FORM D

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

Washington, D.C. 20549

FORM D

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

138320	人
OMB APPROVAL	7

OMB APPROVAL							
OMB Number: 3235-0076							
Expires:	April	1 30,2008					
Expires: April 30,2008 Estimated average burden							
hours per r	espon	se16.00					

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	(0), 111 (2), 011		J (
UNIFOR	RM LIMITED OFFERING EXEM	PTION	
Name of Offering (check if this is an amendme	ent and name has changed, and indicate change.)		
ChaCha Search, Inc Convertible Bridge No	te Financino		
	e 504	ULOE	SE TIEUEIVED CO
Type of Thing. New Piling Amendment			AUC O.
	A. BASIC IDENTIFICATION DATA	14	2007
1. Enter the information requested about the issuer		1	
Name of Issuer (check if this is an amendment :	and name has changed, and indicate change.)		183 183 ECH
ChaCha Search, Inc.	5 ,		110000000000000000000000000000000000000
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone	Number (Including Area Code)
14550 Clay Terrace Boulevard, Suite 130, Car		317-575-170	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone	Number (Including Area Code)
same	PROCESSED	same	
Brief Description of Business	THOOLOOLD		
Provider of Web-based services	AUG 1 3 2007		
Type of Business Organization corporation business trust limited	partnership to en Care	please specify):	07074468
Actual or Estimated Date of Incorporation or Organiz Jurisdiction of Incorporation or Organization: (Enter CN		mated o: dle	
GENERAL INSTRUCTIONS			
Federal: Who Must File: All issuers making an offering of secur 77d(6).	ities 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 1: and Exchange Commission (SEC) on the earlier of the which it is due, on the date it was mailed by United S	date it is received by the SEC at the address given b	. A notice is de elow or, if recei	emed filed with the U.S. Securities ved at that address after the date on
Where To File: U.S. Securities and Exchange Commi		549.	
Coming Bassinade Fina (5) anning afability and	_		

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. General and/or Beneficial Owner Executive Officer Director Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Jones, Scott A. Business or Residence Address (Number and Street, City, State, Zip Code) 1020 West 116th St., Carmel, Indiana 46032 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Bostic, Bradley, A. Business or Residence Address (Number and Street, City, State, Zip Code) 1020 West 116th St., Carmel, Indiana 46032 Beneficial Owner Check Box(es) that Apply: Promoter Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) H&S Blue Chip, LLC Business or Residence Address (Number and Street, City, State, Zip Code) c/o Corporate Paralegal, 115 W. Washington St., Suite 15E, Indianapolis, IN 46204 Promoter Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Crane, Steven C. Business or Residence Address (Number and Street, City, State, Zip Code) 1585 North U.S. 421, Whitestown, IN 46075 General and/or Check Box(es) that Apply: □ Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Explore Holdings, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 1201 Third Ave 40th Floor, Seattle, WA 98101 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Gill, Jack Business or Residence Address (Number and Street, City, State, Zip Code) 1330 Post Oak Blvd. Ste 1575, Houston, TX 77056 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer General and/or Director Managing Partner Full Name (Last name first, if individual) Canion, Rod Business or Residence Address (Number and Street, City, State, Zip Code) 2001 Kirby Dr., Ste. 604, Houston, TX 77019 (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

			_		В. 17	NFORMATI	ON ABOU	r offerin	NG				
1.	Has the	issuer sold	, or does th									Yes	No ☑
	1100					Appendix,		_				\$ 3,607	,
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	ny individi	ual?	.,			Yes	No
3.	Does th	e offering p	ermit joint	ownership	p of a sing	le unit?						. C3	
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 N/	-	Last name	first, if indi	vidual)									
		Residence	Address (N	umber and	l Street, Ci	ty, State, Z	ip Code)						
Nai	me of Ass	sociated Br	oker or Dea	aler		<u> </u>					· · · · · · · · · · · · · · · · · · ·		
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers						
	(Check	"All States	or check	individual	States)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,					.,	☐ All	States
	AL IL MT	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 N/	-	Last name	first, if indi	ividual)							-		
Bu	siness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)				• • • • •		,
Na	me of As	sociated Br	oker or De	aler									
Sta	ites in Wi	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers				-		
	(Check	"All States	or check	individual	States)							☐ AI	1 States
	AL IL MT RI	AK IN NE SC	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
Fu	ll Name (Last name	first, if ind	iviđual)						•			
Bu	siness or	Residence	: Address (1	Number an	d Street, C	City, State,	Zip Code)					•	
Na	me of As	sociated Br	oker or De	aler									
Sta	ites in Wi	nich Person	Listed Has	s Solicited	or Intends	s to Solicit	Purchasers					· · · · ·	
	(Check	"All States	" or check	individual	States)	••••••••					•••••	☐ Al	l States
	AL IL MT	AK IN NE SC	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

(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
	Dch	\$	\$
	Equity	s	\$
	Common Preferred	2 000 000 0C	2,000,000.00
	Convertible Securities (including warrants)		
	Partnership Interests		
	Other (Specify)		
	Total	\$ 2,000,000	s_2,000,000
	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 Dollar Amount
		Investors	of Purchases
	Accredited Investors	19	\$_2,000,000
	Non-accredited Investors	0	\$_0.00
	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		\$
	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		
	Legal Fees		\$ 15,000
	Accounting Fees	<u>-</u>	
	Engineering Fees	_	s
	Sales Commissions (specify finders' fees separately)	_	,]
	Other Expenses (identify)	_]
	Total	_	45.000

	C. OFFERING PRICE, NUME	BER OF INVESTORS, EXPENSES AND USE OF F	PROCEEDS						
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C — oproceeds to the issuer."			\$ <u>1,985,000</u>					
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	Payments to Others					
	Salaries and fees	[\$	s					
	Purchase of real estate		s	s					
	Purchase, rental or leasing and installation of machand equipment	hinery	□ \$	☐ \$					
	Construction or leasing of plant buildings and faci			_					
	Acquisition of other businesses (including the value offering that may be used in exchange for the asset issuer pursuant to a merger)	ue of securities involved in this ts or securities of another		_					
	Repayment of indebtedness	·							
	Working capital		_	_					
	Other (specify):	•							
			\$	\$					
	Column Totals		\$_0.00	y \$ 1,985,000					
	Total Payments Listed (column totals added)		☑ \$ <u>1</u>	985,000					
		D. FEDERAL SIGNATURE		·					
sig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur- information furnished by the issuer to any non-accr	nish to the U.S. Securities and Exchange Commis	ssion, upon writte						
İssı	uer (Print or Type)	Signature	Date						
Cr	naCha Search, Inc.	De B	August 8, 2007						
Vai	me of Signer (Print or Type)	Title of Signer (Print or Type)							
De	ean Burger	General Counsel & CFO							
		I .							

- 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?		\square				

- 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
ChaCha Search, Inc.	Dean Burger	August 8, 2007
Name (Print or Type)	Title (Print or Type)	
Dean Burger	General Counsel & CFO	

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 2 4 ì 3 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach offering price Type of investor and explanation of to non-accredited amount purchased in State waiver granted) investors in State offered in state (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited Yes Investors Investors Amount Yes No State No Amount ALΑK ΑZ AR × CA 1 \$100,000.00 0 \$0.00 X Con Prm Nt -\$2,000,000 CO CTDE DC FL GA HI ID ΙL X ſΝ Con Prm Nt -\$2,000,000 12 0 \$0.00 \$1,580,996 ΙA KS KY LA ME MDMA ΜI MN MS

APPENDIX 1 2 3 4 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors **Investors** Amount Yes No Amount MO MT NE NV NH NJ NM NY NC ND Con Prm Nt-\$2,000,000 1 \$3,607.00 0 \$0.00 × ОН OK OR Con Prm Nt-\$2,000,000 PA 0 X 1 \$3,607.00 \$0.00 RI SC SD TN Con Prm Nt-\$2,000,000 TX3 \$0.00 0 \$203,607.00 X UT VT VACon Prm Nt-\$2,000,000 1 \$108,184.00 WA 0 \$0.00 X X WV WI

				APP	ENDIX				
]		2	3		4				
	to non-a	to sell accredited is in State s-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)			under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Non-Accredited Investors Amount Investors Amount			Amount	Yes	No
WY									
PR									

