SEC 1972 Potential persons who are to respond to the collection of information contained (6-02) in this 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 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

		V /		
OMB APPROVAL				
OMB Nu	mber: 32	35-0076		
Expires: April 30, 2008				
Estimated average burden				
hours per response16.00				
SEC USE ONLY				
Prefix		Serial		
DATE RECEIVED				
1				

RECEIVED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Axxiom Manufacturing, Inc. Winter 2006 Common Stock Offering

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

[] Rule 504

[] Rule 505

[X] Rule 506

[] Section 4(6)

[]ULOE

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

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.) Axxiom Manufacturing, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 9650 Strickland Road #103-323, Raleigh, North Carolina 27615 (919) 846-5405

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

(if different from Executive Offices)

11927 South Highway 6, Fresno, Texas 77545

Brief Description of Business

Manufacturing of surface preparation equipment.

SEC-16020-14-427613-v1

Type of Business Organization [X] corporation	[] limited partnership, a	already forme	ıd	[] other (plea	se specify):
[] business trust	[] limited partnership, t	•	·u	[] other (pice	зас эрсскуу.
ETINOMICIPATE TECHNISTOR - 2 pm, mm; mm 2 ketterboyer mang m valat salitik; juway ikin aspiratio	Program C Section Co. The Program reports designed and the grown on the American American American	Month	Year	A second training second seconds as second as second to	WATER STATE OF A STATE OF THE S
Actual or Estimated Date of Incorporation or Organization:		[07]	[2003]	[X] Actual	[] Estimated
Jurisdiction of Incorporation or Or	ganization: (Enter two-letter l CN for Canada; FN fo				te:
CENERAL INSTRUCTIONS	Нашарт мунициональность (т. 17 м) и у други други други примента и применения и применения применения применения		The second secon	JALINES THE THE BEST TO THE THE STATE OF THE	

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]	X] Director [] General and/o Managing Partner
Full Name (Last name first, if individual) John K. Pirotte	PP(www.com/order-photocom/or-percelor PPRACE)	amang a caracamatan sekerakan kahamah merindi Arkabah
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/o Managing Partner
Full Name (Last name first, if individual) Triangle Mezzanine Fund, LLLP	rikunya <u>nganda</u> ran sana dalik Malamanan menengan	and the grade of the second se
Business or Residence Address (Number and Street, City, State, Zip Code) 3600 Glenwood Avenue, Suite 104, Raleigh, North Carolina 27612		
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [Director [] General and/o Managing Partner
Full Name (Last name first, if individual) Schuster, Leo J.	Managana — ti shini mamana mini tibe PA	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Axxiom Manufacturing, Inc., 11927 South Highway 6, Fresno, Texas 77545		
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [[] Director [) General and/o Managing Partner
Full Name (Last name first, if individual) Nelson, William		
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Axxiom Manufacturing, Inc., 11927 South Highway 6, Fresno, Texas 77545	Water and the state of the stat	

Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [] Director []	General and/or Managing Partner
Full Name (Last name first, if individual) Nguyen, Taylor	A CONTRACTOR OF THE PARTY OF TH
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Axxiom Manufacturing, Inc., 11927 South Highway 6, Fresno, Texas 77545	And Annual Annua
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director []	General and/or Managing Partner
Full Name (Last name first, if individual) McMurdy, Robert P.	activity and place to reproduce and writering
Business or Residence Address (Number and Street, City, State, Zip Code) RPM Enterprises, LLC, 215 Stowaway CV Ste B, Lakeway, Texas 78734-4063	of Agency - case in Miningson and confidence of the
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director []	General and/or Managing Partner
Full Name (Last name first, if individual) Woody, W. Ruffin	yggaggaga y do dan dan magaya ya ga
Business or Residence Address (Number and Street, City, State, Zip Code) 124-B S. Main Street, P.O. Box 381, Roxboro, North Carolina 27573-0381	

B. INFORMATION ABOUT OFFERING												
1. Has	the issue				intend to	sell, to no	n-accredi	ted invest	ors in this	offering?	Yes	No [X]
			Ans	swer also	in Apper	ndix, Colu	mn 2, if fi	ling under	· ULOE.		. ,	(-3
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?								\$5,0	00.00			
3. Doe	s the offe	ering perr	mit joint o	wnership	of a sing	ıle unit?					Yes [X]	No []
indirect of secu dealer more t	tly, any c urities in t registere han five (ommission the offerind d with the (5) perso	on or sim ng. If a pe e SEC ar	ilar remu erson to l nd/or with isted are	neration foe listed in a state of associate	for solicita s an asso or states,	ation of pu ciated pe list the na	irchasers rson or ag ime of the	in connec jent of a b broker or		sales	
Full Na	ame (Las	t name fi	rst, if indi	vidual)	indused by the I *46000000000000000000000000000000000000	CONTRACTOR CONTRACTOR SHAWN SHEET SEPARATE		ayan dalam inggaran error dalam ing a yan abad	and comes and with the committees arrived to	ашин ун 1920 ^г ануус ускасыў АНЦОНН	PERTON, ACON SET SARRAMENT	
Busine	ess or Re	sidence /	Address (Number	and Stree	et, City, S	tate, Zip (Code)	and an experience of the second section of the second	agusianinki ilizaan 10 geore ee palatuu	alle. Med is propin mehr milledike semak	
Name	of Assoc	iated Bro	ker or De	ealer	Mandadana Andrea An	AND THE PROPERTY OF THE PROPER		a communicación de Segundos que escala	myneper "Salik vardings; pp. ees ingrypeer		ent : ma _n , -lady i yatinda Ta'dorrece and	
States	in Which	Person	Listed Ha	s Solicit	ed or Inte	nds to Sc	licit Purcl	nasers				
(Chec	k "All S	tates" of	r check i	ndividu	al States)				[] All Sta	ites
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[HN]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[W1]	[WY]	[PR]
Full Na	ame (Las	t name fi	rst, if indi	vidual)				· · · · · · · · · · · · · · · · · · ·	an an mid a h eartanna			
			Transcore									
Busine	ess or Re	sidence /	Address	(Number	and Stree	et, City, S	tate, Zip	Code)				
Name	of Assoc	iated Bro	ker or De	ealer		mmara melake disirikan di amaman				complete pill del Pringe personal de militario del Selection Marchelle		na i garan kanan kanan dan dan dan Kanan yang
					ed or Inte		olicit Purcl	hasers		Į.] All State	S

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

	The state of the s	And Francisco Comprised Comments
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEED)S
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.		er, alumand in-residuals "APPER Integration
Type of Security Debt	Aggregate Offering Price \$2,000,000.00	Amount Already Sold \$2,000,000.00
Equity	\$ 200,000.00	\$ 200,000.00
[X] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	Ψ	¢
	¢	\$ 2,200,000.00
Total	\$ 2,200,000.00	\$ 2,200,000.00
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	1	\$ 2,200,000.00
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, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
, , , , ,	T	Dollar Amount
Type of offering	Type of Security	Sold
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	[] \$	8
Printing and Engraving Costs		6
Legal Fees		10,000.00
Accounting Fees		5
Engineering Fees		<u> </u>
		3
Sales Commissions (specify finders' fees separately)		
Other Expenses (identify) (State Filing Fees)		\$350.00
Total	[X] <u>S</u>	10,350.00

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."

\$ 2,189,650.00

Payments to Officers,

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.

	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	\$	\$ <u>2,189,650.00</u>
Other (specify):	\$	\$
	\$	\$
Column Totals	\$	_\$
Total Payments Listed (column totals added)	\$ <u>2,</u> 1	89,650.00

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 trotte 12-30-05	
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.)