | [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

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.

| Type of Security | Aggregate Offering Price | Amount Already Sold |
|---|--------------------------|---------------------|
| Debt..... | \$ | \$ |
| Equity | \$1,957,263* | \$ |
| | | |
| | | |
| <input checked="" type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants)(Senior Secured Convertible Notes)..... | \$1,567,331 | \$957,955 |
| Partnership Interests..... | \$ | \$ |
| Other (Specify: _____)..... | \$ | \$ |
| Total | \$1,957,263* | \$957,955 |

Answer also in Appendix, Column 3, if filing under ULOE

*Represents the value of (i) the Series AA Preferred Stock issuable upon conversion of the Notes and (ii) the Common Stock issuable upon conversion of the Series AA Preferred, which amount includes the value of accrued but unpaid interest on the Notes that may be paid in shares of Series AA Preferred Stock.

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 A0 if answer is "none" or "zero."

| | Number of Investors | Aggregate Dollar Amount of Purchases |
|--|---------------------|--------------------------------------|
| Accredited Investors..... | <u>1</u> | \$ <u>957,955</u> |
| Non-accredited Investors | | \$ |
| Total (for filings under Rule 504 only)..... | _____ | \$ _____ |

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 | Type of Security | Dollar Amount Sold |
|-----------------------|------------------|--------------------|
| NOT APPLICABLE | | |
| 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..... | <input type="checkbox"/> | \$ _____ |
| Printing and Engraving Costs | <input type="checkbox"/> | \$ |
| Legal Fees | <input checked="" type="checkbox"/> | \$70,000 |
| Accounting Fees..... | <input type="checkbox"/> | \$ |
| Engineering Fees..... | <input type="checkbox"/> | \$ _____ |
| Sales Commissions (specify finders' fees separately)..... | <input type="checkbox"/> | \$ |
| Other Expenses (identify) _____ | <input type="checkbox"/> | \$ |
| Total | <input type="checkbox"/> | <u>\$70,000</u> |

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

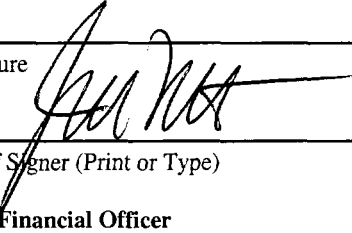
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$1,497,331

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

| | Payments to Officers, Directors, & Affiliates | Payments To Others |
|--|--|---|
| Salaries and fees..... | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Purchase of real estate..... | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Purchase, rental or leasing and installation of machinery and equipment..... | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Construction or leasing of plant buildings and facilities..... | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| 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) | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Repayment of indebtedness..... | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Working capital..... | <input type="checkbox"/> \$ | <input checked="" type="checkbox"/> \$930,000 |
| Other (specify): <u>Stock repurchases</u> | <input type="checkbox"/> \$ | <input checked="" type="checkbox"/> \$567,331 |
| Column Totals..... | <input type="checkbox"/> \$ | <input checked="" type="checkbox"/> \$ |
| Total Payments Listed (column totals added) | | <input checked="" type="checkbox"/> \$1,497,331 |

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) Investor Force Holdings, Inc. | Signature  | Date September 16, 2005 |
| Name of Signer (Print or Type) James Matas | Title of Signer (Print or Type) Chief Financial Officer | |

ATTENTION

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