

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 or corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check boxes that apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Maglich, Dr. Bogdan C.

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

10 Mauchly Drive, Irvine, California 92618Check boxes that apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Alter, Barry

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

488 Melrose Avenue, Toronto, Ontario M5M 2A2 CANADACheck boxes that apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Levy, Michal

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

10 Mauchly Drive, Irvine, California 92618Check boxes that apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Gilbert, Greg

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

8776 Killdee, Suite 100, Lake Forest, California 95662Check boxes that apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Alden, Richard F.

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

11340 West Olympic Blvd., Suite 280, Los Angeles, California 90064Check boxes that apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Al Zuhair, Harb

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

10 Mauchly Drive, Irvine, California 92618Check boxes that apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Finch, Edward R., Jr.

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

862 Park Avenue, New York, New York 10021Check boxes that apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Wood, Suzanne

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

Suite 210, 580 Hornby Street, Vancouver, B.C. V6C 3B6 CANADA

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 25,000
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or give, directly or indirectly, an commission or similar remuneration for solicitation of purchasers in connections 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)
 N/A

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

Name of Associated Broker or Dealer
 N/A

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]	[WY]	[PR]

Full name (Last name first, if individual)
 N/A

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

Name of Associated Broker or Dealer
 N/A

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]
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[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]

Full name (Last name first, if individual)
 N/A

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

Name of Associated Broker or Dealer
 N/A

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]
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[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]

Full name (Last name first, if individual)
 N/A

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

Name of Associated Broker or Dealer
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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]	[WY]	[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	\$ _____	\$ _____
Equity	\$ 2,000,000	\$ 825,000
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 2,000,000	\$ 825,000

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."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	10	\$ 825,000
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 offering	Type of Security	Dollar Amount Sold
Rule 505		\$ _____
Regulation A		\$ _____
Rule 504		\$ _____

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	<input checked="" type="checkbox"/>	\$ 452.69
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ 37,500.00
Accounting Fees	<input checked="" type="checkbox"/>	\$ 28,674.68
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) Document delivery and offering coordination	<input checked="" type="checkbox"/>	\$ 266.64
Total	<input checked="" type="checkbox"/>	\$ 66,894.01

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."

\$ 758,106.00

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.

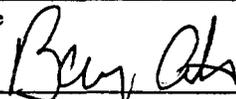
		Payments to Officers, Directors, & Affiliates		Payment to Others
Salaries and fees	<input type="checkbox"/> \$	_____	<input type="checkbox"/> \$	_____
Purchase of real estate	<input type="checkbox"/> \$	_____	<input type="checkbox"/> \$	_____
Purchase, rental or leasing and installation or machinery and equipment ...	<input type="checkbox"/> \$	_____	<input checked="" type="checkbox"/> \$	<u>66,349.36</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$	_____	<input type="checkbox"/> \$	_____
Acquisition of other businesses (including the value or securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	_____	<input type="checkbox"/> \$	_____
Repayment of indebtedness	<input checked="" type="checkbox"/> \$	<u>290,123.58</u>	<input type="checkbox"/> \$	_____
Working capital	<input type="checkbox"/> \$	_____	<input type="checkbox"/> \$	_____
Other (specify): Funding operations	<input checked="" type="checkbox"/> \$	<u>13,049.51</u>	<input checked="" type="checkbox"/> \$	<u>388,583.55</u>
Column Totals	<input checked="" type="checkbox"/> \$	<u>303,173.09</u>	<input checked="" type="checkbox"/> \$	<u>454,932.91</u>

Total Payments Listed (column totals added)

\$ 758,106.00

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 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) HiEnergy Technologies, Inc.	Signature 	Date <u>5/8/02</u>
Name of Signer (Print or Type) Barry Alter	Title of Signer (Print or Type) President	

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