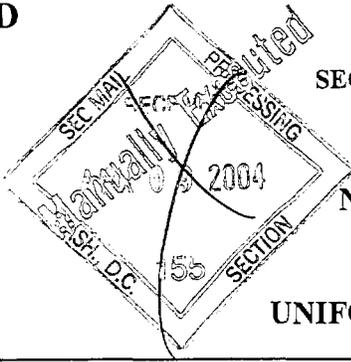


1286809



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

OM Exp Esti hours per response 04021665

Table with columns for Prefix, Serial, and DATE RECEIVED.

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

Steam Induction Systems, Inc. - Convertible Subordinated Promissory Notes

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

Type of Filing: (X) New Filing () Amendment

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.)

Steam Induction Systems, Inc.

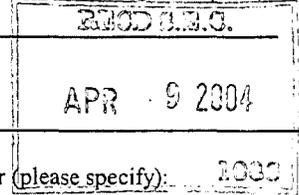
Address of Executive Offices (Number and Street, City, State, Zip Code) 11515 Burnham Drive, NW, Suite A, Gig Harbor, WA 98332

Telephone Number (Including Area Code) (253) 853-2579

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

Telephone Number (Including Area Code)

Brief Description of Business Design, build, and distribute new automotive technologies



Type of Business Organization

- (X) corporation () limited partnership, already formed () other (please specify): 2000 () business trust () limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 1 1 Year 0 3 (X) Actual () Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State: WA) CN for Canada; FN for other foreign jurisdiction)

PROCESSED

APR 13 2004

THOMSON FINANCIAL

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. Information Required: A new filing must contain all information requested. 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.

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.

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.

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)

Butler, Simon

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

P.O. Box 702, Papakura, Auckland, New Zealand

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

Full Name (Last name first, if individual)

Clark, Richard

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

11515 Burnham Drive, NW, Suite A, Gig Harbor, WA 98332

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

Full Name (Last name first, if individual)

Griffin, Sterling

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

11515 Burnham Drive, NW, Suite A, Gig Harbor, WA 98332

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

Full Name (Last name first, if individual)

Hayward, Mark R.

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

11515 Burnham Drive, NW, Suite A, Gig Harbor, WA 98332

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

Full Name (Last name first, if individual)

Jenkins, Graeme Reid

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

P.O. Box 702, Papakura, Auckland, New Zealand

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

Full Name (Last name first, if individual)

Mitha, Abdul

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

436-35 Avenue NW, Calgary, Alberta T2K 0C1, Canada

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

Full Name (Last name first, if individual)

Wood, Thomas M.

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

11515 Burnham Drive, NW, Suite A, Gig Harbor, WA 98332

(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*
 Yes No
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)

The offering will be sold only by officers and directors of the Company, who will not receive remuneration or compensation for such sales

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]
[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]
[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.)

* Minimum may be waived by the Company
[Form D -Conv Sub Prom Notes.doc]

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	\$ 213,332	\$ 213,332
Equity	\$ 2,133	\$ 2,133
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) Warrants for Common shares ...	\$ 13,333*	\$ 0
Partnership Interests	\$	\$
Other (Specify _____)	\$	\$
Total	\$ 228,798	\$ 215,465

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	\$ 215,465
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		\$
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"/>	\$ 0
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 1,500
Legal Fees	<input checked="" type="checkbox"/>	\$ 7,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ 0
Engineering Fees	<input checked="" type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ 0
Other Expenses (identify) _____	<input checked="" type="checkbox"/>	\$ 0
Total	<input checked="" type="checkbox"/>	\$ 8,500

*Warrants will be granted to each Noteholder upon the completion of an equity financing resulting in proceeds to the Company in the aggregate amount of at least \$2,000,000 in its Series A Convertible Preferred Stock.

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." \$ 220,298

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"/>	\$ <u>25,000</u>	<input checked="" type="checkbox"/>	\$ _____
Purchase of real estate	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/>	\$ _____	<input checked="" 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 checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Repayment of indebtedness	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Working capital	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>195,298</u>
Other (specify): _____ _____	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Column Totals	<input checked="" type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ _____
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$ <u>220,298</u>

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) Steam Induction Systems, Inc.	Signature 	Date <u>4/6/04</u>
Name of Signer (Print or Type) Sterling Griffin	Title of Signer (Print or Type) Vice President	

ATTENTION

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

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

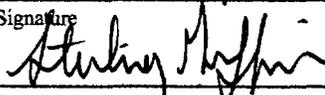
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 220,298

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"/>	\$ 25,000	<input checked="" type="checkbox"/>	\$
Purchase of real estate	<input checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$
Purchase, rental or leasing and installation of machinery and equipment	<input checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/>	\$	<input checked="" 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 checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$
Repayment of indebtedness	<input checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$
Working capital	<input checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$ 195,298
Other (specify): _____				
_____	<input checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$
Column Totals	<input checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$ 220,298

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) Steam Induction Systems, Inc.	Signature 	Date 4/6/04
Name of Signer (Print or Type) Sterling Griffin	Title of Signer (Print or Type) Vice President	

ATTENTION

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