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

OMB APPROVAL
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FORM D

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

PROCESSED
AUG 26 2003

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

THOMSON
FINANCIAL

Founders Series Convertible Promissory Note Financing

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

Type of Filing: New Filing Amendment

AUG 25 2003
ECS

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.)
Sports Development Corporation Holdings, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
1104 Camino Del Mar, Suite 14, Del Mar, CA 92014

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

Brief Description of Business

A holding company to provide leadership as a marketing services, communications, and

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)

McGuigan, David

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

1104 Camino Del mar, Suite 14, Del Mar, CA 92014

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

Full Name (Last name first, if individual)

Lee, Raymond

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

1104 Camino Del mar, Suite 14, Del Mar, CA 92014

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

Full Name (Last name first, if individual)

Gittleman, Joel

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

1104 Camino Del mar, Suite 14, Del Mar, CA 92014

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

Full Name (Last name first, if individual)

Peddie, Daniel

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

1104 Camino Del mar, Suite 14, Del Mar, CA 92014

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

Full Name (Last name first, if individual)
Plant, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)
1104 Camino Del mar, Suite 14, Del Mar, CA 92014

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

Full Name (Last name first, if individual)
Abraham, Jay

Business or Residence Address (Number and Street, City, State, Zip Code)
1104 Camino Del mar, Suite 14, Del Mar, CA 92014

(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
 [] []

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... **\$25,000.00**

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 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

(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	\$500,000.00	\$300,000.00
Equity	\$ _____	\$ _____
[] Common [] Preferred		
Convertible Securities (including warrants)	\$(included)	\$(included)
Partnership Interests	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total	\$500,000.00	\$300,000.00

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	5	\$ 230,834.00
Non-accredited Investors	2	\$ 69,166.00
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

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	_____	\$ _____
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 type="checkbox"/>	\$ _____	
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ _____	1,000
Legal Fees	<input checked="" type="checkbox"/>	\$ _____	12,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ _____	2,000
Engineering Fees	<input type="checkbox"/>	\$ _____	
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____	
Other Expenses (identify) Consulting Fee	<input checked="" type="checkbox"/>	\$ _____	5,000
Total	<input checked="" type="checkbox"/>	\$ _____	20,000

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."

	\$	480,000
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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"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input checked="" type="checkbox"/> \$100,000	<input type="checkbox"/> \$ _____
Working capital	<input checked="" type="checkbox"/> \$380,000	<input type="checkbox"/> \$ _____
Other (specify): Capital investment in business	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____

