

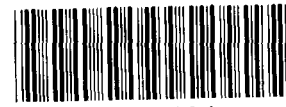
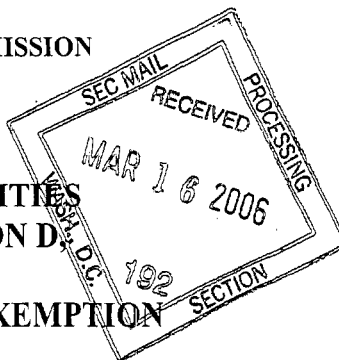
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per response16.00

FORM D

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



06028424

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

Convertible Promissory Notes, Common Stock and Warrants to Purchase Preferred Stock

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

Type of Filing: 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.)

The Fox Group, Inc.

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

331 Magnolia Avenue, Piedmont, CA 94610

Telephone Number (Including Area Code)

925-980-5643

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

181B East Industry Court, Deer Park, NY 11729

Telephone Number (Including Area Code)

631-242-8853

PROCESSED

Brief Description of Business

Semiconductor Manufacturing

MAR 27 2006

Type of Business Organization

corporation limited partnership, already formed
 business trust limited partnership, to be formed

other (please specify)

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization:

Month Year

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)

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)

O'Meara, Bernard P. and Mary F.

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

54 Jennie Dade Lane, Sperryville VA 22740

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

Full Name (Last name first, if individual)

Helava, Heikki I.

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

331 Magnolia Avenue, Piedmont CA 94610

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

Full Name (Last Name first, if individual)

Investissement Technologie (3599) Inc.

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

600 Gauchetiere Street West, Montreal QC, H3B 4L8 Canada

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

Full Name (Last Name first, if individual)

Technologies and Devices International, Inc.

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

12214 Plum Orchard Drive, Silver Spring MD 20904

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

Full Name (Last Name first, if individual)

Ragle, Larry and Lucha

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

37 Carre Wilshire, Hudson QC J0P 1H0 Canada

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

Full Name (Last Name first, if individual)

Chaitman, Sean

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

420 E. 55th Street, New York NY 10022

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

Full Name (Last Name first, if individual)

Helava Family Trust U/A dated 05/16/00

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

331 Magnolia Avenue, Piedmont CA 94610

B. INFORMATION ABOUT OFFERING

- | | | |
|--|--|---|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....
Answer also in Appendix, Column 2, if filing under ULOE. | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| 2. What is the minimum investment that will be accepted from any individual? | \$ <u>2,000</u> | |
| 3. Does the offering permit joint ownership of a single unit? | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| *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)

Matcorp Inc.

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

1100 Rene-Levesque Blvd West, 25th Floor, Montreal QC H3B 5C9

Name of Associated Broker or Dealer

Paul R. Mathurin

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]

*Only in Province of Quebec, Canada

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.)

* **Matcorp Inc., Montreal, Canada, has received compensation solely in connection with investments outside the United States.**

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	\$ <u> -0-</u>	\$ <u> -0-</u>
Equity.....	\$ <u> 1,500,000</u>	\$ <u> 1,423,400</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
* Convertible Securities (including warrants).....	\$ <u> 5,000,000</u>	\$ <u> 4,008,300</u>
Partnership Interests.....	\$ <u> -0-</u>	\$ <u> -0-</u>
Other (Specify _____).....	\$ <u> -0-</u>	\$ <u> -0-</u>
Total.....	\$ <u> 6,500,000</u>	\$ <u> 5,431,700</u>

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

* Includes offers and sales outside the United States.

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 of Investors	Aggregate Dollar Amount of Purchases
* Accredited Investors	<u> 64</u>	\$ <u> 5,431,700</u>
Non-Accredited Investors	<u> -0-</u>	\$ <u> -0-</u>
Total (for filings under Rule 504 only).....	<u> N/A</u>	\$ <u> N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE

* Includes sales outside the United States.

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.

NOT APPLICABLE

Type of Offering	Type of Security	Dollar Amount 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	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u> 5,000</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales commission (specify finders' fees separately) Finder's fee for foreign investors	<input checked="" type="checkbox"/>	\$ <u> 7,500</u>
Other Expenses (identify) Blue Sky Filing Fees	<input checked="" type="checkbox"/>	\$ <u> 2,000</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u> 14,500</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.”\$ 6,485,500


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.

ASSUMES ENTIRE OFFERING IS SOLD

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and fees	<input checked="" type="checkbox"/> \$ <u>250,000</u>	<input checked="" type="checkbox"/> \$ <u>350,000</u>
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>250,000</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>300,000</u>
Acquisition of other business (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 checked="" type="checkbox"/> \$ <u>300,000</u>	<input checked="" type="checkbox"/> \$ <u>700,000</u>
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>4,335,500</u>
Other (specify):.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____
Column Totals	<input checked="" type="checkbox"/> \$ <u>550,000</u>	<input checked="" type="checkbox"/> \$ <u>5,935,500</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>6,485,500</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) The Fox Group, Inc.	Signature 	Date March 14, 2006
Name of Signer (Print or Type) Bernard O'Meara	Title of Signer (Print or Type) Secretary	

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 262 presently subject to any of the Yes No
disqualification provisions of such rule? *

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to the state administrators 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.*

*Items 1, 2, 3 and 4 above have been deleted pursuant to the National Securities Market Improvement Act of 1996.

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) The Fox Group, Inc.	Signature 	Date March 14, 2006
Name of Signer (Print or Type) Bernard O'Meara	Title of Signer (Print or Type) Secretary	

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 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		Convertible Notes, Common Stock and Warrants	Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes
AL		X	\$6,500,000	1	28,375	0			
AK									
AZ									
AR									
CA		X	\$6,500,000	5	1,081,505	0			
CO									
CT		X	\$6,500,000	2	162,500	0			
DE									
DC		X	\$6,500,000	2	67,743	0			
FL		X	\$6,500,000	1	6,000	0			
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD		X	\$6,500,000	2	75,175	0			
MA		X	\$6,500,000	2	149,125	0			
MI		X	\$6,500,000	1	26,125	0			
MN									
MS									
MO		X	\$5,000,000	4	214,387	0			
MT									

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		Convertible Notes, Common Stock and Warrants	Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes
NE									
NV									
NH									
NJ		X	\$6,500,000	3	55,843	0			
NM									
NY		X	\$6,500,000	9	642,625	0			
NC		X	\$6,500,000	1	34,050	0			
ND									
OH									
OK									
OR									
PA		X	\$6,500,000	4	516,000	0			
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA		X	\$6,500,000	18	1,303,307	0			
WA		X	\$6,500,000	2	10,000	0			
WV									
WI		X	\$6,500,000	1	300,000	0			
WY									
PR									