

FORM D

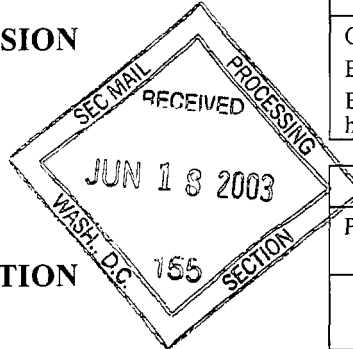
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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 APPROVAL table with OMB Number 3235-0076, Expires May 31, 2005, and Estimated average burden 16.00 hours per response.



SEC USE ONLY table with fields for Prefix, Serial, and DATE RECEIVED.



Name of Offering (checkbox) STORAGE ALLIANCE INC. (the "Company") Private Placement of warrants to purchase 40,000 common shares of the Company exercisable at an exercise price of U.S.\$1.00 per share until June 2, 2006.

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

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer (checkbox) STORAGE ALLIANCE INC.

Address of Executive Offices (Suite 725, 435 Fourth Avenue S.W., Calgary, Alberta, Canada, T2P 3A8) Telephone Number (403) 264-2500. Address of Principal Business Operations (same as above) Telephone Number (Same as above).

Brief Description of Business: The Company designs and provides data storage management, application hosting and professional services for customers in the petroleum exploration and production industry and in other data intensive industries.

Type of Business Organization: corporation, limited partnership, other, business trust, limited partnership, to be formed.

Actual or Estimated Date of Incorporation or Organization: Month 04, Year 2000. Actual, Estimated.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: N, V).

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, 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.

ATTENTION

Failure to file the 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

Handwritten signature/initials

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)

Ascah, Jeff

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

309 McKenzie Lake Bay Calgary, Alberta TSZ 2H3

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

Full Name (Last name first, if individual)

Akerley, Ken

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

64 Prestwick Estate Way Calgary, Alberta T2T 4G1

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

Full Name (Last name first, if individual)

MacKinnon, Ken

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

301, 2419 - 16th Street SW Calgary, Alberta T2T 4G1

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

Full Name (Last name first, if individual)

Fred Moore

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

100 Arapaho Avenue, Suite 14 Boulder, Colorado 80302

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

Full Name (Last name first, if individual)

Robert Irwin

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

408 Oakhill Place SW Calgary, Alberta T2V 3X6

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 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 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? | \$N/A | |
| 3. Does the offering permit joint ownership of a single unit? | <input type="checkbox"/> | <input checked="" 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)

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]
[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]
[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 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.....	\$ <u>0</u>	\$ <u>0</u>
Equity.....	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) Warrants to purchase up to 40,000 shares of common stock at the price of \$1.00 per share.	\$ <u>0*</u>	\$ <u>0*</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____)	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>0*</u>	\$ <u>0*</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.....	<u>1</u>	\$ <u>0*</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</u>

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.....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
Total	<u>N/A</u>	\$ <u>N/A</u>

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 type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify)	<input type="checkbox"/>	\$ _____
Total	<input type="checkbox"/>	\$ _____

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."

\$ 0*

* Calculated based on the differences of the closing price at \$0.60 per share on June2, 2003 and the exercise price of the warrants.

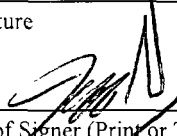
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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.....	<input type="checkbox"/> \$ _____	\$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<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 pursuant to a merger).....	<input type="checkbox"/> \$ _____	\$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	\$ _____
Working capital.....	<input type="checkbox"/> \$ _____	\$ _____
Other (specify) Payment of Placement Fee for Private Placements	<input checked="" type="checkbox"/> \$ _____	\$ _____ 0*
Column Totals.....	<input checked="" type="checkbox"/> \$ _____	\$ _____ 0*
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ _____	\$ _____ 0*

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) STORAGE ALLIANCE INC.	Signature 	Date June 9, 2003
Name of Signer (Print or type) Jeff Ascah	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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

Calculated based on the differences of the closing price at \$0.60 per share on June 2, 2003 and the exercise price of the warrants.

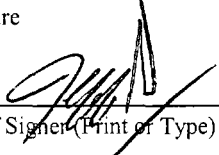
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No

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 of 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) STORAGE ALLIANCE INC.	Signature 	Date June 9, 2003
Name of Signer (Print or type) Jeff Ascah	Title of Signer (Print or Type) Chief Executive Officer	

Instruction:

Print the name and title of the signing representative under this 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

APPENDIX									
1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part 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))	
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
AL		x		Nil	Nil	Nil	Nil		x
AK		x		Nil	Nil	Nil	Nil		x
AZ		x		Nil	Nil	Nil	Nil		x
AR		x		Nil	Nil	Nil	Nil		x
CA		x		Nil	Nil	Nil	Nil		x
CO		x		Nil	Nil	Nil	Nil		x
CT		x		Nil	Nil	Nil	Nil		x
DE		x		Nil	Nil	Nil	Nil		x
DC		x		Nil	Nil	Nil	Nil		x
FL		x		Nil	Nil	Nil	Nil		x
GA		x	Warrants to purchase up to 40,000 shares of common stock at \$1.00.	1	\$0*	Nil	Nil		x
HI		x		Nil	Nil	Nil	Nil		x
ID		x		Nil	Nil	Nil	Nil		x
IL		x		Nil	Nil	Nil	Nil		x
IN		x		Nil	Nil	Nil	Nil		x
IA		x		Nil	Nil	Nil	Nil		x
KS		x		Nil	Nil	Nil	Nil		x
KY		x		Nil	Nil	Nil	Nil		x
LA		x		Nil	Nil	Nil	Nil		x
ME		x		Nil	Nil	Nil	Nil		x
MD		x		Nil	Nil	Nil	Nil		x
MA		x		Nil	Nil	Nil	Nil		x
MI		x		Nil	Nil	Nil	Nil		x
MN		x		Nil	Nil	Nil	Nil		x

* Calculated based on the differences of the closing price at \$0.60 per share on June2, 2003 and the exercise price of the warrants.

MS	x		Nil	Nil	Nil	Nil		x
MO	x		Nil	Nil	Nil	Nil		x
MT	x		Nil	Nil	Nil	Nil		x
NE	x		Nil	Nil	Nil	Nil		x
NV	x		Nil	Nil	Nil	Nil		x
NH	x		Nil	Nil	Nil	Nil		x
NJ	x		Nil	Nil	Nil	Nil		x
NM	x		Nil	Nil	Nil	Nil		x
NY	x		Nil	Nil	Nil	Nil		x
NC	x		Nil	Nil	Nil	Nil		x
ND	x		Nil	Nil	Nil	Nil		x
OH	x		Nil	Nil	Nil	Nil		x
OK	x		Nil	Nil	Nil	Nil		x
OR	x		Nil	Nil	Nil	Nil		x
PA	x		Nil	Nil	Nil	Nil		x
RI	x		Nil	Nil	Nil	Nil		x
SC	x		Nil	Nil	Nil	Nil		x
SD	x		Nil	Nil	Nil	Nil		x
TN	x		Nil	Nil	Nil	Nil		x
TX	x		Nil	Nil	Nil	Nil		x
UT	x		Nil	Nil	Nil	Nil		x
VT	x		Nil	Nil	Nil	Nil		x
VA	x		Nil	Nil	Nil	Nil		x
WA	x		Nil	Nil	Nil	Nil		x
WV	x		Nil	Nil	Nil	Nil		x
WI	x		Nil	Nil	Nil	Nil		x
WY	x		Nil	Nil	Nil	Nil		x
PR	x		Nil	Nil	Nil	Nil		x