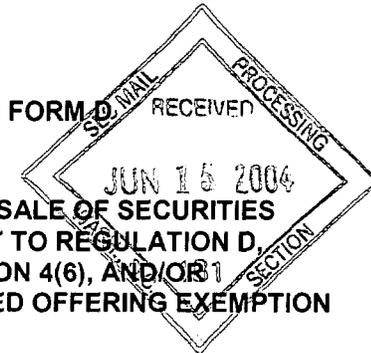


1263872

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

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



NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR 1  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

PROCESSED  
JUN 16 2004

TransAKT Corp.

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

THOMSON FINANCIAL

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

04032980

1. Enter the information requested about the issuer

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

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number  
(Including Area Code)  
Suite 202, 1212 - 31<sup>st</sup> Avenue N.E., Calgary, Alberta  
403-290-1744

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business  
Mobile solutions including wireless credit card payment terminals

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year [1] [0] [9] [6] [x] Actual [ ] Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
AB (Alberta), CN for Canada; FN for other foreign jurisdiction) [AB] [CN]

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) **POMERLEAU, DANIEL**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**SUITE 202, 1212 – 31<sup>ST</sup> AVENUE N.E.  
CALGARY, ALBERTA, T2E 7S8  
CANADA**

---

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

---

Full Name (Last name first, if individual) **SUMAR, RIAZ.**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**SUITE 202, 1212 – 31<sup>ST</sup> AVENUE N.E.  
CALGARY, ALBERTA, T2E 7S8  
CANADA**

---

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

---

Full Name (Last name first, if individual) **MILLER, GORDON**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**SUITE 202, 1212 – 31<sup>ST</sup> AVENUE N.E.  
CALGARY, ALBERTA, T2E 7S8  
CANADA**

---

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

---

Full Name (Last name first, if individual) **PIERCE, MICHAEL**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**SUITE 202, 1212 – 31<sup>ST</sup> AVENUE N.E.**  
**CALGARY, ALBERTA, T2E 7S8**  
**CANADA**

---

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

---

Full Name (Last name first, if individual) **WILLIAMS, ROLAND**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1104 BLACKPINE LANE**  
**PLEASANT HILL CALIFORNIA, 94523**

---

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

---

Full Name (Last name first, if individual) **MILLER, STEPHEN**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1749 Old Meadow Road, Suite #500**  
**McLean, VA 22102**

---

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

---

Full Name (Last name first, if individual) **POMERLEAU, JEAN**

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
**SUITE 202, 1212 – 31<sup>ST</sup> AVENUE N.E.**  
**CALGARY, ALBERTA, T2E 7S8**  
**CANADA**

**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?..... \$ \_\_\_\_\_

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)

**YOUNG, JOE**

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

**3060 PEACHTREE ROAD NW  
 SUITE 1400  
 ATLANTA, GA 90905**

Name of Associated Broker or Dealer

**ATTKISSON CARTER & COMPANY**

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]	<b>[CA] X</b>	[CO]	[CT]	[DE]	[DC]	<b>[FL] X</b>	<b>[GA] X</b>	[HI]	[ID]
[IL]	<b>[IN] X</b>	[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]

**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 .....	\$ _____	\$ _____
* Equity .....	<u>\$2,550,000.00</u>	<u>\$1,042,500</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

\* the majority of the offering was sold in an offshore tranche pursuant to Reg S

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>12</u>	<u>\$249,000.00</u>
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, 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"/>	\$	1,000
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$	1,500
Legal Fees .....	<input checked="" type="checkbox"/>	\$	45,000
Accounting Fees .....	<input type="checkbox"/>	\$	_____
Engineering Fees .....	<input type="checkbox"/>	\$	_____
Sales Commissions (specify finders' fees separately) * .....	<input checked="" type="checkbox"/>	\$	255,000
Other Expenses (identify) __travel, messenger, overnight mail, long distance phone, miscellaneous.....	<input checked="" type="checkbox"/>	\$	2,500
Total .....	<input type="checkbox"/>	\$	75,000

\* \$31,200 has been paid to date on funds raised.

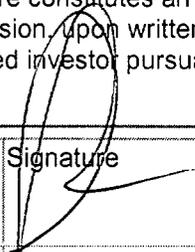
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$ 2,245,000

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 inventory .....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$750,000
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.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Research and Development .....	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$395,000
Working capital .....	<input checked="" type="checkbox"/> \$350,000	<input type="checkbox"/> \$
Other (specify): Sales and Marketing	<input checked="" type="checkbox"/> \$240,000	<input checked="" type="checkbox"/> \$510,000
	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals .....	<input checked="" type="checkbox"/> \$590,000	<input checked="" type="checkbox"/> \$1,655,000
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$2,245,000	

**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)	Signature	Date
TransAKT Corp.		02/06/04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Daniel Pomerleau	PRESIDENT, CEO	

**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 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

.....

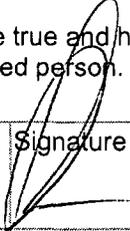
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice 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.

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)	Signature	Date
TransAKT Corp		02/06/04
Name of Signer (Print or Type)	Title (Print or Type)	
DANIEL POMERLEAU	PRESIDENT, CEO	

*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 State	2 Intend to sell to non-accredited investors in State (Part B-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
AL									
AK									
AZ									
AR									
CA		x	Common Stock	1	\$12,000				x
CO									
CT									
DE									
DC									
FL		x	Common Stock	1	\$39,000				x
GA		x	Common Stock	9	\$183,000				x
HI									
ID									
IL									
IN		x	Common Stock	1	\$15,000				x
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
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NE									
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NJ									
NM									
NY									

NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									