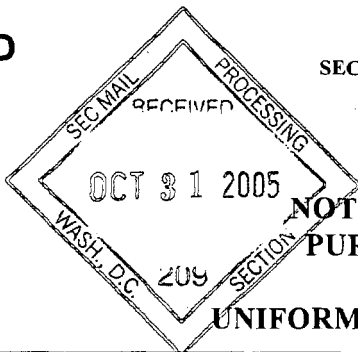


ORIGINAL

Debtures

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:	
Estimated average burden hours per response.....	16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

**Convertible Promissory Notes/Equity Securities**

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment

1257829

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

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

eAgency, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

6 Upper Newport Plaza, Newport Beach, CA 92660

Telephone Number (Including Area Code)

(949) 253-9131

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Same as above

Brief Description of Business

Software/Technology Development, Products and Services for Financial Planners

Type of Business Organization

- corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year  Actual  Estimated  
0 1 6 0 1 0

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) DE



PROCESSED  
NOV 07 2005  
THOMSON FINANCIAL

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 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.

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 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 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:

- 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  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Lotter, Robert A.**

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

**6 Upper Newport Plaza, Newport Beach, CA 92660**

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

Full Name (Last name first, if individual)

**Allard, Timothy S.**

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

**6 Upper Newport Plaza, Newport Beach, CA 92660**

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)

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)

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

**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? ..... \$ \_\_\_\_\_
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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> 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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> 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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> 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 the 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 .....	\$ <u>1,713,152.33</u>	\$ <u>1,713,152.33</u>
Equity .....	\$ _____	\$ _____
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
<b>Total</b> .....	<b>\$ <u>1,713,152.33</u></b>	<b>\$ <u>1,713,152.33</u></b>

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 .....	<u>44</u>	\$ <u>1,713,152.33</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0.00</u>
<b>Total (for filings under Rule 504 only)</b> .....		<b>\$ <u>1,713,152.33</u></b>

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
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
<b>Total</b> .....		<b>\$ <u>0.00</u></b>

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 insurer. 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 checked="" type="checkbox"/>	\$ <u>100.00</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>4,000.00</u>
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ <u>1,000.00</u>
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____ .....	<input type="checkbox"/>	\$ _____
<b>Total</b> .....	<input checked="" type="checkbox"/>	<b>\$ <u>5,100.00</u></b>

**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.” ..... \$ 1,708,052.33

5. Indicate below the amount of the adjusted gross proceed 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 checked="" type="checkbox"/> \$ <u>1,708,052.33</u>	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input checked="" type="checkbox"/> \$ <u>1,708,052.33</u>	<input type="checkbox"/> \$ <u>0.00</u>
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ <u>1,708,052.33</u>	

**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) <b>eAgency, Inc.</b>	Signature <i>Timothy S Allard</i>	Date <b>10-21-2005</b>
Name of Signer (Print or Type) <b>Timothy S. Allard</b>	Title of Signer (Print or Type) <i>Chief Operations Officer</i>	

**ATTENTION**

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

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? .....  Yes  No

See Appendix, 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) eAgency, Inc.	Signature <i>Timothy S Allard</i>	Date 10-21-2005
Name (Print or Type) Timothy S. Allard	Title (Print or Type) <i>Chief Operations Officer</i>	

**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	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			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)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		<input checked="" type="checkbox"/>	Convertible Promissory Notes	2	\$50,000.00	0	\$0.00		<input checked="" type="checkbox"/>
AR									
CA		<input checked="" type="checkbox"/>	Convertible Promissory Notes	41	\$1,563,152.	0	\$0.00		<input checked="" type="checkbox"/>
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 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)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV		x	Convertible Promissory Notes	1	\$100,000.00	0	\$0.00		x
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RJ									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									



**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			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)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
PR	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>

Investment Schedule (2nd in 4-25-05 to present)	Investment Holder	State	Accredited	Issued	Due	Amount	Conversion %	Interest Rate	Qualified Financing	Convertible Info	Notes
	R.	CA	Yes	5/31/2005	5/31/2007	\$40,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	
		CA	Yes	5/10/2005	5/10/2007	\$50,000	75%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	
	st T. and Ilse-Lore Chialtas	CA	Yes	5/24/2005	5/24/2007	\$10,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	
	hard	CA	Yes	6/3/2005	6/3/2007	\$20,000	75%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	
	nts, LLC	CA	Yes	5/24/2005	5/24/2007	\$100,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	
	nael T. and Joanie Ledger-	CA	Yes	5/27/2005	5/27/2007	\$100,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	
	arfaabaugh and F. Louis trustees of the Earfaabaugh dated 2/20/87	CA	Yes	5/16/2005	5/16/2007	\$50,000	75%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	
	S.	CA	Yes	5/31/2005	5/31/2007	\$20,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	
	S. and Mary Jane T.	CA	Yes	4/27/2005	4/27/2007	\$101,556.16	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	*\$50k investment rolled together with previous \$50k investment (plus interest) of 12/7/04
	, Ismail and Belis	CA	Yes	5/18/2005	5/18/2007	\$50,000	75%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	
	na, Trustee of the Hirayama dated March 12, 1999	CA	Yes	4/27/2005	4/25/2007	\$25,000.00	50%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing	
	V. and/or Thomas B. James	CA	Yes	5/13/2005	5/13/2007	\$50,000	75%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	
	mpany, Inc., a California corp	CA	Yes	5/18/2005	5/18/2007	\$10,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	
	mpany, Inc., a California corp	CA	Yes	5/23/2005	5/23/2007	\$2,500	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock	

Company, Inc., a California corp	CA	Yes	5/24/2005	5/24/2007	\$10,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock
Company, Inc., a California corp	CA	Yes	5/27/2005	5/27/2007	\$20,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock
Company, Inc., a California corp	CA	Yes	5/30/2005	5/30/2007	\$10,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock
Company, Inc., a California corp	CA	Yes	5/31/2005	5/31/2007	\$10,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock
ary Margaret	CA	Yes	4/28/2005	4/28/2007	\$40,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock
a Trust Executed 21st of June,	CA	Yes	4/27/2005	4/27/2007	\$25,000	75%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
as O.	CA	Yes	6/3/2005	6/3/2007	\$51,003.02	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock
ael D. or Helena K. Kobrin	CA	Yes	5/31/2005	5/31/2007	\$102,093.15	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock
ily Trust dated July 13, 1990	CA	Yes	5/31/2005	5/31/2007	\$80,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible into Capital Stock
tephanie A.	CA	Yes	5/3/2005	5/3/2007	\$50,000	75%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
Trust dated January 10, 2003	CA	Yes	5/16/2005	5/16/2007	\$35,000	50%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
es A.	CA	Yes	4/27/2005	4/27/2007	\$5,000.00	50%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
es A.	CA	Yes	5/13/2005	5/13/2007	\$5,000.00	50%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
ry S., IRA Charles Schwab	CA	Yes	5/23/2005	5/23/2007	\$50,000.00	75%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
hn B.	CA	Yes	6/1/2005	6/1/2007	\$11,000.00	75%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
hn B., IRA Charles Schwab	CA	Yes	6/1/2005	6/1/2007	\$20,000.00	75%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
J. Christian	CA	Yes	5/16/2005	5/16/2007	\$10,000.00	75%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
hiro and/or Setsuko Nishiya	CA	Yes	5/30/2005	5/30/2007	\$100,000.00	50%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
iel	CA	Yes	5/24/2005	5/24/2007	\$50,000.00	75%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
n Elizabeth, IRA Charles o., Inc Custodian, Account No.	CA	Yes	4/29/2005	4/29/2007	\$6,000.00	75%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing

Exchanged 10/18/2004  
Debtenture to combine  
with additional  
investment of \$30,000  
\*Cancelled 1/21/2005  
Debtenture to Combine  
Amts



Appas, Joan Elizabeth, IRA Charles Schwab & Co., Inc Custodian, Account No. 102-3766	CA	Yes	4/29/2005	4/29/2007	\$44,000.00	75%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
Partner, Paul J.	CA	Yes	5/18/2005	5/18/2007	\$100,000.00	50%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
Sandel, Timothy R. and Georgia C. Sandel	CA	Yes	5/18/2005	5/18/2007	\$20,000.00	50%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
Singerland, Robert J.	CA	Yes	5/3/2005	5/3/2007	\$50,000.00	75%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
Swanson, Scott A. and Gail A. Swanson	CA	Yes	4/27/2005	4/27/2007	\$15,000	50%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
Swanson, Scott A. and Gail A. Swanson	CA	Yes	5/31/2005	5/31/2007	\$85,000.00	50%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
ctor Manuel Trasvina, Jr., and Darabelle Jerpo Trasvina, Trustees of the Trasvina Family Trust 2002 U/D/T dated August 9, 2002	CA	Yes	5/12/2005	5/12/2007	\$50,000.00	75%	8%	\$4,000,000	Capital Stock or Securities of Qualified Financing
Subtotal					1683152.33				
Less Cancellations from rollover of previous venture					(\$50,000)				
					(\$20,000)				
					(\$50,000)				
Total new CA sales					\$1,563,152.33				
JT OF STATE									
ues Brothers, LLC	NV	Yes	5/27/2005	5/27/2007	\$100,000	50%	8%	\$4,000,000	Capital Stock or Securities Convertible Into Capital Stock
ctor, Steven F. and/or Karen C. Rector	AZ	Yes	5/31/2005	5/31/2007	\$50,000	75%	8%	\$4,000,000	Capital Stock or Securities Convertible Into Capital Stock
ital new AZ sales					\$150,000				
Total New Sales (All States)					\$1,713,152				