FORM D

SEC 1972 (6/02):

Potential persons who are to 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.

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

1456	348
OMB APPE	OVAL
OMB Number:	3235-0076
Expires: April 30	, 2008
Estimated averag	e burden

hours per response...... 16.00

SEC USE ONLY						
Prefix		Serial				
DATE RECEIVED						

Name of Offering (check if this is an amendment and name has changed, and indicate change.)					
Isolated Sale of Secured Convertible Promissory Note Filing Under (Check box(es) that apply): Rule 504 Rule 505 Section 4(6) ULOE					
Type of Filing: New Filing Amendment FINAL					
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.)					
Exsulin Corporation Address of Franctice Offices (Number and Street City State Zin Code) Telephone 09001258					
Address of Executive Offices (Number and Street, City, State, Zip Code)					
2809 Valley View Road, Burnsville, Minnesota 55306 (952) 898-5814					
Address of Principal Business Operations (Number and Street, City State Zin Ode) Telephone Number (Including Area Code)					
(if different from Executive Offices)					
Brief Description of Business MAR 2 2009 SEC Wall Processing					
Development of metabolic products Section					
Type of Business Organization THOMSON REVIERS LED 10 2000					
☐ corporation ☐ limited partnership, already formed ☐ other (please specify):					
business trust limited partnership, to be formed					
Month Year Washington, DC					
111					
Total of Estimated Pare of months and or organization [o] [o]					
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:					
CN for Canada; FN for other foreign jurisdiction) [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: 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 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.

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 predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA							
2. Enter the information requ	2. Enter the information requested for the following:						
•		er has been organized wit					
 Each beneficial own securities of the issue 		wer to vote or dispose, or	direct the vote or dispos	sition of, 10% or	more of a class of equity		
 Each executive offic 	er and director of	corporate issuers and of c	orporate general and mana	iging partners of p	partnership issuers; and		
 Each general and ma 	naging partner of	partnership issuers.		 -			
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner		☑ Director	General and/or Managing Partner		
Full Name (Last name first, i	f individual)						
Jansa, Lisa							
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Coo	le)				
2809 Valley View Road, Bur	nsville, Minnesota	55306					
Check Box(es) that Apply:	☑ Promoter	☑ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner		
Full Name (Last name first, i	f individual)						
Fleming, Alexander							
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Coo	le)				
2809 Valley View Road, Bur	nsville, Minnesota	55306					
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner		
Full Name (Last name first, i	f individual)	<u> </u>			•		
Jones, Scott							
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Coo	le)				
2809 Valley View Road, Bur	nsville, Minnesota	55306					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Coo	le)				
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 Address (Number and Street, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Coo	le)				

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

·- ·				B. IN	FORMAT	ION ABO	OUT OFF	ERING				· · · · · · · · · · · · · · · · · · ·
1 114	h = : = = = = = 1	d d	the income	:	all to non	a a a a a dita	d investor	in this of	foring?		Yes	No
I. Has u	he issuer sol	a, or does								**************	LJ	
			Ans	wer also i	n Appendi	x, Columi	1 2, 11 IIIIn	g under O	LUE.			
2. What	is the minin	num inves	tment that	will be ac	cepted from	m any ind	ividual?		•••••			
3. Does	the offering	permit joi	int ownersl	nip of a sir	ngle unit?					•••••	Yes ⊠	No
comn offeri and/o assoc	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.											
	ne (Last nam		individual)									
	nsulting, Inc. or Residence		Number	and Street	City Sta	te. Zip Co	de)	·		•		
	amen Avenue		•			.e, E.p ee						
Name of	Associated 2	Broker or	Dealer									
States in	Which Perso	on Listed	Has Solici	ed or Inte	nds to Soli	cit Purcha	nsers	-				
(Check	"All States"	or check	individual	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]
[MT]		[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nan	ne (Last nam	e first, if i	individual)									
Business	or Residence	e Address	(Number	and Street	, City, Sta	te, Zip Co	de)		-			,
Name of	Associated	Broker or	Dealer									
States in	Which Perso	on Listed	Has Solicio	ed or Inte	nds to Soli	cit Purcha	isers					
•	"All States"	or check		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
[MT]		[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nam	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
[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] (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USI	E OF PROCEED	79
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 \(\sigma\) 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 (Units consisting of secured convertible promissory notes and warrants)	250,000	_
	Equity	<u> 250,000</u>	\$
		P	Φ
	Common Preferred	.	an a
	Convertible Securities (including warrants)		\$
	•		\$
	Other (Specify	B	\$
	Total	<u>250,000</u> .	\$ <u>250,000.00</u>
	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	\$ <u>250,000.00</u>
	Non-accredited Investors	None	\$None
	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.	T. 6	
	Trans of offering	Type of	Dollar Amount Sold
	Type of offering Rule 505	Security N/A	501a •
	•	N/A	Ф
	Regulation A	N/A	Ф
	Regulation 504	N/A	3
	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 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.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		<u> </u>
	Legal Fees		\$ 10,000
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fee separately)		\$ 12,500
			ψ <u>12,500</u>
	Other Expenses (identify)		\$ 22,500
	LOIAL	. IXI	.a ZZ.300

	C. OFFERING PRICE, NUMBER	OF INVESTORS, EXPENSES AN	D US	E OF PROC	EEDS	
	b. Enter the difference between the aggregate C - Question 1 and total expenses furnished in difference is the "adjusted gross proceeds to the	response to part C - Question 4.a.	This		\$_	227,500
5.	Indicate below the amount of the adjusted gross be used for each of the purposes shown. If the furnish an estimate and check the box to the left listed must equal the adjusted gross proceeds to Question 4.b above.	he amount for any purpose is not ke of the estimate. The total of the pay	nown, ments			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		\$		□ \$	
	Purchase of real estate				_ 🔲 \$	
	Purchase, rental or leasing and installation of ma				_ ∐ \$	
	Construction or leasing of plant building and factorisation of other businesses (including the variation)		J ⊅.		_ 🗀 🦫	
	offering that may be used in exchange for the as	sets or securities of another issuer	_		_	
	pursuant to a merger)		⊒ \$		_ 📙 💲	
	Repayment of indebtedness	-	╡┇-		- 🛭 🕏	227,500
	Other (specify:		-		_ 🖴 "	227,000
			- , ,			
	Column Totals		╣,		- ⊠ ¢	227,500
	Total Payments Listed (column totals added)		. ".	□ \$_	227,500	_
	D.	FEDERAL SIGNATURE				
the i	issuer has duly caused this notice to be signed by ollowing signature constitutes an undertaking by en request of its staff, the information furnished 502.	the issuer to furnish to the U.S. Se	curitie	s and Excha	ange Con	mission, upon
	r (Print or Type)	Signature ()		Г	ate	14 1000
	lin Corporation	gen kusa		{	zgin e	39 , 2009
	e of Signer (Print or Type) Jansa	Title of Signer (Print or Type) Chief Executive Officer				
	941134	Chief Datestiff Officer				

ATTENTION	

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

