

FORM D

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

OMB APPROVAL

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

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

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

Notes Convertible into Series A Preferred Stock and Series A Preferred Stock of TD Security, Inc.

Filing Under (Check box(es) that apply):

☐ Rule 504☐ Rule 505☒ Rule 506☐ Section 4(6)☐ ULOE

Type of Filing:

☒ 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.)

TD Security, Inc. /VA

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

3251 Old Lee Highway, Suite 212, Fairfax, VA 22030

(703) 246-9198

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

Telephone Number (Including Area Code)

Brief Description of Business

Advertising services for media markets

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization:

Month
MayYear
2003☒ Actual☐ EstimatedJurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)

DE

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. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.*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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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) Nicholas Magliato					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o TD Security, Inc., 3251 Old Lee Highway, Suite 212, Fairfax, VA 22030					

Check Box(es) that Apply:	☐ Promoter	☒ Beneficial Owner	☒ Executive Officer	☒ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Majid Shahbazi					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o TD Security, Inc., 3251 Old Lee Highway, Suite 212, Fairfax, VA 22030					

Check Boxes that Apply:	☐ Promoter	☒ Beneficial Owner	☒ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Mahmood Shahbazi					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o TD Security, Inc., 3251 Old Lee Highway, Suite 212, Fairfax, VA 22030					

Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☒ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Thomas McDonough					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o TD Security, Inc., 3251 Old Lee Highway, Suite 212, Fairfax, VA 22030					

Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☒ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Pascal Luck					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Core Capital Partners, LP, 901 15 th Street NW, 9 th Floor, Washington, DC 20005					

Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☒ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Horace Brownell Chalmers					
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Avansis Ventures LLC, 12010 Sunset Hills Road, Suite 900, Reston, VA 20190					

Check Boxes that Apply:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Core Capital Partners, LP					
Business or Residence Address (Number and Street, City, State, Zip Code) 901 15 th Street, NW, 9 th Floor, Washington, DC 20005					

Check Box(es) that Apply:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Avansis Ventures LLC					
Business or Residence Address (Number and Street, City, State, Zip Code) 12010 Sunset Hills Road, Suite 900, Reston, VA 20190					

A. BASIC IDENTIFICATION DATA	
1. NAME OF THE VESSEL	2. NAME OF THE CAPTAIN
3. NAME OF THE MASTER	4. NAME OF THE FIRST OFFICER
5. NAME OF THE SECOND OFFICER	6. NAME OF THE THIRD OFFICER
7. NAME OF THE FOURTH OFFICER	8. NAME OF THE FIFTH OFFICER
9. NAME OF THE SIXTH OFFICER	10. NAME OF THE SEVENTH OFFICER
11. NAME OF THE EIGHTH OFFICER	12. NAME OF THE NINTH OFFICER
13. NAME OF THE TENTH OFFICER	14. NAME OF THE ELEVENTH OFFICER
15. NAME OF THE TWELFTH OFFICER	16. NAME OF THE THIRTEENTH OFFICER
17. NAME OF THE FOURTEENTH OFFICER	18. NAME OF THE FIFTEENTH OFFICER
19. NAME OF THE SIXTEENTH OFFICER	20. NAME OF THE SEVENTEENTH OFFICER
21. NAME OF THE EIGHTEENTH OFFICER	22. NAME OF THE NINETEENTH OFFICER
23. NAME OF THE TWENTIETH OFFICER	24. NAME OF THE TWENTY-FIRST OFFICER
25. NAME OF THE TWENTY-SECOND OFFICER	26. NAME OF THE TWENTY-THIRD OFFICER
27. NAME OF THE TWENTY-FOURTH OFFICER	28. NAME OF THE TWENTY-FIFTH OFFICER
29. NAME OF THE TWENTY-SIXTH OFFICER	30. NAME OF THE TWENTY-SEVENTH OFFICER
31. NAME OF THE TWENTY-EIGHTH OFFICER	32. NAME OF THE TWENTY-NINTH OFFICER
33. NAME OF THE THIRTIETH OFFICER	34. NAME OF THE THIRTY-FIRST OFFICER
35. NAME OF THE THIRTY-SECOND OFFICER	36. NAME OF THE THIRTY-THIRD OFFICER
37. NAME OF THE THIRTY-FOURTH OFFICER	38. NAME OF THE THIRTY-FIFTH OFFICER
39. NAME OF THE THIRTY-SIXTH OFFICER	40. NAME OF THE THIRTY-SEVENTH OFFICER
41. NAME OF THE THIRTY-EIGHTH OFFICER	42. NAME OF THE THIRTY-NINTH OFFICER
43. NAME OF THE FORTIETH OFFICER	44. NAME OF THE FORTY-FIRST OFFICER
45. NAME OF THE FORTY-SECOND OFFICER	46. NAME OF THE FORTY-THIRD OFFICER
47. NAME OF THE FORTY-FOURTH OFFICER	48. NAME OF THE FORTY-FIFTH OFFICER
49. NAME OF THE FORTY-SIXTH OFFICER	50. NAME OF THE FORTY-SEVENTH OFFICER
51. NAME OF THE FORTY-EIGHTH OFFICER	52. NAME OF THE FORTY-NINTH OFFICER
53. NAME OF THE FIFTIETH OFFICER	54. NAME OF THE FIFTY-FIRST OFFICER
55. NAME OF THE FIFTY-SECOND OFFICER	56. NAME OF THE FIFTY-THIRD OFFICER
57. NAME OF THE FIFTY-FOURTH OFFICER	58. NAME OF THE FIFTY-FIFTH OFFICER
59. NAME OF THE FIFTY-SIXTH OFFICER	60. NAME OF THE FIFTY-SEVENTH OFFICER
61. NAME OF THE FIFTY-EIGHTH OFFICER	62. NAME OF THE FIFTY-NINTH OFFICER
63. NAME OF THE SIXTIETH OFFICER	64. NAME OF THE SIXTY-FIRST OFFICER
65. NAME OF THE SIXTY-SECOND OFFICER	66. NAME OF THE SIXTY-THIRD OFFICER
67. NAME OF THE SIXTY-FOURTH OFFICER	68. NAME OF THE SIXTY-FIFTH OFFICER
69. NAME OF THE SIXTY-SIXTH OFFICER	70. NAME OF THE SIXTY-SEVENTH OFFICER
71. NAME OF THE SIXTY-EIGHTH OFFICER	72. NAME OF THE SIXTY-NINTH OFFICER
73. NAME OF THE SEVENTIETH OFFICER	74. NAME OF THE SEVENTY-FIRST OFFICER
75. NAME OF THE SEVENTY-SECOND OFFICER	76. NAME OF THE SEVENTY-THIRD OFFICER
77. NAME OF THE SEVENTY-FOURTH OFFICER	78. NAME OF THE SEVENTY-FIFTH OFFICER
79. NAME OF THE SEVENTY-SIXTH OFFICER	80. NAME OF THE SEVENTY-SEVENTH OFFICER
81. NAME OF THE SEVENTY-EIGHTH OFFICER	82. NAME OF THE SEVENTY-NINTH OFFICER
83. NAME OF THE EIGHTIETH OFFICER	84. NAME OF THE EIGHTY-FIRST OFFICER
85. NAME OF THE EIGHTY-SECOND OFFICER	86. NAME OF THE EIGHTY-THIRD OFFICER
87. NAME OF THE EIGHTY-FOURTH OFFICER	88. NAME OF THE EIGHTY-FIFTH OFFICER
89. NAME OF THE EIGHTY-SIXTH OFFICER	90. NAME OF THE EIGHTY-SEVENTH OFFICER
91. NAME OF THE EIGHTY-EIGHTH OFFICER	92. NAME OF THE EIGHTY-NINTH OFFICER
93. NAME OF THE NINETYETH OFFICER	94. NAME OF THE NINETY-FIRST OFFICER
95. NAME OF THE NINETY-SECOND OFFICER	96. NAME OF THE NINETY-THIRD OFFICER
97. NAME OF THE NINETY-FOURTH OFFICER	98. NAME OF THE NINETY-FIFTH OFFICER
99. NAME OF THE NINETY-SIXTH OFFICER	100. NAME OF THE NINETY-SEVENTH OFFICER
101. NAME OF THE NINETY-EIGHTH OFFICER	102. NAME OF THE NINETY-NINTH OFFICER
103. NAME OF THE HUNDRETH OFFICER	104. NAME OF THE HUNDRED-FIRST OFFICER
105. NAME OF THE HUNDRED-SECOND OFFICER	106. NAME OF THE HUNDRED-THIRD OFFICER
107. NAME OF THE HUNDRED-FOURTH OFFICER	108. NAME OF THE HUNDRED-FIFTH OFFICER
109. NAME OF THE HUNDRED-SIXTH OFFICER	110. NAME OF THE HUNDRED-SEVENTH OFFICER
111. NAME OF THE HUNDRED-EIGHTH OFFICER	112. NAME OF THE HUNDRED-NINTH OFFICER
113. NAME OF THE HUNDRED-TENTH OFFICER	114. NAME OF THE HUNDRED-ELEVENTH OFFICER
115. NAME OF THE HUNDRED-TWENTH OFFICER	116. NAME OF THE HUNDRED-THIRTIETH OFFICER
117. NAME OF THE HUNDRED-FORTIETH OFFICER	118. NAME OF THE HUNDRED-FIFTIETH OFFICER
119. NAME OF THE HUNDRED-SIXTIETH OFFICER	120. NAME OF THE HUNDRED-SEVENTIETH OFFICER
121. NAME OF THE HUNDRED-EIGHTIETH OFFICER	122. NAME OF THE HUNDRED-NINTIETH OFFICER
123. NAME OF THE TWO HUNDREDTH OFFICER	124. NAME OF THE TWO HUNDRED-FIRST OFFICER
125. NAME OF THE TWO HUNDRED-SECOND OFFICER	126. NAME OF THE TWO HUNDRED-THIRD OFFICER
127. NAME OF THE TWO HUNDRED-FOURTH OFFICER	128. NAME OF THE TWO HUNDRED-FIFTH OFFICER
129. NAME OF THE TWO HUNDRED-SIXTH OFFICER	130. NAME OF THE TWO HUNDRED-SEVENTH OFFICER
131. NAME OF THE TWO HUNDRED-EIGHTH OFFICER	132. NAME OF THE TWO HUNDRED-NINTH OFFICER
133. NAME OF THE TWO HUNDRED-TENTH OFFICER	134. NAME OF THE TWO HUNDRED-ELEVENTH OFFICER
135. NAME OF THE TWO HUNDRED-TWENTH OFFICER	136. NAME OF THE TWO HUNDRED-THIRTIETH OFFICER
137. NAME OF THE TWO HUNDRED-FORTIETH OFFICER	138. NAME OF THE TWO HUNDRED-FIFTIETH OFFICER
139. NAME OF THE TWO HUNDRED-SIXTIETH OFFICER	140. NAME OF THE TWO HUNDRED-SEVENTIETH OFFICER
141. NAME OF THE TWO HUNDRED-EIGHTIETH OFFICER	142. NAME OF THE TWO HUNDRED-NINTIETH OFFICER
143. NAME OF THE THREE HUNDREDTH OFFICER	144. NAME OF THE THREE HUNDRED-FIRST OFFICER
145. NAME OF THE THREE HUNDRED-SECOND OFFICER	146. NAME OF THE THREE HUNDRED-THIRD OFFICER
147. NAME OF THE THREE HUNDRED-FOURTH OFFICER	148. NAME OF THE THREE HUNDRED-FIFTH OFFICER
149. NAME OF THE THREE HUNDRED-SIXTH OFFICER	150. NAME OF THE THREE HUNDRED-SEVENTH OFFICER
151. NAME OF THE THREE HUNDRED-EIGHTH OFFICER	152. NAME OF THE THREE HUNDRED-NINTH OFFICER
153. NAME OF THE THREE HUNDRED-TENTH OFFICER	154. NAME OF THE THREE HUNDRED-ELEVENTH OFFICER
155. NAME OF THE THREE HUNDRED-TWENTH OFFICER	156. NAME OF THE THREE HUNDRED-THIRTIETH OFFICER
157. NAME OF THE THREE HUNDRED-FORTIETH OFFICER	158. NAME OF THE THREE HUNDRED-FIFTIETH OFFICER
159. NAME OF THE THREE HUNDRED-SIXTIETH OFFICER	160. NAME OF THE THREE HUNDRED-SEVENTIETH OFFICER
161. NAME OF THE THREE HUNDRED-EIGHTIETH OFFICER	162. NAME OF THE THREE HUNDRED-NINTIETH OFFICER
163. NAME OF THE FOUR HUNDREDTH OFFICER	164. NAME OF THE FOUR HUNDRED-FIRST OFFICER
165. NAME OF THE FOUR HUNDRED-SECOND OFFICER	166

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
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Full Name (Last name first, if individual)

Avansis Parallel Ventures LLC

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

12010 Sunset Hills Road, Suite 900, Reston, VA 20190

Check Box(es) that Apply:	☐ Promoter	☒ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
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Full Name (Last name first, if individual)

Parvin Vazeghoo

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

c/o TD Security, Inc., 3251 Old Lee Highway, Suite 212, Fairfax, VA 22030

Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
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Full Name (Last name first, if individual)

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

Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
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Full Name (Last name first, if individual)

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

Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
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Full Name (Last name first, if individual)

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

Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
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Full Name (Last name first, if individual)

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

Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
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Full Name (Last name first, if individual)

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

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

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

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? \$ N/A
3. Does the offering permit joint ownership of a single unit? Yes X 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.

N/A

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]	[VA]	[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]	[VA]	[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]	[VA]	[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	\$ 0	\$ 0
Equity	\$ 3,504,245.86	\$ 3,004,246.09
☐ Common ☒ Preferred		
Convertible Securities (including warrants)	\$ 250,000	\$ 250,000
Partnership Interests	\$ 0	\$ 0
Other (Specify <u>Conversion of Promissory Notes</u>)	\$	\$
Total	\$ 3,754,245.86	\$ 3,254,246.09

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	3	\$ 3,254,246.09
Non-accredited Investors	0	\$ 0
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	☐	\$
Printing and Engraving Costs	☐	\$
Legal Fees	☒	\$ 25,000
Accounting Fees	☐	\$
Engineering Fees	☐	\$
Sales Commissions (specify finders' fees separately)	☐	\$
Other Expenses (Identify <u>Blue Sky filing fees</u>)	☒	\$ 250
Total	☒	\$ 25,250

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"

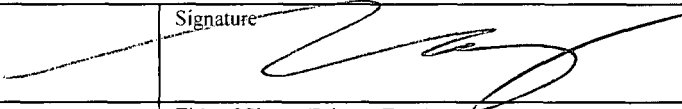
\$3,728,995.86

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.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees	☐ \$	☐ \$
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 or securities of another issuer pursuant to a merger)	☐ \$	☐ \$
Repayment of indebtedness	☐ \$	☐ \$
Working capital	☐ \$	☒ \$3,733,242.86
Other (specify):	☐ \$	☐ \$
.....	☐ \$	☐ \$
.....	☐ \$	☐ \$
Column Totals	☐ \$	☒ \$3,733,242.86
Total Payments Listed (column totals added)		☒ \$3,733,242.86

D. FEDERAL SIGNATURE

The issuer had 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) TD Security, Inc.	Signature 	Date 8/18/04
Name of Signer (Print or Type) Nicholas Magliato	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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

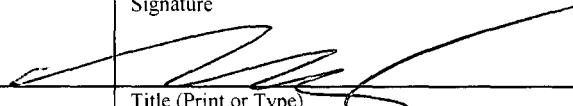
E. STATE SIGNATURE

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 the state administrator of any state in which the 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 any 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) TD Security, Inc.	Signature 	Date 8/18/04
Name (Print or Type) Nicholas Magliato	Title (Print or Type) Chief Executive Officer	

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.