

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.)

INFORMATION ABOUT OFFERING

- 1. Has the issuer sold, or does the issuer intend to sell, to no-accredited investors in this offering? Yes No [x]
2. What is the minimum investment that will be accepted from any individual? \$ 500,000.00
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.

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 Purchases

(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]

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(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.

Table with 3 columns: Type of Security, Aggregate Offering Price, Amount Already Sold. Rows for Debt and Equity.

_ Common _ Preferred

Convertible Securities (including warrants)	\$ 1,000,000.00	\$ 500,000.00
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 1,000,000.00	\$ 500,000.00

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	1	\$ 500,000.00
Non-accredited Investors	0	\$ _____
Total (for filings under Rule 504 only)	1	\$ 500,000.00

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	_____	\$ 0.00
Regulation A	_____	\$ 0.00
Rule 504	_____	\$ 0.00
Total	_____	\$ 0.00

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 of 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		\$ _____
Printing and Engraving Costs		\$ _____
Legal Fees	[x]	\$ 15,000.00
Accounting Fees		\$ _____
Engineering Fees		\$ _____
Sales Commissions (specify finders' fees separately)		\$ _____
Other Expenses (identify)	[]	\$ _____
Total	[x]	\$ 15,000.00

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." \$ 985,000.00

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	[x] \$ 200,000.00	[x] \$ 100,000.00
Purchase of real estate	_ \$ _____	_ \$ _____
Purchase, rental or leasing and installation of machinery and equipment	_ \$ _____	[] \$ _____
Construction or leasing of plant buildings and facilities	_ \$ _____	_ \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets of securities of another issuer pursuant to a merger)	_ \$ _____	[] \$ _____
Repayment of indebtedness	[x] \$ 348,000.00	_ \$ _____
Working capital	_ \$ _____	[x] \$ 337,000.00
Other (specify):	_ \$ _____	_ \$ _____
.....	_ \$ _____	_ \$ _____
Column Totals	[x] \$ 548,000.00	[x] \$ 437,000.00
Total Payments Listed (column totals added)		[x] \$ 985,000.00

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 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) Home Solutions Health, Inc.	Signature 	Date May 25, 2004
Name of Signer (Print or Type) Steven W. Bingaman	Title of Signer (Print or Type) PRESIDENT	

ATTENTION

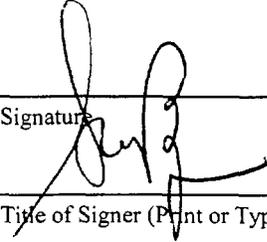
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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
- [x]

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 on 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.

Issuer (Print or Type) Home Solutions Health, Inc.	Signature 	Date May 25, 2004
Name of Signer (Print or Type) Steven W, Bingaman	Title of Signer (Print or Type) PRESIDENT	

Instruction:

Print the name and title of the signing representative under his 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

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B 0 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	Convertible Debentures (No Warrants)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									

CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									

1 State	2 Intend to sell to non-accredited investors in State (Part B 0 Item 1)		3 Type of security and aggregate offering price offered in State (Part C - Item 1)	4 Type of investor and amount purchased in State (Part C - Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No

MS									
MO									
MT									
NE									
NV									
NH									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA		X	Corporate Notes	1	\$ 500,000	-0-			X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
PR									