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ATTENTION

Failure to file notice in the appropriate states will not result in a the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



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

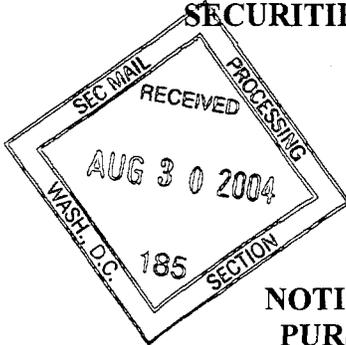


Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response.. . 16

FORM D

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

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Multi Media Tutorial Services, Inc.

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [] New Filing [X] Amendment

PROCESSED

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.) Multi Media Tutorial Services, Inc.

AUG 31 2004 THOMSON FINANCIAL

Address of Executive Offices (Including Area Code) Multi Media Tutorial Services, Inc. 1214 East 15th Street Brooklyn, New York 11230 Telephone Number (718) 758-3807

Address of Principal Business Operations (if different from Executive Offices) Telephone Number

Brief Description of Business

Handwritten signature

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	\$0	\$0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify) Up to \$1,500,000 of Series D Units; each Unit consists of 1,000,000 shares of common stock and 1 Series D Unsecured 10% convertible promissory note	\$1,500,000	\$388,000
Total	\$1,500,000	\$388,000

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	0	\$0
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	0	\$0

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 type="checkbox"/> \$ _____
Printing and Engraving Costs	<input type="checkbox"/> \$ _____
Legal Fees	<input type="checkbox"/> \$9,910
Accounting Fees	<input type="checkbox"/> \$0
Engineering Fees	<input type="checkbox"/> \$0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$0
Other Expenses (identify) Non-accountable expense allowance (Blue Sky filing fees)	<input type="checkbox"/> \$1,900.00
Total	<input type="checkbox"/> \$10,810.00

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." \$377,190.00

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"/> \$0	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$0	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$0	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$0	<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"/> \$0	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$0	<input type="checkbox"/> \$ _____
Working capital	<input checked="" type="checkbox"/> \$377,190.00	<input type="checkbox"/> \$ _____
Other (specify): Licensing, Technology and Sales, Marketing	<input type="checkbox"/> \$0	<input type="checkbox"/> \$ _____
.....	<input type="checkbox"/> \$0	<input type="checkbox"/> \$ _____
Column Totals	<input checked="" type="checkbox"/> \$377,190.00	<input type="checkbox"/> \$0
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$377,190.00	