

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

| 140 | 80 | 83 |
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|-----|----|----|

| OMB APPROVAL | | | | | | | |
|--------------|--------|---------------------|--|--|--|--|--|
| OMB Num | ber: | 3235-0076 | | | | | |
| Expires: | April | 30,2008 e burden | | | | | |
| Estimated | averag | e burden | | | | | |
| hours our r | | | | | | | |

| SEC | USE O | NLY |
|--------|-----------|--------|
| Prefix | | Serial |
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| DA | TE RECEIV | ED |
| | | |

| Name of Offering (check if this is an amendment and name has changed, and indicate change.) | |
|--|--|
| Stemina Biomarker Discovery, Inc. Angel Round | (|
| Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 40 | 5) ULOE |
| Type of Filing: | |
| A. BASIC IDENTIFICATION DATA | 07073014 |
| 1. Enter the information requested about the issuer | |
| Name of Issuer (check if this is an amendment and name has changed, and indicate change.) | |
| Stemina Biomarker Discovery, Inc. | |
| Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| 9201 Bear Claw Way, Madison, WI, 53717 | (608) 577-9209 |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) | Telephone Number (Including Area Code) |
| Brief Description of Business | |
| Biotechnology company providing drug screening and product development services. | PROCESSED |
| Type of Business Organization | |
| | (please specify): JJL 3 1 2007 |
| business trust limited partnership, to be formed | SOF A LYMI |
| Month Year Actual or Estimated Date of Incorporation or Organization: 11 07 Actual Est Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Sta | THOMSON FINANCIAL |
| 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.

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 predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 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

| Check Box(es) that Apply: | ✓ Promoter | Ø | Beneficial Owner | 7 | Executive Officer | / | Director | Ø | General and/or Managing Partner |
|---|-------------------|---------|------------------------|----------|-------------------|--------------|---------------------------------------|--------------|---------------------------------------|
| Full Name (Last name first, i Donley, Elizabeth L.R. | f individual) | | | | | | | | · · · · · · · · · · · · · · · · · · · |
| Business or Residence Addre 9201 Bear Claw Way, Ma | | | t, City, State, Zip Co | ode) | | | | | |
| Check Box(es) that Apply: | ✓ Promoter | Z | Beneficial Owner | Z | Executive Officer | Ø | Director | | General and/or Managing Partner |
| Full Name (Last name first, i Cezar, Gabriela Gebrin | f individual) | | | | | | | , | |
| Business or Residence Addre | ss (Number and | Street | , City, State, Zip Co | ode) | | | | | |
| 6924 Ramsey, Middleton | , WI, 53562 | | | | | | | | |
| Check Box(es) that Apply: | Promoter | | Beneficial Owner | | Executive Officer | | Director | | General and/or Managing Partner |
| Full Name (Last name first, i | f individual) | | | | . <u> </u> | | | | |
| Business or Residence Addre | ss (Number and | Street | , City, State, Zip Co | ode) | | | | | |
| Check Box(es) that Apply: | Promoter | | Beneficial Owner | | Executive Officer | | Director | | General and/or Managing Partner |
| Full Name (Last name first, is | f individual) | | | | | | | | |
| Business or Residence Addres | ss (Number and | Street | . City, State, Zip Co | de) | <u> </u> | | | | |
| Check Box(es) that Apply: | Promoter | | Beneficial Owner | | Executive Officer | | Director | | General and/or Managing Partner |
| full Name (Last name first, if | findividual) | | ··· | | | | | | |
| Business or Residence Address | ss (Number and | Street | City, State, Zip Co | de) | · | <u> </u> | | | |
| Check Box(es) that Apply: | Promoter | | Beneficial Owner | | Executive Officer | | Director | | General and/or Managing Partner |
| ull Name (Last name first, if | `individual) | | | | | | | | |
| Business or Residence Addres | s (Number and | Street. | City, State, Zip Co | de) | | . | | | |
| Check Box(es) that Apply: | Promoter | | Beneficial Owner | | Executive Officer | | Director | | General and/or Managing Partner |
| ull Name (Last name first, if | individual) | | | | | • | | | |
| Susiness or Residence Addres | s (Number and | Street, | City, State, Zip Co | de) | | | · · · · · · · · · · · · · · · · · · · | | |
| | | | | | | | | | |

| | | | | В. 1 | NFORMAT | ION ABOU | U T OFFER | ING | | | | |
|----------------------------|---|--|---|--|--|---|---|--|---------------------------|-------------------------------|-------------------|----------------------|
| 1. Has th | iccuae co | ld or dogs | lha laguar i | utand ta a | | | * | - 41 '- CC | . 0 | | Yes | No |
| 1. Has ti | Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | X | |
| 2. What | | | | | | | | | | s 25 | ,000.00 | |
| | | | | | | | | | | | Yes | No |
| | | permit joir | | | | | | | | | 122 | |
| comm If a pe or stat | ission or sin rson to be li es, list the n | ation reques nilar remun- sted is an as name of the l r, you may s | eration for sociated pe broker or d | solicitation erson or ag ealer. If m | of purchas ent of a bro ore than fiv | ers in conn ker or deal e (5) perso | ection with er registere ns to be lis | n sales of se ed with the s ted are asso | curities in SEC and/or | the offering r with a stat | g. .e | |
| Full Name N/A | (Last name | first, if ind | lividual) | - | - | | | | | | <u> </u> | |
| Business o | r Residence | Address (1 | Number an | d Street, C | ity, State, 2 | Zip Code) | | | | | | |
| N | | | | | | | | | | | . | |
| Name of A | ssociated B | roker or De | aler | | | | | | | | | |
| States in W | hich Perso | n Listed Ha | s Solicited | or Intend | s to Solicit | Purchasers | 3 | | | | | |
| (Check | c"All State | s" or check | individua | l States) | | ••••• | ••••• | *************************************** | ••••• | | . Al | I States |
| AL IL MT R1 | AK IN NE SC | AZ IA NV SD | AR KS NH TN | CA KY NJ TX | CO LA NM UT | ME NY VT | DE MD NC VA | DC MA ND WA | FL MI OH WV | GA MN OK WI | MS OR WY | ID MO PA PR |
| Full Name | (Last name | first, if ind | ividual) | | | | | | | | | |
| Business o | r Residence | e Address (| Number an | d Street C | ity State | Zin Code) | - | | | ······ | | |
| | | | | d Bilooi, C | ity, state, | zip code) | | | | | | |
| Name of A | ssociated B | roker or De | aler | | | | | | | | | |
| States in W | hich Persor | ı Listed Ha | s Solicited | or Intends | to Solicit | Purchasers | | | | | | |
| (Check | "All State | s" or check | individual | States) | ************* | | **** | | | | □ Al | l States |
| AL | ĀK | AZ | AR | CA | CO | CT | ĎΕ | DC | FL | GA | <u>H1</u> | ID |
| IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO |
| MT | NE | NV | NH | NJ | NM | NY | NC | ND | ОН | OK | OR | PA |
| RI | SC | SD | [TN] | TX | <u>U</u> T | VT | VA | WA | [WV] | WI | WY | PR |
| Full Name (| Last name | first, if ind | ividual) | | | • | | | | | - | ****** |
| Business of | r Residence | Address (1 | Number an | d Street, C | ity, State, 2 | Zip Code) | | | | | | |
| Name of As | enginted Re | oker or De | | | | | | | | | | |
| raine of 7th | Sociated 131 | ORCI OI IJC. | aici | | | | | | | | | |
| States in W | | | | | | | | | | | | |
| (Check | "All States | s" or check | individual | States) | | ••••• | ······································ | | •••••••••• | •••••••• | All | States |
| AL IL MT | AK IN NE | IA NV | AR KS NH | CA KY NJ | CO LA NM | ME NY | MD NC | DC MA ND | FL MI OH | GA MN OK | HI MS OR | MO PA |
| RI | SC | SD | TN | TX | UT | VT | VA | WA | WV | WI | $[\overline{WY}]$ | PR |

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

Agricultural Compagnic

| •. | 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 | \$ | \$ |
| | Equity | \$_1,500,000.00 | \$_1,057,500.00 |
| | | | |
| | Convertible Securities (including warrants) | \$ | \$ |
| | Partnership Interests | \$ | \$ |
| | Other (Specify) | \$ | |
| | Total | | |
| | 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 | 20 | \$ 1,057,500.00 |
| | Non-accredited Investors | 0 | \$ 0.00 |
| | Total (for filings under Rule 504 only) | 20 | \$ 1,057,500.00 |
| | 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 | | \$ |
| | Total | | \$ 0.00 |
| 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 | | \$_ |
| | Printing and Engraving Costs | Z | \$ 850.00 |
| | Legal Fees | | \$ 2,000.00 |
| | Accounting Fees | | \$ |
| | Engineering Fees | | \$ |
| | Sales Commissions (specify finders' fees separately) | <u> </u> | \$ |
| | Other Expenses (identify) postage | | \$ 100.00 |
| | Total | | \$ 2,950.00 |
| | | | |

| | b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C — proceeds to the issuer." | | S | \$1,497,050.00 |
|-------|--|---|--|---|
| 5. | Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part | y purpose is not known, furnish an estimate and fthe payments listed must equal the adjusted gross | | |
| | | | Payments to Officers, Directors, & Affiliates | Payments to Others |
| | Salaries and fces | | \$ 750,250.00 | □\$ |
| | Purchase of real estate | | _ | |
| | Purchase, rental or leasing and installation of mac and equipment | | | |
| | Construction or leasing of plant buildings and fac- | ilities | | \$ 165,000.00 |
| | Acquisition of other businesses (including the value offering that may be used in exchange for the asset issuer pursuant to a merger) | ets or securities of another | | _ □\$ |
| | Repayment of indebtedness | | | |
| | Working capital | | | |
| | Other (specify): | | | |
| | | | \$ | <u></u> \$ |
| | Column Totals | | \$ 750,250.00 | 5 \$ 736,700.00 |
| | Total Payments Listed (column totals added) | | Z \$_1,4 | 86,950.00 |
| | | D. FEDERAL SIGNATURE | | |
| sign | issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to furninformation furnished by the issuer to any non-accr | nish to the U.S. Securities and Exchange Commis | sion, upon writter | e 505, the following request of its staff, |
| Issu | er (Print or Type) | Signature | Date | |
| Ste | mina Biomarker Discovery, Inc. | Thyabet TRanky | 7/20/0 | チ |
| Nar | ne of Signer (Print or Type) | Title of Signer (Print or Type) | | - |
| Eliza | beth L.R. Donley | Chief Executive Officer | | |
| | | · · · · · · · · · · · · · · · · · · · | | |

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

- 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 Yes No provisions of such rule?

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) | Signature | Date |
|-----------------------------------|-------------------------|---------|
| Stemina Biomarker Discovery, Inc. | Elyabek R Duly | 7/20/07 |
| Name (Print or Type) | Title (Print or Type) | - |
| Elizabeth L.R. Donley | Chief Executive Officer | |

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.

| 1 | | | | | Al | PPENDIX | | | | |
|---|--|--------------------------------|--------------------------------------|--|------------|--|----------------|--------|-----------|---|
| State Yes No | 1 | Intend to non-a investor | l to sell ccredited s in State | Type of security and aggregate offering price offered in state | | Type of investor and amount purchased in State | | | | |
| AK X | State | Yes | No | | Accredited | Amount | Non-Accredited | Amount | Yes | No |
| AZ | AL | | × | | | | | | | |
| AR | AK | | × | | | | | • | | |
| CA | AZ | | × | | | | | | | |
| CO | AR | | × | | | | | | | |
| CT | CA | | × | | | | | · | | _x |
| DE | СО | | × | | | | | | | |
| DC | СТ | | <u></u> | | | | | | | |
| FL X Common 1 \$12,500.00 X | | | <u> </u> | | | | | | | <u> </u> |
| GA | | | <u> </u> | | | | | | | <u> </u> |
| HI | | | | Common | 1 | \$12,500.00 | | | | x |
| ID | | | | | | | | | | <u> </u> |
| IL X Common 1 \$12,500.00 | | | <u> </u> | | | | | | | <u> </u> |
| IN | | | | C | 1 | \$12.500.00 | | | | |
| 1A X Image: Common of the | | | | Common | · · | \$12,500.00 | | | | <u> </u> |
| KS | | [] | <u> </u> | | | | | | | <u> </u> |
| KY X Image: Common of the | 1 | <u>'</u> | | | | | | | <u> </u> | <u> </u> |
| LA X Image: Common of the | \vdash | | ! | | | | | | <u> </u> | <u> </u> |
| ME | | <u></u> | <u> </u> | | | | | | | |
| MA | МЕ | | × | | | | | | | |
| MI | MD | | × | | | | | | | <u>'-</u> |
| MN | МА | | × | | | | | | | |
| | МІ | | × | | | | | | | |
| MS X | MN | | × | Common | 1 | \$25,000.00 | | | | × |
| | MS | | × | | | | | | | |

| <u> </u> | APPENDIX | | | | | | | | | | | |
|----------|--------------------|--|--|--------------------------------------|---|--|---------------|-----|----|--|--|--|
| 1 | Intend to non-a | to sell ccredited s in State -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) | | | | | | | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No | | | |
| МО | | × | | | | | | | | | | |
| МТ | | × | | | | <u>.</u> | | | | | | |
| NE | | × | | | | - | | | | | | |
| NV | | × | | | | | | | | | | |
| NH | | × | | | | | | | | | | |
| ŊĴ | | × | | | | | | | | | | |
| NM | | X | | | | | | | | | | |
| NY | | × | | | | | | | | | | |
| NC | | X | | | | | | | | | | |
| ND | | × | | | | - | | | | | | |
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| PA | | × | | | | | | | | | | |
| RI | | × | | | | | | | | | | |
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| SD | | × | | | | | | | | | | |
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| UT | | × | | | | | , | | | | | |
| VT | | × | | | | | | | | | | |
| VA_ | | × | | | | | | | | | | |
| WA | | × | _ | | | | | | | | | |
| WV | | × | | | | | | | | | | |
| wı | <u> </u> | × | Common | 17 | \$982,500.00 | | | | _x | | | |

APPENDIX

| | | | | APP | ENDIX | | | | ··· |
|-------|----------|---|--|--------------------------------------|--|---|--|---|----------|
| 1 | | 2 | 3 | | · - - | 4 | | 5 | <u> </u> |
| | to non-a | d to sell accredited rs in State 3-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) | | | | |
| State | Yes | No | | Number of Accredited Investors | Accredited Non-Accredited | | | | No |
| WY | | × | | | | | | | |
| PR | | × | | | | | | | |

END