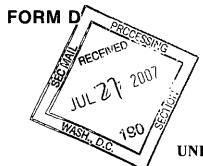
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

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

OMB APPR	OVAL
OMB Number:	3235-0076
Expires:	

Estimated average burden

ours per response16.							
SE	SEC USE ONLY						
Prefix		Serial					
DATE BECEIVED							

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
VMark, Inc. Series A Preferred Stock Offering	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing:	
	(())))
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 REAL PROPERTY OF THE PROPE
VMark, Inc.	07073364
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
890 Robb Road, Palo Alto, CA 94306	650-948-1300
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	
Internet and television services	PROCESSE
Type of Business Organization	
	please specify): IIIL 3 1 2007
business trust limited partnership, to be formed	302 3 . 200
Actual or Estimated Date of Incorporation or Organization: O 5 O O Actual Estinguistion of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	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. 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 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 Each general and managing partner of partnership issuers. Promoter Check Box(es) that Apply: Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Lee, David Business or Residence Address (Number and Street, City, State, Zip Code) 890 Robb Road, Palo Alto, CA 94306 Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Sull, Sanghoon Business or Residence Address (Number and Street, City, State, Zip Code) 890 Robb Road, Palo Alto, CA 94306 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director General and/or Managing Partner Full Name (Last name first, if individual) Meresman, Stanley Business or Residence Address (Number and Street, City, State, Zip Code) 101 First Street, #755, Los Altos, CA 94022 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Strategic Insight Group Fund II, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 890 Robb Road, Palo Alto, CA 94306 Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Mahogany Asset Management Limited Business or Residence Address (Number and Street, City, State, Zip Code) 869 Temple Terrace, Los Angeles, CA 90042 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Director 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)

	B. INFORMATION ABOUT OFFERING											
I Hand							, , ,	Yes	No			
i. Has ti	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?						••••••		X			
2. What	is the minin	num investr					_				s 10,	00.000
						,		••••••••••		•••••••	Yes	No
	the offering										×	
comm If a pe or stat	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 ind	ividual)									
Business o	r Residence	Address (N	Number and	d Street, C	ity, State, 2	Zip Code)						
Name of A	ssociated Bi	roker or De	aler						··	<u></u>		
States in V	hich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	k "All State:									,		l States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	Н	ID
IL.	[N	IA	KS	ΚÝ	LA	ME	MD	MA	MI	MN	MS	MO
MT RI	NE SC	NV SD	NH)	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
						<u> </u>				71.1	ريستيا	
Full Name	(Last name	first, if ind	ividual)									
Business of	or Residence	Address (Number an	d Street, C	City, State,	Zip Code)						<u>, ., </u>
Name of A	ssociated Br	oker or De	aler					-				
			 									
	hich Person K "All States											l C4-4
(Cite)	K All States	or check	matviduai	States)		************************			•••••	***************************************	∐ AI	l States
AL	AK	AZ	AR (VC)	CA	CO	CT	DE	DC	FL	GA	H	
IL MT	NE NE	IA NV	(KS) NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV		WY	PR
Full Name	(Last name	first, if ind	ividual)							·- ·- ·- ·		
Business of	or Residence	Address (?	Number an	d Street, C	ity, State, 2	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	FI.	GA	Н	ID
IL MT	NE I	IA NV	KS	KY	LA	ME	MD	MA	MI		MS .	MO
Ri	NE SC	SD	NH TN	TX	NM UT	NY VT	NC VA	WA	WV		OR WY	PA PR

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

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

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	S 3,500,000.00	S 1,760,000.00
	☐ Common ☑ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	
	Other (Specify)	\$	\$
	Total	s_3,500,000.00	s 1,760,000.00
	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	7	S_1,760,000.00
	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, 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		S
	Regulation A	•	\$
	Rule 504		\$
	Total		<u>\$_0.00</u>
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		\$
	Legal Fees		\$ 5,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify)		s
	Total	_	\$ 5,000.00

L	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	and total expenses furnished in response to Part C-	ering price given in response to Part C — Question 1 — Question 4.a. This difference is the "adjusted gross		3,495,000.00
5.	Indicate below the amount of the adjusted gross peach of the purposes shown. If the amount for a check the box to the left of the estimate. The total proceeds to the issuer set forth in response to Pa		•	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Purchase of real estate] \$	\$
	Purchase, rental or leasing and installation of ma	achinery		
	Construction or leasing of plant buildings and fa] \$		
	Acquisition of other businesses (including the va offering that may be used in exchange for the as issuer pursuant to a merger)] \$	□\$	
	Repayment of indebtedness	550,000.00	□ \$	
	Working capital			
] \$	\$
	Column Totals		\$ 550,000.00	\$ 2,945,000.0
	Total Payments Listed (column totals added)	□ \$ <u>3,</u> 4	195,000.00	
		D. FEDERAL SIGNATURE		
sign	ature constitutes an undertaking by the issuer to fu	te undersigned duly authorized person. If this notice is a undersigned duly authorized person. If this notice is a unish to the U.S. Securities and Exchange Commiss credited investor pursuant to paragraph (b)(2) of Ru	ion, upon writter	e 505, the following o request of its staff,
Isst	er (Print or Type)	Signature	ate	
٧N	ark, Inc.		uly 25, 2007	
Nai	ne of Signer (Print or Type)	Title of Signer (Print or Type)	. .	
Joh	Park			

END

ATTENTION -

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