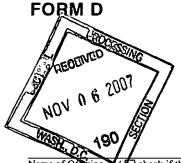
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

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

OMB	APPI	ROVAL
OMB Num		3235-0076
Expires:	Apr	il 30,2008 ge burden
Estimated	avera	ge burden
hours per r	espor	nse 16.00

SEC USE ONLY							
Prefix	Serial						
DATE RECEIVED							
	1						

Filia Mata (Charles (: 4/0 🗆 111.0	r
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☑ Rule 506 ☐ Sect Type of Filing: ☑ New Filing ☐ Amendment	ion 4(6) ULO	-
Type of times.		PROCERCER
A. BASIC IDENTIFICATION DATA		
1. Enter the information requested about the issuer		MOV 1 6 2007
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)		2000
Mpower American Carol Holding LLC		THOMSON
Address of Executive Offices (Number and Street, City, State, Zip	Code) Teleph	one Number (Holding Arca Code)
c/o Mpower Pictures, 1551 Ocean Avenue, Suite 220, Santa Monica, CA 90401	310-899-	5548
Address of Principal Business Operations (Number and Street, City, State, Zip (if different from Executive Offices)	Code) Teleph	one Number (Including Area Code)
Brief Description of Business	l	· · · · · · · · · · · · · · · · · · ·
To develop, produce, and release a motion picture		
		LIARUM SEKU IRAM SEKULUNIA MEKSILUM ATKIS UKU ATKIS EKULUTA
Type of Business Organization		
corporation limited partnership, already formed business trust limited partnership, to be formed	other (please speci	TO A COMMITTEE STATE OF THE STA
	nited Liability Comp	07082906
Month Year Actual or Estimated Date of Incorporation or Organization: 0[6] 0[7] Actual [7]	☐ Estimated	0,00200
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation)		
CN for Canada; FN for other foreign jurisdiction		
GENERAL INSTRUCTIONS		

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.

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 IDE	NTIFICATION DATA		
2. Enter the information requeste	d for the follow	ing:			
Each promoter of the issu	uer, if the issuer	has been organized wi	thin the past five years;		
 Each beneficial owner has 	ving the power to	o vote or dispose, or dire	ect the vote or disposition o	of, 10% or more of a	class of equity securities of the issuer.
 Each executive officer ar 	nd director of co	rporate issuers and of o	corporate general and mana	aging partners of pa	ortnership issuers; and
 Each general and managi 	ng partner of pa	rtnership issuers.			·
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indiv Mpower Pictures	ridual)			·. ·	
Business or Residence Address (1 1551 Ocean Avenue Suite 220		eet, City, State, Zip Co ca, CA 90401	de)		
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indiv	vidual)				
McEveety, Stephen (CEO)					
Business or Residence Address (1 1551 Ocean Avenue Suite 220			de)		
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indix Shepherd, John (President)	vidual)				
Business or Residence Address (1	Number and Stre	ect, City, State, Zip Co-	de)		
1551 Ocean Avenue Suite 220	, Santa Monic	a, CA 90401			
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indiv	ridual)				
Burns, Todd (COO and Legal (Counsel)				
Business or Residence Address (1	Number and Stre	et, City, State, Zip Co	de)		
1551 Ocean Avenue Suite 220), Santa Moni	ca, CA 90401	•		
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indiv	ridual)				
Business or Residence Address (I	Number and Stre	eet, City, State, Zip Co	dc)		
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indiv	vidual)				
Business or Residence Address (1	Number and Stre	ect, City, State, Zip Co	de)		
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indiv	ridual)				
Business or Residence Address (1	Number and Stre	eet, City, State, Zip Co	de)		•
	(Use blank s	sheet, or copy and use a	additional copies of this sh	ect, as necessary)	

					В. І	NFORMAT	ION ABOU	T OFFER	NG	·			
1.	Has the	issuer solo	d, or does th								••••••	Yes	No 🔀
2	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?									_s 15	,000,000.00		
2.									Yes	No			
3.			permit join										X
4.	commis If a pers or state	ssion or sim son to be lis s, list the na	ilar remune ted is an ass	ration for s sociated pe roker or d	solicitation erson or age ealer. If me	of purchas ent of a brol ore than fiv	ers in conne cer or deale e (5) person	ection with or registere ns to be list	sales of se d with the S ted are asso	curities in t SEC and/or	lirectly, any the offering. with a state sons of such	!	
Ful N/	,	Last name	first, if ind	ividual)									
		Residence	Address (N	lumber an	d Street, C	ity, State, 2	Zip Code)						
_							. <u>-</u>						
Na	me of As	sociated Bi	roker or De	aler									
Sta			Listed Has										I States
	(Check	"All State:	s" or check	individua	i States)	*****************							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	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	ll Name (Last name	first, if ind	ividual)	•								
Bu	siness or	Residence	Address (?	Number an	d Street, C	City, State,	Zip Code)	·	•			<u></u> .	
Na	me of As	sociated Ba	roker or De	aler		•						,,	
Sta			Listed Has										
	(Check	"All State:	or check	individua	l States)				***************************************			☐ Al	I States
	AL IL MT RI	AK IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	MA ND WA	MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	ll Name (Last name	first, if ind	ividual)									
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	. ·		10. 2						
Sta			Listed Has										
	(Check	"All States	s" or check	individua	I States)		•		***********			□ A!	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	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID 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.	: 	A
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt		\$
	Equity	\$_15,000,000.00	\$_15,000,000.00
	☐ Common Preferred		
	Convertible Securities (including warrants)	s	\$
	Partnership Interests	\$	\$
	Other (Specify)		
	Total	\$ 15,000,000.00	\$ 15,000,000.00
	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	1	\$_15,000,000.00
	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	Dollar Amount
	Type of Offering	Security	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		\$ 20,000.00
	Accounting Fees	2	\$_2,500.00
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify)	_	\$
	T		c 22.500.00

C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
and total expenses furnished in response to Part C -	 Question 4.a. This difference is the "adjusted gross 	3	\$14,977,500.00
each of the purposes shown. If the amount for a check the box to the left of the estimate. The total	any purpose is not known, furnish an estimate and of the payments listed must equal the adjusted gross	l	
		Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees		\$. 🗆 \$
Purchase of real estate		 \$. 🗆 \$
Purchase, rental or leasing and installation of m	achinery	□\$	
• •			
offering that may be used in exchange for the as	ssets or securities of another		
Repayment of indebtedness		□ \$	
Working capital		□ s	. 🗆 \$
Other (specify): Develop, Produce, and Relea	ase a Motion Picture	№ \$_14,977,500	^{].(} s
		\$. 🗆 \$
Column Totals		<u>\$ 14,977,500</u>	.0 _ \$ _ 0.00
Total Payments Listed (column totals added)		\$_1	4,977,500.00
	D. FEDERAL SIGNATURE		-
nature constitutes an undertaking by the issuer to f	furnish to the U.S. Securities and Exchange Commi	ssion, upon writte	ale 505, the following en request of its staff
uer (Print or Type)	Signature)	Date	
ower American Carol Holding LLC	1 prh	11-05-07	
ne of Signer (Print or Type)	Title of Signer (Print or Type)		
	b. Enter the difference between the aggregate off and total expenses furnished in response to Part C-proceeds to the issuer." Indicate below the amount of the adjusted gross reach 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 Parchase of real estate. Purchase of real estate. Purchase, rental or leasing and installation of mand equipment. Construction or leasing of plant buildings and for Acquisition of other businesses (including the woffering that may be used in exchange for the assister pursuant to a merger). Repayment of indebtedness. Working capital. Other (specify): Develop, Produce, and Release issuer has duly caused this notice to be signed by the insuer constitutes an undertaking by the issuer to an information furnished by the issuer to any non-active (Print or Type) cower American Carol Holding LLC	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." 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. 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 Working capital Other (specify): Develop, Produce, and Release a Motion Picture Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE a issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notionature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Comminformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of uer (Print or Type) Dower American Carol Holding LLC	and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 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 Salaries and fees

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?		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.
- 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	
Mpower American Carol Holding LLC	11-05-07	
Name (Print or Type)	Title (Print or Type)	
Todd Burns	COO and Legal Counsel	

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 ·										
1	Intend to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 investor and rchased in State C-Item 2)		5 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		
AL											
AK							•				
AZ		27 79 207 79			<u> </u>						
AR											
CA											
со											
СТ											
DE								<u> </u>			
DC	PORTO BANK AND TAKE TO THE REAL PROPERTY.					, ., .,					
FL											
GA											
ні			·								
ID											
IL						,					
IN											
IA					<u> </u>						
KS											
KY											
LA	***************************************										
ME											
MD											
MA											
MI -											
MN											
MS											

APPENDIX 2 4 5 1 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 amount purchased in State offered in state waiver granted) investors in State (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Accredited Non-Accredited Yes Investors Yes No State No Investors Amount Amount MQ MT NE NV NH NJ NM NY NC ND ОН OK OR PA: RI SC SD TN TX UT VT VA WA wν WI Preferred Shares \$15,000,00d

	APPENDIX										
. 1		2	3	1	4				5 Disqualification		
	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)			Type of investor and expla amount purchased in State waiv		ate ULOE, attach ation of granted) -Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes .	No		
WY											
PR											

