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

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OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per response.....16.00

SEC US	E ONLY
Prefix	Serial
DATE R	ECEIVED
	1

Name of Offering (Check if this is an amendment and name has changed, and indicate change.)		
	The last	
Common Stock of Digonex Technologies, Inc., an Indiana Corporation Fiting Under (Check box(es) that apply) Rule 504 Rule 505 Rule 506 Section 4(6)		HEOEIVED
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Fype of Filing: New Filing Amendment	7/	
ype of times.	JU,	L 10 2007
A, BASIC IDENTIFICATION DATA		2007
Enter the information requested about the issuer	- 13	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	Ŀ,	186 850
Digonex Technologies, Inc.		
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone N	Number (Including Area Code)
1 North Meridian Street, Suite 400, Indianapolis, IN 46204	(317) 638-42	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone	Number (Including Area Code)
same Brief Description of Business		
Software developer.		
		PROCESSED
Type of Business Organization	please specify)	1110020022
corporation timited partnership, already formed other (please specify)	JUL 1 3 2007
Month Year		# O. 10 O. I.
Continue to the continue to th	matud	#THOMSON
	imated e:	THOMSON
Actual or Estimated Date of Incorporation or Organization: 0 7 0 0 Actual Esti Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abhreviation for Stat CN for Canada; FN for other foreign jurisdiction)		FINANCIAL
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Stat	ic:	FINANCIAL
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 77d(6).	or Section 4(6),	FINANCIAL 17 CFR 230.501 et seq. or 15 U.S.C
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 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given to the securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given to the securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given to the securities in the offering of the date it is received by the SEC at the address given to the securities in the offering of the date it is received by the SEC at the address given to the securities in the offering of the date it is received by the SEC at the address given to the securities in the offering of the date it is received by the SEC at the address given to the securities in the offering of the date it is received by the SEC at the address given to the securities in the offering of the date it is received by the SEC at the address given to the securities in the offering of the date it is received by the SEC at the address given to the securities in the offering of the date it is received by the SEC at the address given to the securities in the offering of the date it is received by the SEC at the securities in the offering of the securities in the offering of the securities in the offering of the securities in the securities in the offering of the securities in the offering of the securities in the offering of the securities in the securit	or Section 4(6),	17 CFR 230.501 et seq. of 15 U.S.C
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 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given twich it is due, on the date it was mailed by United States registered or certified mail to that address.	or Section 4(6), g. A notice is debelow or, if received	17 CFR 230.501 et seq. of 15 U.S.C
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 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given 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. 20 Conies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual	or Section 4(6), g. A notice is debelow or, if recei	FINANCIAL 17 CFR 230.501 et seq. or 15 U.S.C et med filed with the U.S. Securitie ived at that address after the date or
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 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given twhich 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. 20	or Section 4(6), g. A notice is debelow or, if received. Os49. Illy signed. Any	FINANCIAL 17 CFR 230.501 et seq. or 15 U.S.C cemed filed with the U.S. Securitie ived at that address after the date of copies not manually signed must be the issuer and offering, any change
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 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given twhich 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. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual 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 repthereto, the information requested in Part C, and any material changes from the information previously supplied.	or Section 4(6), g. A notice is debelow or, if received. Os49. Illy signed. Any	FINANCIAL 17 CFR 230.501 et seq. or 15 U.S.C cemed filed with the U.S. Securitie ived at that address after the date of copies not manually signed must be the issuer and offering, any change
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 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given twhich 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. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual 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 reputhereto, the information requested in Part C, and any material changes from the information previously support be filed with the SEC.	or Section 4(6), g. A notice is debelow or, if received the signed. Any sort the name of the plied in Parts A are sales of securities. Securities Admires the exemption	FINANCIAL 17 CFR 230.501 et seq. or 15 U.S.C. semed filed with the U.S. Securitie ived at that address after the date of copies not manually signed must be the issuer and offering, any change and B. Part E and the Appendix needs in those states that have adopte simistrator in each state where sale in, a fee in the proper amount sha

appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated 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 iss
• 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 Description Director General and/or Managing Partner
Full Name (Last name first, if individual)
Eglen, Jan A. 1
Business or Residence Address (Number and Street, City, State, Zip Code)
5124 Knightsbridge Court, Terre Haute, IN 47803
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner
Full Name (Last name first, if individual)
Fisher, Daniel Rex
Business or Residence Address (Number and Street, City, State, Zip Code)
1 North Meridian Street, Suite 400, Indianapolis, IN 46204
Check Box(es) that Apply: Promoter Beneficial Owner Z Executive Officer Z Director General and/or Managing Partner
Full Name (Lastiname first, if individual) O'Brian, Michael
Business or Residence Address (Number and Street, City, State, Zip Code)
1 North Meridian Street, Suite 400, Indianapolis, IN 46204
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Davis, Roger
Business or Residence Address (Number and Street, City, State, Zip Code)
16513 SE 96th Terrace, Miami, FL 33196
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Frey, Eric J.D.
Business or Residence Address (Number and Street, City. State, Zip Code)
5231 Knights Court, Terre Haute, IN 47803
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Dilk, Melody :
Business or Residence Address (Number and Street, City, State, Zip Code)
10856 Windermere Blvd, Fishers, IN 46037
Check Box(es) that Apply: Promoter Reneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Eglen, Jeremy
Business or Residence Address (Number and Street, City, State, Zip Code)
12523 Rocky Mountain Court, Fishers, IN 46037
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A. BASIC IDENTIFICAT	TION DATA	1 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5	
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 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the pass 	si five vears:		
Each beneficial owner having the power to vote or dispose, or direct the vote	or disposition of.	0% or more of a	class of equity securities of the issuer.
Each executive officer and director of corporate issuers and of corporate gets.			
	cheldi mid man-gr	B F=	,
Each general and managing partner of partnership issuers.			
Check Box(es) that Apply: Promoter Beneficial Owner Fixed	utive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Eglen, Jeffrey			
Business or Residence Address (Number and Street, City, State, Zip Code)			
12523 Rocky Mountain Court, Fishers, IN 46037		<u></u>	
Check Box(es) that Apply: Promoter Beneficial Owner Exec	cutive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Switzer, Tobias			
Business or Residence Address (Number and Street, City, State, Zip Code)			
1 North Meridian Street, Suite 400, Indianapolis, IN 46204		<u> </u>	
Check Box(es) that Apply: Promoter Beneficial Owner Exec	cutive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)			
Caldwell, Kevin			
Business or Residence Address (Number and Street, City, State, Zip Code)			
1 North Meridian Street, Suite 400, Indianapolis, IN 46024			
Check Box(es) that Apply: Promoter Beneficial Owner Exec	cutive Officer [Director	General and/or Managing Partner
Full Name (Last name first, if individual)			
Bayley, L.H.			
Business or Residence Address (Number and Street, City, State, Zip Code)			
10628 Winterwood, Carmel, IN 46032			
Check Box(es) that Apply: Promoter Beneficial Owner Exe	cutive Officer [Director	General and/or Managing Partner
Full Name (Last name first, if individual)		*	
Whalen, William			
Business or Residence Address (Number and Street, City. State, Zip Code)			······································
4515 Park Lane Court, Terre Haute, IN 47803			
Check Box(es) that Apply: Promoter Beneficial Owner Exe	cutive Officer [Director	General and/or Managing Partner
Full Name (Last name first, if individual)			
Couvillion, Steven			
Business or Residence Address (Number and Street, City, State, Zip Code)			
5609 N Pennsylvania Street, Indianapolis, IN 46220			
Check Box(es) that Apply: Promoter Beneficial Owner Exe	cutive Officer	✓ Director	General and/or Managing Partner
Full Name (Last name first, if individual)			
Beard, William			
Business or Residence Address (Number and Street, City, State, Zip Code)			
1209 Forest Drive, Frankfort, IN 46041			
(Use blank sheet, or copy and use additional	copies of this shee	et, as necessary)	

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 is
• 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) Wanchic, Mike
Business or Residence Address (Number and Street, City, State, Zip Code)
9670 W. Elwren Rd., Bloomington, IN 47403
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Durham, Timothy
Business or Residence Address (Number and Street, City, State, Zip Code)
14353 East 113th Street, Fortville, IN 46040
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Newton, William
Business or Residence Address (Number and Street, City, State, Zip Code)
22 Douglas Drive, Terre Haute, IN 47803
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner
Full Name (Last name first, if individual)
Tabor, Gordon
Business or Residence Address (Number and Street, City, State, Zip Code)
151 N Delaware Street, Indianapolis, IN 46204
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)
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	11.		, or does th	. ionus- !-	tund to go	l to non o	oreditad le	vesiare in	this offeri	ng ^o		Yes □	No ☑
1.	Has the	issuer sold	, or does th									_	
2	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?											s 50,0	000
2.	what is the minimum investment that will be accepted from any marvidual.											Yes	No
3.			permit joint									2	
4.	Enter th	e informat	ion request	ed for each	n person w	ho has bee	n or will b	e paid or g	iven, direc	tly or indi	rectly, any		
	commis	sion or simi on to be lis	lar remuner ted is an ass	ation for se ociated nei	olicitation rson or age	of purchase nt of a brok	rs in conne er or dealei	ction with registered	sates of sec I with the S	EC and/or	with a state		
	or states	, list the na	me of the b	roker or de	aler. If mo	re than five	: (5) person	s to be list	ed are asso	ciated perso	ons of such		
			you may so		informati	on for that	broker or c	icaler only	•				
	l Name (i nalen, Wi		first, if indi	vidual)									
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Fut	1 Name (l ast name	first, if ind	ividual)		· · · · · · · · · · · · · · · · · · ·							
rui	i izailie (Last name								_			
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	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 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.	Aggregate	Amount Already Sold
	Type of Security	Offering Price	Sold
	Debt		\$
	Equity	12,374,000	<u>\$_12,374,000</u>
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)		\$
	Partnership Interests		
	Other (Specify)		S
	Total	12,374,000	<u>\$_12,374,000</u>
	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 \$ 12,374,000
	Accredited Investors	96	\$ 12,374,000
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		s
	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	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		s
	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 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		S
	Printing and Engraving Costs		S
	Legal Fees		s
	Accounting Fees		S
	Engineering Fees		S
	Sales Commissions (specify finders' fees separately)		s_518,000
	Other Expenses (identify)		s
	m		s 518,000

proceeds to the issuer." 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, & Payments to Officers & Payments to Officers & Payments to Officers & Payments to Officers & Payments to Other Others & Payments to Other Officers & Payments to Other Others & Payments to the state Purchase, rental or leasing and installation of machinery and equipment	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." 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 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. Other (specify): Solution Totals. Column Totals. Column Totals. Dispersal Signed by the undersigned duty authorized person. If this notice is filed under Rule 505, the follow signature constitutes an undertaking by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print of Type) Digonex Technologies, Inc. July 5, 2007	C OFFEDING PRICE MIT	MRED OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
and total expenses furnished in response to Part C — Question 4.a. This difference is 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 Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and factilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the asserts or securities of another issuer pursuant to a merger) Repayment to indebtedness Working capital Other (specify): Diffederal Signature Difference is the "adjusted gross proceed to the issuer used or proposed to be used for each of the adjusted gross proceed to the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Tatal Payments Listed (column totals added) Diffederal Signature Digonex Technologies, Inc. Name of Signer (Print or Type) Tatle of Signer (Print or Type)	and total expenses furnished in response to Part C — Question 4.3. This difference is the "adjusted gross proceeds to the issuer." 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 is fact must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers. Directors, & Antiliates 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 asserts or securities of another issuer pursuant to a merger). Repayment of indebtedness. Working capital. Other (specify): Difference is the "adjusted gross proceed to be used for each of the difference is not known, furnish an estimate and check the beginness to any interest must equal the adjusted gross proceed to be used for each of the payments is not for each of the payments to officers. Directors, Payments to Officers. Directors, Payments to Officers				
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 ¢—Question 4.b above. Payments to Officers, Directors, & Affiliates Officers, Directors, & Affiliates Other 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 Other (specify): Solution Totals Column Totals Disperal Signature Disperal Signature Disperal Column Signer (Print or Type) Title of Signer (Print or Type)	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 its test 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 Others Salaries and fees — S 180,000 — \$ — Payments to Officers, Directors, & Affiliates Others Salaries and fees — S 180,000 — \$ — Purchase of real estate — \$ — \$ — \$ — \$ — \$ — \$ — \$ — \$ — \$ —	and total expenses furnished in response to Part C -	 Question 4.a. This difference is the "adjusted gross 		\$11,856,000
Payments to Officers, Directors, & Affiliates Other Salaries and fees	Payments to Officers. Directors, & Affiliates 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 Other (specify): Column Totals Total Payments Listed (column totals added) 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 follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission. upon written request of its such information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Digonex Technologies, Inc. Payments to Others Payments to Others Others Payments to Others Payments to Others Payments to Others Others Payments to Others Payments to Others Others Payments to Others Others Payments to Others Payments to Others Payments to Others Payments to Others Payments to Others Others Payments to Others Others Payments to Others Payments to Others Others Payments to Others Payments to Others Others Payments to Others Others Payments to Others Others Payments to Others Others Others Others Payments to Others Others Payments to Others	each of the purposes shown. If the amount for a check the box to the left of the estimate. The total	any purpose is not known, furnish an estimate and of the payments fisted must equal the adjusted gross		
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Construction or leasing of plant buildings and facilities	Construction or leasing of plant buildings and facilities Scale Sc	Purchase, rental or leasing and installation of m	achinery	□ \$	
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Working capital S S S 11.6 Other (specify): S S S Column Totals S 180,000 S 11.6 Total Payments Listed (column totals added) 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 foreign true constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of 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 Digonex Technologies, Inc. Date July 5, 2007 Title of Signer (Print or Type) Title of Signer (Print or Type)	Working capital S S S 11,676,6 Other (specify): S S S Column Totals S S 180,000 S 11,676,6 Total Payments Listed (column totals added) 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 follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its s 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 Digonex Technologies, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type)				
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Column Totals	Column Totals	Other (specify):			_
Total Payments Listed (column totals added) 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 formation furnished by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Digonex Technologies, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (column totals added) 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 follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its sthe information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Digonex Technologies, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)		- i	\$	
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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 for signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Digonex Technologies, Inc. Signature Date July 5, 2007 Title of Signer (Print or Type)	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 follow signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its state information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Date Digonex Technologies, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (column totals added)		Z \$_1	1,856,000
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Digonex Technologies, Inc. Michael D. O'Brian July 5, 2007 Name of Signer (Print or Type) Title of Signer (Print or Type)	Digonex Technologies, Inc. Michael D. O. Bran July 5, 2007 Name of Signer (Print or Type) Title of Signer (Print or Type)	signature constitutes an undertaking by the issuer to the information furnished by the issuer to any non-a	furnish to the U.S. Securities and Exchange Commic ecredited investor pursuant to paragraph (b)(2) of	ssion, upon writt Rule 502.	ule 505, the following en request of its state
Name of Signer (Print or Type) Title of Signer (Print or Type)	Name of Signer (Print or Type) Title of Signer (Print or Type)		ا ا ا		7
				July, 200	
Michael O'Rrian III (easurer and Unier Financial Unice)	Michael O'Brian Treasurer and Chief Financial Officer		- H		
Michael O Brian		Michael O'Brian	Treasurer and Chief Filliancial Officer		
			ı		

- ATTENTION -

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

is .		E. STATE SIGNATURE	
1.	Is any party described in 17 CFR 2 provisions of such rule?	230.262 presently subject to any of the disqualif	cation Yes No
		See Appendix, Column 5, for state respon	se.
2.	The undersigned issuer hereby under D (17 CFR 239,500) at such times	ertakes to furnish to any state administrator of any as required by state law.	state in which this notice is filed a notice on Forn
3.	The undersigned issuer hereby und issuer to offerees.	dertakes to furnish to the state administrators, up	on written request, information furnished by the
4.	limited Offering Exemption (ULO)	that the issuer is familiar with the conditions the E) of the state in which this notice is filed and un of establishing that these conditions have been sa	derstands that the issuer claiming the availability
	er has read this notification and know thorized person.	vs the contents to be true and has duly caused this r	otice to be signed on its behalf by the undersigne
Issuer (Print on Type)	Signature	Date
Digone	v Technologies Inc	I was a aft or a	July <u>5</u> , 2007

Title (Print or Type)

Treasurer and Chief Financial Officer

Instruction:

Name (Print or Type)

Michael O'Brián

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.

Intend to sell to non-accredited investors in State (Part B-Item 1) State Ves No No Number of Accredited Investors and amount purchased in State (Part C-Item 1) Number of Accredited Investors Non-Accredited Investors N		3	4.5		PENDIX	ΑP		* *		
State Yes No	lification rate ULOE , attach ration of granted)	Disquali under Sta (if yes, explana waiver		investor and chased in State	amount pur		Type of security and aggregate offering price offered in state	to sell ccredited in State	Intend to non-ac	I
AK AZ AR CA CO	No	Yes	Amount	Non-Accredited	Amount	Accredited			·	State
AR CA CO S80,000 Common Stock 1 \$60,000 CT DE DC \$120,000 Common Stock 1 \$120,000 GA HI ID IL IN \$11,609,000 Common Stock 1 \$100,000 IA \$100,000 Common Stock 1 \$100,000 KS KY \$1325,000 Common Stock 3 \$325,000 LA ME MD MA MI									I	AL
AR CA CO ✓ \$60,000 Common Stock 1 \$60,000 CT DE — — — DC ✓ \$60,000 Common Stock 1 \$60,000 — FL ✓ \$120,000 Common Stock 1 \$120,000 — GA — <td></td> <td></td> <td></td> <td></td> <td></td> <td>_</td> <td></td> <td></td> <td>1</td> <td>AK</td>						_			1	AK
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APPENDIX 5 2 3 1 Disqualification under State ULOE Type of security (if yes, attach Intend to sell and aggregate Type of investor and explanation of offering price to non-accredited waiver granted) amount purchased in State offered in state investors in State (Part C-Item 2) (Part E-Item 1) (Part C-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited Yes No Investors Amount Investors Amount Yes No State MO MT NE NV NH NJ \$100,000 1 \$100,000 Common Stock NM NY NC ND OH OK OR PA RI SC SD TN ΤX UT VT VAWA WV WΙ

				APP	ENDIX	1 46 116		3. P	
1	Intend to non-a investor	2 I to sell accredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 Finvestor and rchased in State C-Item 2)		under Sta (if yes, explana waiver	ification ate ULOE attach ation of granted) -ltem 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY							i		
PR									

