

1092833 OMB APPROVAL OMB Number: 3235-0076 Expires: APRIL 30, 2008 Estimated average burden hours per response16.00 SEC USE ONLY Prefix Serial DATE RECEIVED

FORM D OCT 26 2007 NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering () check if this is an amendment and name has changed, and indicate change. Series D Convertible Preferred Stock

Filing Under (Check box(es) that apply): () Rule 504 () Rule 505 (X) Rule 506 () Section 4(6) () ULOE Type of Filing: (X) New Filing () Amendment

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. ZeniMax Media Inc.



Address of Executive Offices (Number and Street, City, State, Zip Code) 1370 Piccard Drive, Suite 120, Rockville, MD 20850-4304

Telephone Number (Including Area Code) (301) 926-8300

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

Interactive multimedia company creating and publishing entertainment software for PCs, consoles, wireless and other media

Type of Business Organization

- (X) corporation () limited partnership, already formed () other (please specify): () business trust () limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: 05 1999 (X) Actual () Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) Delaware

PROCESSED NOV 02 2007 THOMSON FINANCIAL

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 exception, 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 available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1972 (6-02)

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 Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Altman, Robert A.

Business or Residence Address (Number and Street, City, State, Zip Code)

1370 Piccard Drive, Suite 120, Rockville, MD 20850-4304

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Del, Ernest

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Del, Shaw, Moonves, Tanaka, Finkelstein & Lezcano, 2120 Colorado Avenue, Suite 200, Santa Monica, CA 90404

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Moonves, Leslie

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o CBS Corp., 7800 Beverly Boulevard, Los Angeles, CA 90036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Sloan, Harry E.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o MGM, 10250 Constellation Avenue, Los Angeles, CA 90067

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Trump, Robert S.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Trump Management, Inc., 89 Tenth Street, Garden City, NY 11530

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Leshner, J. Griffin

Business or Residence Address (Number and Street, City, State, Zip Code)

1370 Piccard Drive, Suite 120, Rockville, MD 20850-4304

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Leder, James L.

Business or Residence Address (Number and Street, City, State, Zip Code)

1370 Piccard Drive, Suite 120, Rockville, MD 20850-4304

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Tallent, Cindy L.

Business or Residence Address (Number and Street, City, State, Zip Code)

1370 Piccard Drive, Suite 120, Rockville, MD 20850-4304

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ripken, Jr. Calvin E.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Geier Financial Group, 2205 Warwick Way, Suite 200, Marriottsville, MD 21104

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Bruckheimer, Jerome

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Jerry Bruckheimer Films, 1631 10th Street, Santa Monica, CA 81611

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Weaver, Christopher

Business or Residence Address (Number and Street, City, State, Zip Code)

13931 Esworthy Road, Darnestown, MD 20874

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

SBS Broadcasting Europe B.V.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o ProSiebenSat.1 Media AG, Medienallee 7, 85774 Unterföhring, Germany

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Ardasley Partners Fund II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

262 Harbor Drive, 4th Floor, Stamford, CT 06902

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

ZM Investment LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

9355 Wilshire Boulevard, 4th Floor, Beverly Hills, CA 90210

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

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

The Gordon and Dona Crawford Trust, Gordon Crawford and Dona Crawford, Trustees

Business or Residence Address (Number and Street, City, State, Zip Code)

520 Georgian Road, La Canada, CA 91011

Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Schow Family Trust
Business or Residence Address (Number and Street, City, State, Zip Code) 70 Mill Canyon Road, San Marino, CA 91108
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Providence Equity Partners VI L.P.
Business or Residence Address (Number and Street, City, State, Zip Code) 50 Kennedy Plaza, 18th Floor, Providence, RI 02903
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Providence Equity Partners VI-A L.P.
Business or Residence Address (Number and Street, City, State, Zip Code) 50 Kennedy Plaza, 18th Floor, Providence, RI 02903
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Dominguez, Michael J.
Business or Residence Address (Number and Street, City, State, Zip Code) 50 Kennedy Plaza, 18th Floor, Providence, RI 02903
Check Box(es) that Apply: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or 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: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or 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: <input type="checkbox"/> Promoter <input type="checkbox"/> Beneficial Owner <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> General and/or Managing Partner
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. INFORMATION ABOUT OFFERING

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual? | | \$ 76,787,760.46 |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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 individual)

Banc of America Securities LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

9 West 57th Street, 29th Floor, New York, NY 19919

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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input checked="" type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, 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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, 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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> 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	\$ 0	\$ 0
Equity	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred	0	0
Convertible Securities (including warrants) Series D Convertible Preferred *	\$ 300,000,168.16	\$ 300,000,168.16
Partnership Interests	\$ 0	\$ 0
Other (Specify) Offering of Class A Membership Units	\$ 0	\$ 0
Total	\$ 300,000,168.16	\$ 300,000,168.16

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	2	\$ 300,000,168.16
Non-accredited Investors	0	\$
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	N/A	\$
Regulation A		\$
Rule 504		\$
Total		\$

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	<input type="checkbox"/>	\$
Printing and Engraving Costs	<input type="checkbox"/>	\$
Legal Fees	<input checked="" type="checkbox"/>	\$ 500,000
Accounting Fees	<input type="checkbox"/>	\$
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately) Finders Fees	<input checked="" type="checkbox"/>	\$ 12,050,000
Other Expenses (identify) Transaction fees for investors (\$11,000,000) Banc of America's expenses (\$50,000)	<input checked="" type="checkbox"/>	\$ 11,050,000
Total	<input checked="" type="checkbox"/>	\$ 23,600,000

* Series D Convertible Preferred convertible into Common Stock on a one-on-one basis as of the date of issuance and subject to adjustment as provided in the Amended and Restated Certificate of Incorporation of the Company.

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

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

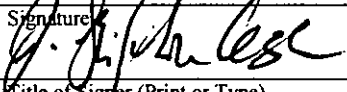
\$ 276,400,168.16

5. Indicate below the amount of the adjusted gross proceed to the issuer use 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	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of Real Estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
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)	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>126,400,168.16</u>
Other (specify): <u>Repurchase of outstanding stock</u>	<input type="checkbox"/>	\$ <u>150,000,000.00</u> **	<input checked="" type="checkbox"/>	\$ _____
.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ <u>150,000,000.00</u>	<input type="checkbox"/>	\$ <u>126,400,168.16</u>
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$ <u>276,400,168.16</u>

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) ZeniMax Media Inc.	Signature 	Date October 24, 2007
Name of Signer (Print or Type) J. Griffin Lesh	Title of Signer (Print or Type) Executive Vice President Legal and Secretary	

ATTENTION

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

** Represents maximum amount of adjusted gross proceeds proposed to be used for such purpose. A portion of the payments will be paid to others.

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 |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

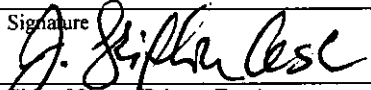
See Appendix, Column 5, for state response.

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 the 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) ZeniMax Media Inc.	Signature 	Date October <u>24</u> 2007
Name of Signer (Print or Type) J. Griffin Lesh	Title of Signer (Print or Type) Executive Vice President Legal and Secretary	

APPENDIX

1 State	2 Intend to Sell to Non-Accredited Investors in State (Part B-Item 1)		3 Type of Security and Aggregate Offering Price Offered in State	4 Type of Investor and Amount Purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE		XX	Series D Convertible Preferred	2	\$300,000,168.16	0	0		X
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									

APPENDIX

1 State	2 Intend to Sell to Non-Accredited Investors in State (Part B-Item 1)		3 Type of Security and Aggregate Offering Price Offered in State	4 Type of Investor and Amount Purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									

APPENDIX

1 State	2 Intend to Sell to Non-Accredited Investors in State (Part B-Item 1)		3 Type of Security and Aggregate Offering Price Offered in State	4 Type of Investor and Amount Purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

END