# 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

OMB APPROVAL							
OMB Number: 3235-0076							
Expires:	April	30.20	800				
Expires: April 30,2008 Estimated average burden							
	hours per response16.00						

DATE DECEMEN

SECTION 4(0), ANDION	
UNIFORM LIMITED OFFERING EXEMI	PTION
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  MicroHoldings US, Inc.	WALL BY
Filing Under (Check box(es) that apply):	AUG 2 200
A. BASIC IDENTIFICATION DATA	£ 2007
. Enter the information requested about the issuer	WE STATE OF THE ST
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  MicroHoldings US, Inc.	186 sgCl
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
3880 Rio San Diego Drive, 8th Floor, San Diego, CA 92108	(619)209-6097
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	<del></del>
Provides building materials and engineering support for construction of residential and comm	Down
Type of Business Organization  Corporation  Imited partnership, already formed  business trust  limited partnership, to be formed	ease specify):  AUG 0 0 000
Month Year  Actual or Estimated Date of Incorporation or Organization: 10 98 Actual Estim  urisdiction 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 predictated on the filing of a federal notice.

		A. BASIC IDI	ENTIFICATION DATA		
2. Enter the information re	quested for the fo	llowing:			
<ul> <li>Each promoter of t</li> </ul>	the issuer, if the iss	suer has been organized w	ithin the past five years;		
<ul> <li>Each beneficial ow</li> </ul>	ner having the pow	er to vote or dispose, or dis	rect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
<ul> <li>Each executive off</li> </ul>	icer and director o	f corporate issuers and of	corporate general and man	aging partners of	partnership issuers; and
<ul> <li>Each general and r</li> </ul>	nanaging partner o	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Jeffrey W. Flannery	f individual)				
Business or Residence Addre 8880 Rio San Diego Driv		-	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
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, i	f individual)	· · · · · · · · · · · · · · · · · · ·			
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, i	f individual)				
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, i	f individual)				
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, i	f individual)				
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, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
	(Use bla	nk sheet, or conv and use	additional copies of this sh	neet as necessary)	<del></del>

					B. 18	NFORMAT	ION ABOU	T OFFERI	NG				
1.	Has the	issuer solo	d, or does th	ne issuer i	ntend to se	ll, to non-a	ccredited i	nvestors in	this offer	ing?		Yes	No <b>x</b>
				Ans	wer also ir	Appendix	, Column 2	, if filing	under ULC	E.			
2.	What is	the minim	ıum investm	ent that w	ill be acce	pted from a	any individ	ual?	•••••		•••••	\$ <u>1,0</u>	00.00
3.												Yes	No <b>⊠</b>
4.	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.												_
Ful	l Name (	Last name	first, if indi	ividual)									
Bus	siness or	Residence	Address (N	lumber and	d Street, C	ity, State, Z	Lip Code)				•		
Nai	me of As	sociated Bi	roker or De	aler	<del> </del>								
Sta	tes in Wi	nich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers				·		
	(Check	"All States	s" or check	individual	States)			***************************************				☐ Al	l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Ful	l Name (	Last name	first, if indi	ividual)		<del></del>		<del></del>					•
Bus	siness or	Residence	Address (N	Number an	d Street, C	ity, State,	Zip Code)	<del></del>					<u>-</u>
Nai	me of As	sociated Bi	oker or Dea	aler									
Sta	tes in Wi	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individual	States)	***************************************				***************************************		☐ Al	I States
	AL IL MT	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	HI MS OR WY	MO PA PR
Ful	l Name (	Last name	first, if indi	vidual)									•
Bus	siness or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)	-					
Nai	me of As	sociated Br	oker or Dea	aler			<del>2</del>						
Sta	tes in Wi	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individual	States)	••••••	***********		***************************************			□ AI	States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR

### 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	500,000.00	s 47,161.66
	Equity		
	Common Preferred	·	. •
	Convertible Securities (including warrants)		¢
	· · · · · · · · · · · · · · · · · · ·		
	Partnership Interests		
	Other (Specify)		
	Total		\$ 47,161.66
	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."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		\$ 47,161.66
	Non-accredited Investors		-
			\$ \$ 47,161.66
	Total (for filings under Rule 504 only)	<del>4</del>	\$ 47,101.00
	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	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A	<del></del>	\$
	Rule 504		<u>\$ 47,161.66</u>
	Total		<u>\$ 47,161.66</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		\$_25,000.00
	Printing and Engraving Costs		\$
	Legal Fees		\$ 50,000.00
	Accounting Fees		\$ 25,000.00
	Engineering Fees	ب	s
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify) Administrative Fees, Operating Expenses		\$ 400,000.00
	Total		\$ 500,000.00

C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES	S AND USE OF PROCEEDS	
b. Enter the difference between the aggregate of and total expenses furnished in response to Part Coproceeds to the issuer."	<ul> <li>Question 4.a. This difference is th</li> </ul>	e "adjusted gross	\$
5. Indicate below the amount of the adjusted gross each of the purposes shown. If the amount for check the box to the left of the estimate. The total proceeds to the issuer set forth in response to P	any purpose is not known, furnish of the payments listed must equal th	an estimate and	
		Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees		S	_ 🗆 \$
Purchase of real estate		S	
Purchase, rental or leasing and installation of n and equipment		<b>\$</b>	_ 🗆 \$
Construction or leasing of plant buildings and t			
Acquisition of other businesses (including the offering that may be used in exchange for the a issuer pursuant to a merger)	ssets or securities of another	□\$	□\$
Repayment of indebtedness		<del></del>	_
Working capital		<b>—</b>	
Other (specify):		<del></del>	<del></del>
			_ 🗆 \$
Column Totals		<u>s_0.00</u>	s 0.00
Total Payments Listed (column totals added)			.00
	D. FEDERAL SIGNATURE		
The issuer has duly caused this notice to be signed by to 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 Ex	schange Commission, upon writte	
ssuer (Print or Type)	Signature	Date	·. <del>.</del>
MicroHoldings US, Inc.	1 XI	August 2, 2007	
Name of Signer (Print or Type) effrey W. Flannery	Title of Signer (Print or Type)		

- 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 provisions of such rule?	Yes	No <b>⊠</b>

- 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
MicroHoldings US, Inc.		August 2, 2007
Name (Print or Type)	Title (Print or Type)	
Jeffrey W. Flannery	CEO NI	

#### 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 l 2 3 4 5 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach offering price Type of investor and to non-accredited explanation of offered in state amount purchased in State investors in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Non-Accredited Accredited Yes State No Investors Amount **Investors** Amount Yes No ALX ΑK ΑZ X AR × CACO CT × × DE DCX FL X X GA НІ ID × IL X IN X IA KS × ΚY X LA X ME X MD X MA × ΜI X Rule 504 MN 2 \$27,500.00 0 \$0.00 X MS X

#### l 2 3 4 5 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach Type of investor and to non-accredited offering price explanation of investors in State offered in state amount purchased in State waiver granted) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited State Yes **Investors** No No Investors Amount Amount Yes MO X MT x NE NV× NH X NJ x NM X NY NC ND X OH OK × OR × PA X RI X SC × SD X TN X X TX Rule 504 2 \$0.00 0 \$19,661.66 UT VTVAWA WV WI

**APPENDIX** 

	APPENDIX									
i		2	3		4					
	to non-a	I 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)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY		×								
PR		×								