UNITED STATES OMB APPROVAL SECURITIES AND EXCHANGE COMMISSION OMB Number: 3235-0076 Washington, D.C. 20549 Expires: May 31, 2002 Estimated average burden FORM D hours per response... SEC USE ONLY NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, Serial Prefix SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION **DATE RECEIVED** Name of Offering (check if this is an amendment and name has changed, and indicate change.) CreateHope, Inc. Series C Convertible Preferred Stock and Warrant Offering Filing Under (Check [] Section [] <u>Rule</u> [] <u>Rule</u> [x] Rule box(es) that ULOE 504 505 506 4(b) apply): PROCESSED Type of Filing: [X] New Filing [] Amendment AUG 2 4 2007 THOWSON A. BASIC IDENTIFICATION DATA FINANCIAL 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) CreateHope, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 2201 Wisconsin Avenue, N.W., Suite 250, Washington, D.C. 20007 202-903-2585 Address of Principal Business (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Operations (if different from Executive Offices)

P

Type of Business Organization

initiatives.

Brief Description of Business

[X] corporation

[] limited partnership, already

CreateHope, Inc. provides software and services to corporations for the administration of corporate philanthropy and community involvement

[] other (please specify): LLC

[] business trust	formed [] limited partners formed	hip, to be			
		Month/ Year			
Actual or Estimated Da Organization:	ate of Incorporation or	2/2000	[X] Actual	[] Estimated	
Jurisdiction of Incorpor	ration or Organization: (E			rvice abbreviation reign jurisdiction)	for State: [D]E]

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: <u>Five (5) copies</u> 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 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 in the notice constitutes a part of this notice and must be completed.

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 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.

Check [[X]Beneficial [] Executive [X]Director [] General and/or Box(es) Promoter Owner Officer Managing Partner that Apply:									
Full Name (Last name first, if individual) Goozh, Adam									
Business or Residence Address (Number and Street, City, State, Zip Code) 2201 Wisconsin Avenue, N.W., Suite 250, Washington, D.C. 20005									
Check [] Promoter [X Beneficial [] Executive [] Director [] General and/or Box(es) Owner Officer Managing Partner that Apply:									
Full Name (Last name first, if individual) Paul, Andrew M.									
Business or Residence Address (Number and Street, City, State, Zip Code) 350 Park Avenue, 24 th Floor, New York, New York 10022									
Check [] Promoter [X] Beneficial [] Executive [] Director [] General and/or Box(es) that Owner Officer Managing Partner Apply:									

Full Name (Last name first, if individual) Enhanced Capital District Fund, LLC
Business or Residence Address (Number and Street, City, State, Zip Code)City, State, Zip Code) 1225 Potomac Street, N.W., Washington, D.C. 20007
Check [] Promoter [] Beneficial [X] Executive [Director [] General and/or Box(es) that Owner Officer X] Managing Partner Apply:
Full Name (Last name first, if individual) Meagher, Robert
Business or Residence Address (Number and Street, City, State, Zip Code) 2201 Wisconsin Avenue, N.W., Suite 250, Washington, D.C. 20005
Check [] Promoter [] Beneficial [] Executive [X] Director [] General and/or Box(es) Owner Officer Managing Partner that Apply:
Full Name (Last name first, if individual) Davidson, Thomas M., Jr.
Business or Residence Address (Number and Street, City, State, Zip Code) 1225 Potomac Street, N.W., Washington, D.C. 20007
Check [] Promoter [] Beneficial [] Executive [X] Director [] General and/or Box(es) that Owner Officer Managing Partner Apply:
Full Name (Last name first, if individual) Wincup, Todd
Business or Residence Address (Number and Street, City, State, Zip Code) 1406 30 th Street, NW Washington, DC 20007

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Check [] Promoter [X] Beneficial [] Executive [] Director [] General and/or Box(es) that Owner Officer Managing Partner Apply:
Full Name (Last name first, if individual) Advantage Capital DC Fund I, LLC
Business or Residence Address (Number and Street, City, State, Zip Code) 3128 M Street, N.W., Suite 310, Washington, D.C. 20007
Check [] Promoter [] Beneficial [] Executive [Director [] General and/or Box(es) that Owner Officer X] Managing Partner Apply:
Full Name (Last name first, if individual) Beekman, Douglas R.
Business or Residence Address (Number and Street, City, State, Zip Code) [insert address] c/o Advantage Capital Partners, 3128 M Street, N.W., Suite 310, Washington, D.C. 20007
Check [] Promoter [] Beneficial [] Executive [X] Director [] General and/or Box(es) Owner Officer Managing Partner that Apply:
Full Name (Last name first, if individual) Korengold, Michael A.E.
Business or Residence Address (Number and Street, City, State, Zip Code) [insert address] c/o Enhanced Capital Partners, 350 Park Avenue, 24 th Floor, N.Y., N.Y. 100222
Check [] Promoter [] Beneficial [] Executive [] Director [] General and/or Box(es) that Owner Officer Managing Partner Apply:
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)

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

					B. INF	ORMA	TION	ABOUT	OFFE	RING			
. Ha		ssuer	sold, o	r does	the iss	uer int	end to	sell, to	non-ac	credite	d inve	stors in this	Yes []
		,	4nswe	r also i	in Appe	endix, (Column	2, if fil	ing und	der UL	DE.		
. Wi	nat is t	ne min	imum i	investr	nent th	at will	be acc	epted f	rom an	y indivi	dual?		\$ N/A
. Do	es the	offerir	ng perr	nit join	t owne	rship o	f a sing	gle unit	?	•••••			Yes [x]
irect conne ersc st th	ly or ir ection in or a e nam	idirectl with sa gent of e of the	ly, any ales of f a brok e brok	comm securi ker or d er or d	nission ties in t dealer ealer. I	or simi the offe registe If more	lar remering. If red wit than fi	unerati a pers h the S ve (5) p	on for on to be EC and on to be serious	solicita e listed d/or with s to be	tion of l is an th a sta listed a	id or given, purchasers in associated ite or states, are associated roker or dealei	N/A
ull N	lame (Last n	ame fii	rst, if ir	ndividu	al)		"					
Busin	ess or	Resid	ence A	\ddres	s (Nun	nber ar	nd Stre	et, City	, State,	Zip C	ode)		
lame	of As	cociat	nd Pro	kor or	Dealer								
чанк	5 UI AS	SUCIALI	au Div	vei oi	Dealei								
State	s in W	hich P	erson i	 Listed	Has So		or Inte	nds to	Solicit	Purcha	sers		
										[] All S	tates	
AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	- [HI]	[ID]	
IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
ull N	lame (Last n	ame fi	rst, if ir	ndividu	al)							
Busin	ess or	Resid	ence A		s (Nun	nber ar	nd Stree	et, City	, State,	Zip C	ode)		
lame	e of As	sociate	ed Bro	ker or	Dealer	,							
State	s in W	hich P	erson	Listed	Has So	olicited	or Inte	rids to	Solicit	Purcha	sers		
Che	ck "A	II Stat	es" or	check	t indiv	idual	States)			[] All	States	
AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[Mi]	[MN]	[MS]	[MO]	
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MT]	[NE]		[TN]	[NJ]		[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	

Business or Residence Address (Number and Street, City, State, Zip Code)											
of As	sociat	ed Bro	ker or	Dealer							
s in W	hich P	erson	Listed	Has S	olicited	or Inte	ends to	Solicit	Purcha	sers	
ck "A	ll Stat	es" or	checl	c indiv	idual	States))		[] All	States
[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[ID]
[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	of Assin Wck "A [AK] [IN]	of Associates in Which Pock "All State [AK] [AZ] [IN] [IA] [NE] [NV]	of Associated Bross in Which Person eck "All States" or [AK] [AZ] [AR] [IN] [IN] [IN] [NH]	of Associated Broker or in Which Person Listed ck "All States" or check [AK] [AZ] [AR] [CA] [IN] [IA] [KS] [KY] [NE] [NV] [NH] [NJ]	of Associated Broker or Dealer in Which Person Listed Has Sock "All States" or check indiv [AK] [AZ] [AR] [CA] [CO] [IN] [IA] [KS] [KY] [LA] [NE] [NV] [NH] [NJ] [NM]	of Associated Broker or Dealer in Which Person Listed Has Solicited ck "All States" or check individual [AK] [AZ] [AR] [CA] [CO] [CT] [IN] [IA] [KS] [KY] [LA] [ME] [NE] [NV] [NH] [NJ] [NM] (NY]	of Associated Broker or Dealer s in Which Person Listed Has Solicited or Inteck "All States" or check individual States [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [NE] [NV] [NH] [NJ] [NM] [NY] [NC]	of Associated Broker or Dealer s in Which Person Listed Has Solicited or Intends to ck "All States" or check individual States)	of Associated Broker or Dealer s in Which Person Listed Has Solicited or Intends to Solicit ck "All States" or check individual States) [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [NE] [NV] [NH] [NJ] [NM] (NY] [NC] [ND] [OH]	of Associated Broker or Dealer s in Which Person Listed Has Solicited or Intends to Solicit Purchack "All States" or check individual States)	of Associated Broker or Dealer s in Which Person Listed Has Solicited or Intends to Solicit Purchasers ck "All States" or check individual States) [] All [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]

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 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	\$		\$
[] Common [] Preferred			
Convertible Securities (including warrants) Convertible Note and Warrants	\$	500,000.00	\$ 500,000.00
Partnership Interests	\$		\$
Other Specify-limited liability company membership interests).	\$		\$
Total	\$:	500,000.00	\$ 500,000.00
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	Dolla	gregate ar Amount urchases
Accredited Investors	Three	\$ 50	00,000.00
Non-accredited Investors	Zero	\$	
Total (for filings under Rule 504 only)	Zero	\$	
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, 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	Dolla	ar Amount Sold
Type of offering Rule 505	Zero	œ	30IQ
Regulation A	Zero	\$	
Rule 504	Zero	\$ \$	
Total	Zeio	\$ \$	
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 issuer. 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.			. 0
Transfer Agent's Fees			\$ 0
Printing and Engraving Costs Legal Fees		[] [X]	\$ 0 \$ 75,000.00
Accounting Fees		[7]	
Engineering Fees		[]	\$ 0 \$ 0
Sales Commissions (specify finders' fees separately)		[]	\$ 0
Other Expenses (identify)		[]	\$ 0
Total	•		\$ 75,000.00
i Viai	•••••	ιj	ψ ευ,υυυ.υυ
b. Enter the difference between the aggregate offering price given in res Question 1 and total expenses furnished in response to Part C - Questio difference is the "adjusted gross proceeds to the issuer"			425,000.00

5. Indicate below the amount of the adjusted gross proceeds 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	[]\$	[]\$
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	[]\$	[X] \$115,000.00
Working capital	[]\$	[X] \$310,000.00
Other specify):pre-opening expenses, franchise fee payment (reimbursement of advances made by Promoter)	[]\$	[]
	[]\$	[]
Column Totals	[]\$	[X] 425,000.00
Total Payments Listed (column totals added)	[x] \$425	5,000.00

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 following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, 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
CreateHope, Inc.	My	- J-9.07
Name of Signer (Print or Type) Robert Meagher	Title of Signer (Print or Type Chief Executive Officer	e)
	<u> </u>	

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			ATTEN	TION	1			

Intentional misstatements or	r omissions	of fact	constitute	federal	criminal
violatio	ns. (See 18	U.S.C. 1	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 [x]
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
CreateHope, Inc.	Male	8-9-07
Name of Signer (Print or Type Robert Meagher	Title (Print or Type) 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.

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NE	j						
NV	i		•				
NH	<u> </u>						
NJ							
NM			,				
NY	x	Convertible Note and Warrant	1	0	\$200,000		
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APPENDIX

1	2 3			4				5		
	to acc inve	nd to sell non- credited estors in State B-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)			
				Number of Accredited		Number of Non- Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
AL	<u> </u>				 					
AK	<u> </u>			<u> </u>						
AR					<u> </u>					
CA	<u> </u>									
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СТ										
DE	<u> </u>									
DC		x	Convertible Note and Warrant	2		0	\$300,000		х	
FL										
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