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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.

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| OMB APPROVAL                                     |
| OMB Number: 3235-0076                            |
| Expires: May 31, 2005                            |
| Estimated average burden hours per response... 1 |



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

FORM D

|               |  |        |
|---------------|--|--------|
| SEC USE ONLY  |  |        |
| Prefix        |  | Serial |
| DATE RECEIVED |  |        |



PROCESSED  
AUG 26 2003  
THOMSON FINANCIAL

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

Name of Offering

Hayes Entertainment, Inc Two Million Dollar (\$2,000,000) Private Placement Offering

Filing Under (Check box(es) that apply):  
 Rule 504    Rule 505    Rule 506    Section 4(6)    ULOE

Type of Filing:  New Filing    Amendment

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**A. BASIC IDENTIFICATION DATA**

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1. Enter the information requested about the issuer

Hayes Entertainment, Inc

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Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

One World Trade Center, 121 SW Salmon Street, 11<sup>th</sup> Floor, Portland, Oregon 97204

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Address of Executive Offices (Number and Street, City, State, Zip Code)

(503) 471-1367

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Telephone Number (Including Area Code)

One World Trade Center, 121 SW Salmon Street, 11<sup>th</sup> Floor, Portland, Oregon 97204

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Address of Principal Business Operations (Number and Street, City, State, Zip Code)

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Telephone Number (Including Area Code)  
(if different from Executive Offices)

The business develops and operates family entertainment venues.

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Brief Description of Business

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Type of Business Organization

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

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Month    Year

Actual or Estimated Date of Incorporation or Organization: [ 07 ] [ 2000 ]     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)    [ OR ]

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**A. BASIC IDENTIFICATION DATA**

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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.

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

Hayes, J. Robert, Sr.

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Full Name (Last name first, if individual)

One World Trade Center, 121 SW Salmon Street, 11<sup>th</sup> Floor, Portland, Oregon 97204

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

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

Guketsen, Gary L.

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Full Name (Last name first, if individual)

One World Trade Center, 121 SW Salmon Street, 11<sup>th</sup> Floor, Portland, Oregon 97204

---

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

Kord, Gregory E.

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Full Name (Last name first, if individual)

One World Trade Center, 121 SW Salmon Street, 11<sup>th</sup> Floor, Portland, Oregon 97204

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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

McCall, Jess Jay

Full Name (Last name first, if individual)

One World Trade Center, 121 SW Salmon Street, 11<sup>th</sup> Floor, Portland, Oregon 97204

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)

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**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No  
 [ ] [x ]

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  
 [X] [ ]

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)

\_\_\_\_\_  
 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] [WY] [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  
 [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]  
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [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  
 [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]  
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

**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<br>Offering Price | Amount Already<br>Sold |
|--|-----------------------------|------------------------|
| Debt .....   | \$0                         | \$0                    |
| Equity .....   | \$2,000,000.00              | \$0                    |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred |                             |                        |
| Convertible Securities (including warrants) .....                  | \$0                         | \$0                    |
| Partnership Interests .....  | \$0                         | \$0                    |
| Other (Specify _____) .....  | \$                          | \$0                    |
| Total .....  | \$2,000,000.00              | \$0                    |

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<br>Dollar Amount<br>of Purchases |
|---|------------------|--|
| Accredited Investors .....                    | 0                | \$0  |
| Non-accredited Investors .....                | 0                | \$0  |
| Total (for filings under Rule 504 only) ..... | _____            | \$0  |

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, 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<br>Sold |
|--------------------|------------------|-----------------------|
| Rule 505 .....     | _____            | \$ _____              |
| 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 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"/> | \$20,000            |
| Printing and Engraving Costs .....                         | <input checked="" type="checkbox"/> | \$5,000             |
| Legal Fees .....   | <input checked="" type="checkbox"/> | \$20,000            |
| Accounting Fees .....                                      | <input checked="" type="checkbox"/> | \$5,000             |
| Engineering Fees .....                                     | <input type="checkbox"/>            | \$0                 |
| Sales Commissions (specify finders' fees separately) ..... | <input checked="" type="checkbox"/> | \$200,000           |
| Other Expenses (identify) .....                            | <input type="checkbox"/>            | \$0                 |
| <b>Total</b> .....   | <input type="checkbox"/>            | <b>\$250,000.00</b> |

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." ..... **\$1,750,000.00**

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 | Payments To Others                              |
|--|---|---|
| Salaries and fees .....  | <input checked="" type="checkbox"/> \$125,000 | <input type="checkbox"/> \$80,000               |
| Purchase of real estate .....  | <input type="checkbox"/> \$0                  | <input type="checkbox"/> \$0                    |
| Purchase, rental or leasing and installation of machinery and equipment .....  | <input type="checkbox"/> \$0                  | <input checked="" type="checkbox"/> \$400,000   |
| Construction or leasing of plant buildings and facilities.....   | <input type="checkbox"/> \$0                  | <input checked="" type="checkbox"/> \$650,000   |
| 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"/> \$0                  | <input type="checkbox"/> \$0                    |
| Repayment of indebtedness .....  | <input type="checkbox"/> \$0                  | <input type="checkbox"/> \$0                    |
| Working capital .....  | <input type="checkbox"/> \$0                  | <input checked="" type="checkbox"/> \$200,000   |
| Other (specify):Marketing and Advertising Launch .....   | <input type="checkbox"/> \$0                  | <input checked="" type="checkbox"/> \$100,000   |
| <u>Research and Development of New Projection System</u> .....   | <input type="checkbox"/> \$0                  | <input checked="" type="checkbox"/> \$195,000   |
| <b>Column Totals</b> .....   | <input checked="" type="checkbox"/> \$125,000 | <input checked="" type="checkbox"/> \$1,625,000 |
| <b>Total Payments Listed (column totals added)</b> .....   | <input type="checkbox"/>                      | <input type="checkbox"/> \$1,750,000            |

**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)<br><i>Hayes Entertainment, Inc.</i> | Signature<br><i>J. Robert Hayes</i>                 | Date<br><i>9-25-03</i> |
| Name of Signer (Print or Type)<br><i>J. ROBERT HAYES</i>   | Title of Signer (Print or Type)<br><i>PRESIDENT</i> |                        |

**ATTENTION**

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