



Securities and Exchange Commission
450 Fifth Street N.W.
Washington
D.C.20549
U.S.A.

SUPPL



Our Ref: MB/CS/24/3

Your Ref: 82-2782

25 November 2004

Dear Sirs

RE: Stock Exchange Announcement

Please find attached a copy of the stock exchange announcement issued on behalf of Kelda Group plc with effect from 25 November 2004.

This announcement is being made pursuant to Rule 12g3 - 2 (b), please note the file number for your reference 82-2782.

Yours faithfully

Michelle Brayshaw
Shareholder Relations Assistant

PROCESSED

DEC 03 2004

THOMSON
FINANCIAL

Enc

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

All relevant boxes should be completed in block capital letters.

1. Name of company
Kelda Group plc
2. Name of shareholder having a major interest
Zurich Financial Services and its Group
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18
Not disclosed
4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them
- | | |
|---------------------------------------|-----------|
| BNY (OCS) Nominees Limited A/c 219064 | 158,249 |
| Littledown Nominees Limited A/c 07199 | 40,940 |
| Littledown Nominees Limited A/c 07207 | 542,025 |
| Littledown Nominees Limited A/c 02642 | 260,076 |
| Littledown Nominees Limited A/c 21688 | 198,572 |
| Littledown Nominees Limited A/c 07205 | 203,274 |
| Littledown Nominees Limited A/c 02891 | 8,464,734 |
| Littledown Nominees Limited A/c 03449 | 1,525,000 |
5. Number of shares/amount of stock acquired
Not Disclosed
6. Percentage of issued class
Not disclosed
7. Number of shares /amount of stock disposed
Not disclosed
8. Percentage of issued class
Not Disclosed
9. Class of security
Ordinary Shares of 15 5/9 pence
10. Date of transaction
Not Disclosed
11. Date company informed
25 November 2004
12. Total holding following this notification
11,392,870
13. Total percentage holding of issued class following this notification
3.03%
14. Any additional information
15. Name of contact and telephone number for queries
Philip Hudson - 01274 804110
16. Name and signature of authorised company official responsible for making this notification
Michelle Brayshaw
- Date of notification: 25 November 2004

Control / Restricted Securities Questionnaire

Use this form for all transactions relating to control or restricted securities. If you simply wish to deposit shares in your Brokerage account with no intention of selling or borrowing against them at this time, this form is not necessary. For assistance completing the form and to avoid any future delays, please call your broker/dealer, 5/3 SECURITIES ("Broker")
CORRESPONDENT NAME

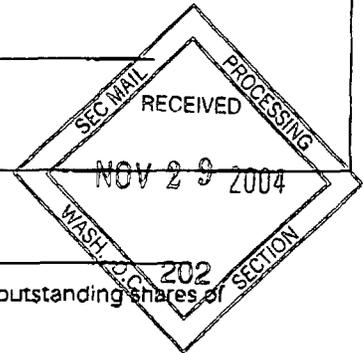
A. Customer Information

NAME BEST SOURCE PUBLISHING LLC
 WITH: BRAD NELSON & SCOTT McLEAN
 JOINT OWNER (IF ANY)
 SECURITY NAME (COMPANY) RETURN ON INVESTMENT ROIE SYMBOL ROIE PRICE \$2.50

BROKERAGE ACCOUNT NUMBER
094-154466
 DAYTIME TELEPHONE NUMBER
616-822-8211

TO BE COMPLETED BY BROKER

BROKER 5/3 SECURITIES - SHAWN HEALY
 BROKER/DEALER TELEPHONE NUMBER 616-653-5244
 BROKER/DEALER FAX NUMBER 616-653-5150



- What do you want to do?
 Sell 5 Obtain a loan Deposit shares How many shares? _____
- Are you an officer, director, control person or affiliate, or holder of more than 10% of the outstanding shares of the company?
 Yes No If yes, provide details _____
 If yes, have you purchased any of the company's stock in the last six months? Yes No
 If yes, how many shares? _____ Date(s) purchased _____
- How many shares of this company do you own? Include shares owned by family members residing in your household, trusts, estates, corporations and organizations which must be aggregated with you under Rule 144. Include shares held away from this firm. 292,500
- Where are the securities located? HOLD LONG @ 5/3 SECURITIES
- Do you own 5% or more of any class of the company's securities? Yes No

B. For Loans Only

- Amount requested _____ Purpose of loan _____
 Do you have any loans against this security elsewhere? Yes No
 If yes, provide loan amount, number of securities pledged under name of lender. _____

C. For Restricted Securities Only. Skip This Section for Control Securities.

- Is there a legend on the certificate(s)? Yes No If no, skip questions 8-11.
 If yes, what does the legend(s) say, and under whose name are the securities issued? (Provide a copy of the certificate.)
- Certificate date 04-23-2004 Certificate Number 2010662
- Is there a current registration statement requiring delivery of a prospectus in connection with the proposed sale of the securities? Yes No If yes, date of prospectus/supplements _____
- Are there any agreements (e.g., a shareholder's agreement or registration rights agreement), contractual restrictions or stop transfer orders relating to these securities? (If yes, obtain a copy and send to Broker.) Yes No
 If yes, explain _____

D. Acquisition of Securities

11. How were the securities acquired? (check one)

- Merger or company buyout — Name of company acquired. Construction Yellow Pages, LLC
- Were you an affiliate of the acquired company? Yes No
- Private placement — From whom _____ Relationship to issuer _____
- In lieu of payment for services — Describe services _____
Date services completed --
- Partnership distribution — Name of partnership _____
- Stock dividend, stock split, reverse split or recapitalization. Give the date of acquisition --
and describe the transaction _____
- By means of a conversion of other securities of the company _____
Give dates of conversion and original acquisition -- --
- Gift, pledge, or from a trust or estate — When and how did the prior owner acquire the securities? _____
- Other (Describe) _____

E. Holding Period for Securities Involved In This Transaction. If Yes, Skip Question 15.

- 12. Date(s) securities acquired Nov 18, 2003 Number of shares acquired 262,500
- 13. From whom were securities acquired? POI Corporation, Inc
- 14. Was the purchase price paid in full on acquisition date? Yes No
- 15. If all or part of the purchase price was paid by a promissory note or other obligation to pay the purchase price, or entering into an installment purchase contract, was the note or obligation payable to or the installment purchase contract entered into with, the issuer of the securities or an affiliate (including an officer or director) of the issuer? Yes No
Was the obligation secured by collateral other than these securities? Yes No
If yes, value of collateral? _____ Date of payment in full of the obligation --

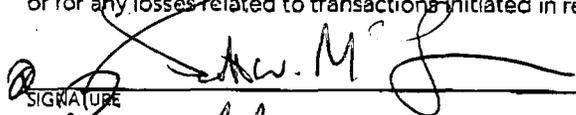
F. Securities Sold During the Past Three Months

- 16. Have you or any person residing in your household, or any trust, estate, corporation or entity which must be aggregated with you under Rule 144, or any person whom you have acted in concert with for the purpose of selling securities of the company, sold any of the company's securities in the past three months? (Include securities convertible into the class of securities intended to be sold.) Yes No
If yes, provide details _____
Securities sold by _____
Number of shares sold _____ Date of sale --

17. Is there a source (issuer's counsel) at the company whom we should contact?
Name MICHAEL FREEDMAN Telephone Number 212-724-4597

G. Signature

I declare I have answered the questions on this 144/145 Questionnaire honestly and to the best of my knowledge. I understand National Financial Services LLC ("NFS") and Broker will use this information to assist me with selling, removing the legend or obtaining a margin loan against these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this 144/145 Questionnaire.



SIGNATURE



SIGNATURE (IF JOINT ACCOUNT)

DATE --
--

Broker's Representation

Rule 144 Rule 145 Rule 144(k) Rule 701(g)(3)

5/3 SECURITIES ("Broker")
CORRESPONDENT NAME

DATE 11-18-2004

BROKERAGE ACCOUNT NUMBER

044-154466

In connection with a proposed sale of _____ shares of Common Stock of

NUMBER OF SHARES

RETURN ON INVESTMENT (the "Company") through Broker by
NAME OF COMPANY

BEST SOURCE PUBLISHING LLC (the "Client"), which sale will be made pursuant to the rule, as
NAME OF CLIENT

promulgated under the Securities Act of 1933, we advise you as follows:

1. Broker will fully comply with its obligations under the "Manner of Sale" provisions, as contained in paragraph (f) of the rule.
2. Broker will receive no more than the usual and customary broker or dealer compensation.
3. Broker will not solicit nor arrange for the solicitation of orders to buy the securities in anticipation of or in connection with the transaction.
4. Broker will make reasonable inquiry as required by the rule to insure the Client is complying with the rule.

Sincerely yours,

By: *Robert Hand*
BROKER

Control/Restricted Securities Seller's Certification

Rule 144 Rule 145 Rule 144(k)

Please complete this form if you are selling or have sold securities under the Securities Act of 1933 as amended.

If you have any questions please call your broker/dealer S/B SECURITIES ("Broker")

A Account Registration

Primary Account Holder Name _____
Entity/Business/Trust Name BEST SOURCE PUBLISHING LLC
Social Security Number of Taxpayer ID Number 38-3646521 Date of Birth _____
Joint Account Holder/Trustee Name (if Any) _____
Social Security Number or Taxpayer ID Number _____ Date of Birth _____

B Certification

In connection with the proposed sale by me of or my request that the restrictive legend be lifted on _____ shares of Common Stock of RETURN ON INVESTMENT CORP ("the Company"), in my Brokerage account number 044-154466, pursuant to the Securities Act of 1933, I hereby represent to you that:

1. I have not made, and will not make, any payment in connection with the execution of the above order to any persons other than Broker.
2. I have not solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with this transaction.
3. I have sold _____ shares of the Company within the preceding three (3) months and I have no sale orders open with any broker, and will not place any pending execution or cancellation of this order.
4. To the best of my knowledge, members of my immediate family and others with whom I am acting in concert or whose sales are required to be aggregated with sales by me pursuant to the rule have sold _____ shares of the Company stock within the preceding three (3) months.
5. In the event that any or all of the securities I am selling are restricted securities as defined in paragraph (a)(3) of Rule 144, I warrant that I have beneficially owned these securities for a period of at least one (1) year as computed in accordance with paragraph (d) of Rule 144.
6. I have enclosed an executed copy of Form 144, three copies of which were transmitted to the Securities and Exchange Commission and, where applicable, one copy of which has been sent to the appropriate Stock Exchange on _____ . The Form 144 is accurate and complete.
I did not file Form 144 for the proposed transaction.
7. I am not aware of any facts or circumstances indicating that I am or might be deemed an underwriter within the meaning of the Securities Act of 1933 with respect to such securities. I am not individually or together with others engaged in making a distribution.
8. In the event that I am selling the securities pursuant to Rule 144(k), I certify that I am not an affiliate of the Company, and I have not been an affiliate of the Company during the three months preceding the date of this letter. The shares have been beneficially owned by me and fully paid for at least two years prior to the date of this letter.

I affirm that I do not have any material adverse information about the issuer of these securities that has not been publicly disclosed. If, prior to the completion of the execution of this order, I obtain any such information, I will forthwith notify you so that you may terminate sales until after it has been publicly disclosed. I understand that you will not pay me the net proceeds of the sale made pursuant to this order until the certificates representing the securities sold have been transferred by the issuer or its transfer agent at the issuer's instructions to the purchasers or to you, for the delivery to the purchaser, and until you have been paid in full by the buying brokers. I also understand at my risk and for my account that if for any reason the shares being sold cannot be transferred in a timely manner, you will be required to purchase shares in the open market to cover my sale. I hereby accept responsibility for any such buy-in and any deficit resulting therefrom.

C Signature

I am familiar with the Securities Act of 1933, as amended, and agree that you may rely upon the above statements in executing the order referred to above. I declare I have answered the questions on this Seller's Certification honestly and to the best of my knowledge. I understand National Financial Services LLC ("NFS") and Broker will use this information to assist me with selling these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this Seller's Certification.

Signature [Signature] Date 11-18-04 Signature of Joint Owner (if any) [Signature] Date 11-18-04
National Financial Services LLC, Member NYSE, SIPC 1,745064.101 - 366118 (02/04)

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

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1 (a) NAME OF ISSUER (Please type or print)		1 (b) IRS IDENT. NO.		1 (c) S.E.C. FILE NO.	
RETURN ON INVESTMENT CORP.		023038309		000-33279	
1 (d) ADDRESS OF ISSUER		CITY		STATE	
1825 Boreett Lakes Blvd - Ste 240		Kennesaw		GA	
1 (e) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD		1 (f) IRS IDENT. NO.		1 (g) ADDRESS STREET	
BEST SOURCE PUBLISHING		38-3646521		0025 E. Bellme	
1 (h) RELATIONSHIP TO ISSUER		1 (i) ADDRESS STREET		CITY	
Sole Proprietor		Suite 100		Spartanburg	
1 (j) TELEPHONE NO.		AREA CODE		NUMBER	
770-517-4750		770		517-4750	

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY		(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange
		Broker-Dealer File Number	SEC USE ONLY					
	5/3 SECURITIES							

INSTRUCTIONS:

- Name of issuer
 - Issuer's I.R.S. Identification Number
 - Issuer's S.E.C. File number, if any
 - Issuer's address, including zip code
 - Issuer's telephone number, including area code
 - Name of person for whose account the securities are to be sold
 - Such person's I.R.S. identification number, if such person is an entity stockholder, or member of immediate family of any of the foregoing
 - Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 - Such person's address, including zip code
 - Title of the class of securities to be sold
 - Name and address of each broker through whom the securities are intended to be sold
 - Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - Aggregate market value of the securities to be sold as of a specified date within 90 days prior to the filing of this notice
 - Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - Approximate date on which the securities are to be sold
 - Name of each securities exchange, if any, on which the securities are intended to be sold
- 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.

OMB APPROVAL	OMB Number: 3235-0101
Expires: August 31, 2003	Estimated average burden hours per response: 2.0
SEC USE ONLY	DOCUMENT SEQUENCE NO.
CUSIP NUMBER	WORK LOCATION

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Table of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If sold, also give date when acquired)</i>	Amount of Securities Acquired	Date of Payment	Manner of Payment
Common	11/18/03	Sales of Business	Person on Investment Corporation	262,500	11/18/03	Delivery of Business Assets

INSTRUCTIONS: 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.
2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
None				

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed.

DATE OF NOTICE

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

(Signature)
Dennis M. ...

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

INCORPORATED UNDER THE LAWS
OF THE STATE OF DELAWARE

ROI 00000661



RETURN ON INVESTMENT CORPORATION

Class A
Common Stock



See reverse for
certain definitions

CUSIP 761307 10

31047222

ROI 0661

This Certifies that

BEST SOURCE PUBLISHING LLC
2025 EAST BRITTAIN AVE #101
GRAND RAPIDS MI 49546

262500**
262500**
262500**
262500**

SEE LEGEND ON REVERSE SIDE

is the owner of

TWO HUNDRED SIXTY TWO THOUSAND FOUR HUNDRED

FULLY PAID AND NONASSESSABLE SHARES OF CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE, OF

RETURN ON INVESTMENT CORPORATION

This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar. Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated APR 23, 2004

Charles McFadyen
Chairman, Board of Directors



[Signature]
President and Chief Executive Officer

THE CORPORATION HAS MORE THAN ONE CLASS OF CAPITAL STOCK AUTHORIZED TO BE ISSUED. THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS A FULL STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF OF THE CORPORATION AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. SUCH REQUESTS MAY BE MADE TO THE SECRETARY OF THE CORPORATION.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	- as tenants in common	UNIF GIFT MIN ACT-	_____ Custodian _____
TEN ENT	- as tenants by the entireties		(Cust) (Minor)
JT TEN	- as joint tenants with right of survivorship and not as tenants in common		under Uniform Gifts to Minors Act _____
			(State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

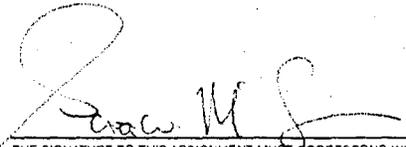
PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____ shares
of the capital stock represented by the within Certificate and do hereby irrevocably constitute and appoint

_____ Attorney
to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____



NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

The securities represented by this certificate have not been registered under the Securities act of 1933, as amended and may not be sold, transferred, pledged, hypothecated or otherwise disposed of in the absence of (i) an effective registration statement for such securities under said act or (ii) an opinion of company counsel that such registration is not required.

Signature(s) Guaranteed:

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, MUTILATED OR DESTROYED, THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

Control / Restricted Securities Questionnaire

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CORRESPONDENT NAME

COPY

A. Customer Information

BEST SOURCE PUBLISHING LLC
NAME
WITH: BRAD NELSON & SCOTT McLEAN
JOINT OWNER (IF ANY)
RETURN ON INVESTMENT ROIE \$2.50
SECURITY NAME (COMPANY) SYMBOL PRICE

BROKERAGE ACCOUNT NUMBER
044-134466
DAYTIME TELEPHONE NUMBER
616-822-8211

TO BE COMPLETED BY BROKER

5/3 SECURITIES - SHAWN HEALY
BROKER
BROKER/DEALER TELEPHONE NUMBER 616-653-5244 BROKER/DEALER FAX NUMBER 616-653-5150

- What do you want to do?
 Sell Obtain a loan Deposit shares How many shares? _____
- Are you an officer, director, control person or affiliate, or holder of more than 10% of the outstanding shares of the company?
 Yes No If yes, provide details _____
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- Where are the securities located? HAD LONG @ 5/3 SECURITIES
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B. For Loans Only

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If yes, provide loan amount, number of securities pledged under name of lender. _____

C. For Restricted Securities Only. Skip This Section for Control Securities.

- Is there a legend on the certificate(s)? Yes No If no, skip questions 8-11.
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- Certificate date 04-23-2004 Certificate Number ROIO662
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If yes, explain _____

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Give dates of conversion and original acquisition -- --
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COPY

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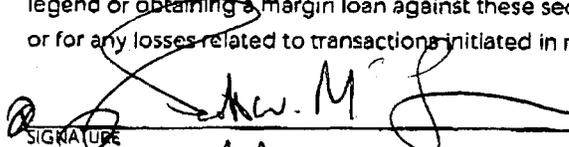
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If yes, provide details _____
Securities sold by _____
Number of shares sold _____ Date of sale --
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Name MICHAEL FREEDMAN Telephone Number 212-724-4597

G. Signature

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SIGNATURE


SIGNATURE (IF JOINT ACCOUNT)

DATE --
DATE --

Broker's Representation

Rule 144 Rule 145 Rule 144(k) Rule 701(g)(3)

5/3 SECURITIES ("Broker")
CORRESPONDENT NAME

DATE 11-18-2004

BROKERAGE ACCOUNT NUMBER
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In connection with a proposed sale of _____ shares of Common Stock of _____

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RETURN ON INVESTMENT (the "Company") through Broker by
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BEST SOURCE PUBLISHING LLC (the "Client"), which sale will be made pursuant to the rule, as
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Sincerely yours,

By: *Budna Hand*
BROKER

COPY

T

Control/Restricted Securities Seller's Certification

Rule 144 Rule 145 Rule 144(k)

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If you have any questions please call your broker/dealer S/B SECURITIES ("Broker")

COPY

A Account Registration

Primary Account Holder Name

Entity/Business/Trust Name BEST SOURCE PUBLISHING LLC

Social Security Number or Taxpayer ID Number 38-3646521 Date of Birth

Joint Account Holder/Trustee Name (if Any)

Social Security Number or Taxpayer ID Number Date of Birth

B Certification

In connection with the proposed sale by me of or my request that the restrictive legend be lifted on _____ shares of

Common Stock of RETURN ON INVESTMENT CORP ("the Company"), in my Brokerage account

number 044-154466, pursuant to the Securities Act of 1933, I hereby represent to you that:

1. I have not made, and will not make, any payment in connection with the execution of the above order to any persons other than Broker.
2. I have not solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with this transaction.
3. I have sold _____ shares of the Company within the preceding three (3) months and I have no sale orders open with any broker, and will not place any pending execution or cancellation of this order.
4. To the best of my knowledge, members of my immediate family and others with whom I am acting in concert or whose sales are required to be aggregated with sales by me pursuant to the rule have sold _____ shares of the Company stock within the preceding three (3) months.
5. In the event that any or all of the securities I am selling are restricted securities as defined in paragraph (a)(3) of Rule 144, I warrant that I have beneficially owned these securities for a period of at least one (1) year as computed in accordance with paragraph (d) of Rule 144.
6. I have enclosed an executed copy of Form 144, three copies of which were transmitted to the Securities and Exchange Commission and, where applicable, one copy of which has been sent to the appropriate Stock Exchange on _____. The Form 144 is accurate and complete.

I did not file Form 144 for the proposed transaction.

7. I am not aware of any facts or circumstances indicating that I am or might be deemed an underwriter within the meaning of the Securities Act of 1933 with respect to such securities. I am not individually or together with others engaged in making a distribution.
8. In the event that I am selling the securities pursuant to Rule 144(k), I certify that I am not an affiliate of the Company, and I have not been an affiliate of the Company during the three months preceding the date of this letter. The shares have been beneficially owned by me and fully paid for at least two years prior to the date of this letter.

I affirm that I do not have any material adverse information about the issuer of these securities that has not been publicly disclosed. If, prior to the completion of the execution of this order, I obtain any such information, I will forthwith notify you so that you may terminate sales until after it has been publicly disclosed. I understand that you will not pay me the net proceeds of the sale made pursuant to this order until the certificates representing the securities sold have been transferred by the issuer or its transfer agent at the issuer's instructions to the purchasers or to you, for the delivery to the purchaser, and until you have been paid in full by the buying brokers. I also understand at my risk and for my account that if for any reason the shares being sold cannot be transferred in a timely manner, you will be required to purchase shares in the open market to cover my sale. I hereby accept responsibility for any such buy-in and any deficit resulting therefrom.

C Signature

I am familiar with the Securities Act of 1933, as amended, and agree that you may rely upon the above statements in executing the order referred to above. I declare I have answered the questions on this Seller's Certification honestly and to the best of my knowledge. I understand National Financial Services LLC ("NFS") and Broker will use this information to assist me with selling these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this Seller's Certification.

Signature

Date

Signature of Joint Owner (if any)

Date

[Signature]
National Financial Services LLC, Member NYSE, SIPC

11-18-04

[Signature]

11-18-04

1.745064.101 - 366118 (02/04)

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

COPY

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

OMB APPROVAL	OMB Number: 3235-0101
Expires: August 31, 2003	Estimated average burden hours per response 2.0
SEC USE ONLY	DOCUMENT SEQUENCE NO.
CUSIP NUMBER	WORK LOCATION

1 (a) NAME OF ISSUER (Please type or print)	(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.
RETURN ON INVESTMENT CORP.	223 038309	000-33279
1 (d) ADDRESS OF ISSUER	CITY	STATE
1825 Barrett Lakes Blvd - Ste 240	Kennesaw	GA
3 (a) NAME OF PERSON FOR WHOM ACCOUNT THE SECURITIES ARE TO BE SOLD	(b) IRS IDENT. NO.	(c) RELATIONSHIP TO ISSUER
BEST SOURCE AUBUSHINS	38-3646521	3005 E. Beltline Suite 100
		Grand Rapids
		ME
		49546

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY			(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(f) Number of Shares or Other Units Outstanding (See instr. 3(e))	(g) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(h) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number	(c) Number of Shares or Other Units	(f) Name of Each Securities Exchange					
	5/3 SECURITIES								

INSTRUCTIONS:

- (a) Name of issuer

(b) Issuer's I.R.S. Identification Number

(c) Issuer's S.E.C. file number, if any

(d) Issuer's address, including zip code

(e) Issuer's telephone number, including area code
- (a) Name of person for whose account the securities are to be sold

(b) Such person's I.R.S. identification number, if such person is an entity

(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)

(d) Such person's address, including zip code
- (a) Title of the class of securities to be sold

(b) Name and address of each broker through whom the securities are intended to be sold

(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)

(d) Approximate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice

(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold

(g) Name of each securities exchange, if any, on which the securities are intended to be sold

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.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Name of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	11/18/03	SALE OF BUSINESS	Return on Investment Corporation	262,500	11/18/03	Delivery of Business Assets

INSTRUCTIONS: 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
NONE				

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed.

DATE OF NOTICE

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

[Signature]
(SIGNATURE)

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

COPY

COPY

31047222

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE



ROI 00000661

RETURN ON INVESTMENT CORPORATION

Class A Common Stock

This Certifies that

BEST SOURCE PUBLISHING LLC
2025 EAST BRITLINE AVE #101
GRAND RAPIDS MI 49546

is the owner of

TWO HUNDRED SIXTY TWO THOUSAND FIVE HUNDRED

SEE LEGEND ON REVERSE SIDE

FULLY PAID AND NONASSESSABLE SHARES OF CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE, OF

Return On Investment Corporation (herein called the "Corporation") transmittable on the books of the Corporation by the holder hereby in person or by duly authorized attorney in writing of this Corporation is hereby assigned to the person named herein and shall be subject to all the provisions of the Certificate of Incorporation and the By-Laws of the Corporation as amended from time to time (copies of which are on file with the Transfer Agent), to all of which the holder, by acceptance hereof, assents.

This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar. Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated

APR 23, 2004

Handwritten signature of Charles M. Porter

Chairman, Board of Directors

006666261



AUTHORIZED OFFICER

Handwritten signature of President and Chief Executive Officer

President and Chief Executive Officer

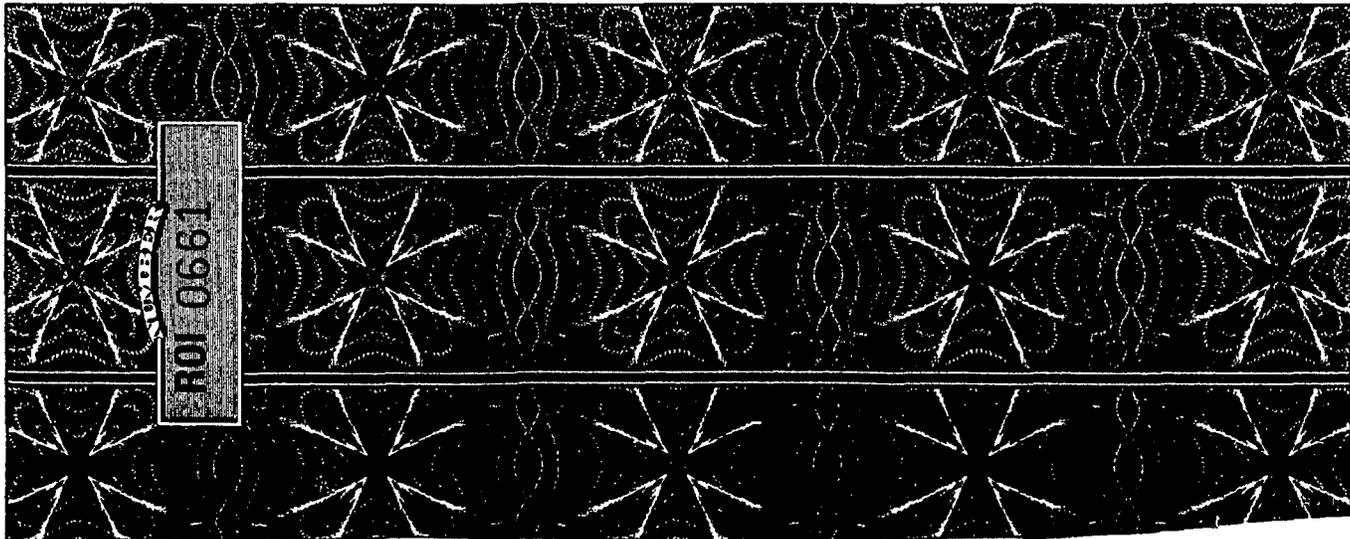


See reverse for certain definitions

CUSIP 761307 1

MICR line numbers: 262500, 262500, 262500, 262500, 262500

BY



THE CORPORATION HAS MORE THAN ONE CLASS OF CAPITAL STOCK AUTHORIZED TO BE ISSUED. THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS A FULL STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF OF THE CORPORATION AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. SUCH REQUESTS MAY BE MADE TO THE SECRETARY OF THE CORPORATION.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT- _____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to Minors
Act _____
(State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty box for Social Security or other identifying number of assignee]

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____ shares
of the capital stock represented by the within Certificate and do hereby irrevocably constitute and appoint

_____ Attorney
to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

The securities represented by this certificate have not been registered under the Securities act of 1933, as amended and may not be sold, transferred, pledged, hypothecated or otherwise disposed of in the absence of (i) an effective registration statement for such securities under said act or (ii) an opinion of company counsel that such registration is not required.

Signature(s) Guaranteed:

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, MUTILATED OR DESTROYED, THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

COPY

Control / Restricted Securities Questionnaire

Use this form for all transactions relating to control or restricted securities. If you simply wish to deposit shares in your Brokerage account with no intention of selling or borrowing against them at this time, this form is not necessary. For assistance completing the form and to avoid any future delays, please call your broker/dealer, 5/3 SECURITIES ("Broker")
CORRESPONDENT NAME

A. Customer Information

BEST SOURCE PUBLISHING LLC
NAME
WITH: BRAD NELSON & SCOTT McLEW
JOINT OWNER (IF ANY)
RETURN ON INVESTMENT ROIE \$2.50
SECURITY NAME (COMPANY) SYMBOL PRICE

BROKERAGE ACCOUNT NUMBER
097-154466
DAYTIME TELEPHONE NUMBER
616-822-8211

TO BE COMPLETED BY BROKER

5/3 SECURITIES - SHAWN HEALY
BROKER
BROKER/DEALER TELEPHONE NUMBER 616-653-5244 BROKER/DEALER FAX NUMBER 616-653-5150

- What do you want to do?
 Sell Obtain a loan Deposit shares How many shares? _____
- Are you an officer, director, control person or affiliate, or holder of more than 10% of the outstanding shares of the company?
 Yes No If yes, provide details _____
If yes, have you purchased any of the company's stock in the last six months? Yes No
If yes, how many shares? _____ Date(s) purchased _____
- How many shares of this company do you own? Include shares owned by family members residing in your household, trusts, estates, corporations and organizations which must be aggregated with you under Rule 144. Include shares held away from this firm. 292,500
- Where are the securities located? HAD LONG @ 5/3 SECURITIES
- Do you own 5% or more of any class of the company's securities? Yes No

COPY

B. For Loans Only

6. Amount requested _____ Purpose of loan _____
Do you have any loans against this security elsewhere? Yes No
If yes, provide loan amount, number of securities pledged under name of lender. _____

C. For Restricted Securities Only. Skip This Section for Control Securities.

- Is there a legend on the certificate(s)? Yes No If no, skip questions 8-11.
If yes, what does the legend(s) say, and under whose name are the securities issued? (Provide a copy of the certificate.)
- Certificate date 04-23-2004 Certificate Number ROI0662
- Is there a current registration statement requiring delivery of a prospectus in connection with the proposed sale of the securities? Yes No If yes, date of prospectus/supplements _____
- Are there any agreements (e.g., a shareholder's agreement or registration rights agreement), contractual restrictions or stop transfer orders relating to these securities? (If yes, obtain a copy and send to Broker.) Yes No
If yes, explain _____

D. Acquisition of Securities

11. How were the securities acquired? (check one)

- Merger or company buyout — Name of company acquired Construction Yellow Pages, LLC
- Were you an affiliate of the acquired company? Yes No
- Private placement — From whom _____ Relationship to issuer _____
- In lieu of payment for services — Describe services _____
Date services completed --
- Partnership distribution — Name of partnership _____
- Stock dividend, stock split, reverse split or recapitalization. Give the date of acquisition --
and describe the transaction _____
- By means of a conversion of other securities of the company _____
Give dates of conversion and original acquisition -- --
- Gift, pledge, or from a trust or estate — When and how did the prior owner acquire the securities? _____
- Other (Describe) _____

E. Holding Period for Securities Involved In This Transaction. If Yes, Skip Question 15.

- 12. Date(s) securities acquired Nov 18, 2003 Number of shares acquired 262,500
- 13. From whom were securities acquired? ROI Corporation, Inc
- 14. Was the purchase price paid in full on acquisition date? Yes No
- 15. If all or part of the purchase price was paid by a promissory note or other obligation to pay the purchase price, or entering into an installment purchase contract, was the note or obligation payable to or the installment purchase contract entered into with, the issuer of the securities or an affiliate (including an officer or director) of the issuer? Yes No
Was the obligation secured by collateral other than these securities? Yes No
If yes, value of collateral? _____ Date of payment in full of the obligation --

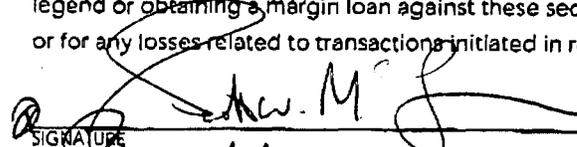
F. Securities Sold During the Past Three Months

- 16. Have you or any person residing in your household, or any trust, estate, corporation or entity which must be aggregated with you under Rule 144, or any person whom you have acted in concert with for the purpose of selling securities of the company, sold any of the company's securities in the past three months? (Include securities convertible into the class of securities intended to be sold.) Yes No
If yes, provide details _____
Securities sold by _____
Number of shares sold _____ Date of sale --

- 17. Is there a source (issuer's counsel) at the company whom we should contact?
Name MICHAEL FREEDMAN Telephone Number 212-724-4597

G. Signature

I declare I have answered the questions on this 144/145 Questionnaire honestly and to the best of my knowledge. I understand National Financial Services LLC ("NFS") and Broker will use this information to assist me with selling, removing the legend or obtaining a margin loan against these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this 144/145 Questionnaire.


SIGNATURE _____


SIGNATURE (IF JOINT ACCOUNT) _____

DATE --

DATE --

Broker's Representation

Rule 144 Rule 145 Rule 144(k) Rule 701(g)(3)

5/3 SECURITIES ("Broker")
CORRESPONDENT NAME

DATE 11-18-2004

BROKERAGE ACCOUNT NUMBER
044-154466

COPY

In connection with a proposed sale of _____ shares of Common Stock of

RETURN ON INVESTMENT (the "Company") through Broker by
NAME OF COMPANY

BEST SOURCE PUBLISHING LLC (the "Client"), which sale will be made pursuant to the rule, as
NAME OF CLIENT

promulgated under the Securities Act of 1933, we advise you as follows:

1. Broker will fully comply with its obligations under the "Manner of Sale" provisions, as contained in paragraph (f) of the rule.
2. Broker will receive no more than the usual and customary broker or dealer compensation.
3. Broker will not solicit nor arrange for the solicitation of orders to buy the securities in anticipation of or in connection with the transaction.
4. Broker will make reasonable inquiry as required by the rule to insure the Client is complying with the rule.

Sincerely yours,

By: *Budna Hand*
BROKER

COPY

Control/Restricted Securities Seller's Certification

Rule 144 Rule 145 Rule 144(k)

Please complete this form if you are selling or have sold securities under the Securities Act of 1933 as amended.

If you have any questions please call your broker/dealer S/B SECURITIES ("Broker")

A Account Registration

Primary Account Holder Name

Entity/Business/Trust Name BEST SOURCE PUBLISHING LLC

Social Security Number or Taxpayer ID Number 38-3646521 Date of Birth

Joint Account Holder/Trustee Name (if Any)

Social Security Number or Taxpayer ID Number Date of Birth

B Certification

In connection with the proposed sale by me of or my request that the restrictive legend be lifted on _____ shares of

Common Stock of RETURN ON INVESTMENT CORP ("the Company"), in my Brokerage account

number 044-154466, pursuant to the Securities Act of 1933, I hereby represent to you that

- I have not made, and will not make, any payment in connection with the execution of the above order to any persons other than Broker.
- I have not solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with this transaction.
- I have sold _____ shares of the Company within the preceding three (3) months and I have no sale orders open with any broker, and will not place any pending execution or cancellation of this order.
- To the best of my knowledge, members of my immediate family and others with whom I am acting in concert or whose sales are required to be aggregated with sales by me pursuant to the rule have sold _____ shares of the Company stock within the preceding three (3) months.
- In the event that any or all of the securities I am selling are restricted securities as defined in paragraph (a)(3) of Rule 144, I warrant that I have beneficially owned these securities for a period of at least one (1) year as computed in accordance with paragraph (d) of Rule 144.
- I have enclosed an executed copy of Form 144, three copies of which were transmitted to the Securities and Exchange Commission and, where

applicable, one copy of which has been sent to the appropriate Stock Exchange on _____ The Form 144 is accurate and complete.

I did not file Form 144 for the proposed transaction.

- I am not aware of any facts or circumstances indicating that I am or might be deemed an underwriter within the meaning of the Securities Act of 1933 with respect to such securities. I am not individually or together with others engaged in making a distribution.
- In the event that I am selling the securities pursuant to Rule 144(k), I certify that I am not an affiliate of the Company, and I have not been an affiliate of the Company during the three months preceding the date of this letter. The shares have been beneficially owned by me and fully paid for at least two years prior to the date of this letter.

I affirm that I do not have any material adverse information about the issuer of these securities that has not been publicly disclosed. If, prior to the completion of the execution of this order, I obtain any such information, I will forthwith notify you so that you may terminate sales until after it has been publicly disclosed. I understand that you will not pay me the net proceeds of the sale made pursuant to this order until the certificates representing the securities sold have been transferred by the issuer or its transfer agent at the issuer's instructions to the purchasers or to you, for the delivery to the purchaser, and until you have been paid in full by the buying brokers. I also understand at my risk and for my account that if for any reason the shares being sold cannot be transferred in a timely manner, you will be required to purchase shares in the open market to cover my sale. I hereby accept responsibility for any such buy-in and any deficit resulting therefrom.

C Signature

I am familiar with the Securities Act of 1933, as amended, and agree that you may rely upon the above statements in executing the order referred to above. I declare I have answered the questions on this Seller's Certification honestly and to the best of my knowledge. I understand National Financial Services LLC ("NFS") and Broker will use this information to assist me with selling these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this Seller's Certification.

Signature [Signature]
National Financial Services LLC, Member NYSE, SIPC

Date 11-18-04

Signature of Joint Owner (if any) [Signature]

Date 11-18-04

1.745064.101 - 366118 (02/04)

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

FORM 144

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

OMB APPROVAL OMB Number: 3235-0101 Expires: August 31, 2003 Estimated average burden hours per response 2.0
SEC USE ONLY DOCUMENT SEQUENCE NO.
CUSIP NUMBER
WORK LOCATION

1 (a) NAME OF ISSUER (Please type or print) RETURN ON INVESTMENT CORP.	(b) IRS IDENT. NO. 23038309	(c) S.E.C. FILE NO. 00-33279
1 (d) ADDRESS OF ISSUER 1825 Breech Lakes Blvd - Ste 240 Kennesaw GA 30144	CITY Kennesaw	STATE GA
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD BEST SOURCE PUBLISHERS	(b) IRS IDENT. NO. 38-3646521	(c) RELATIONSHIP TO ISSUER 305 E. Belline Suite 100
	(d) ADDRESS STREET	CITY
	(e) TELEPHONE NO.	ZIP CODE
	AREA CODE	NUMBER
	770 517-4750	30144
	STATE	ZIP CODE
	ME	49546

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	3 (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY		3 (d) Aggregate Market Value (See instr. 3(d))	3 (e) Number of Shares or Other Units To Be Sold (See instr. 3(e))	3 (f) Number of Shares or Other Units Outstanding (See instr. 3(f))	3 (g) Approximate Date of Sale (See instr. 3(g))	3 (h) Name of Each Securities Exchange (See instr. 3(h))
		3 (c) Broker-Dealer File Number	3 (c) Number of Shares or Other Units					
	5/3 SECURITIES							

INSTRUCTIONS:

- (a) Name of issuer

(b) Issuer's I.R.S. Identification Number

(c) Issuer's S.E.C. file number, if any

(d) Issuer's address, including zip code

(e) Issuer's telephone number, including area code
 - (a) Name of person for whose account the securities are to be sold

(b) Such person's I.R.S. identification number, if such person is an entity

(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)

(d) Such person's address, including zip code
 - (a) Title of the class of securities to be sold

(b) Name and address of each broker through whom the securities are intended to be sold

(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)

(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice

(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold

(g) Name of each securities exchange, if any, on which the securities are intended to be sold
- 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.**

COPY

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	11/18/03	Sale of Business	Return on Investment Corporation	262,500	11/18/03	Delivery of Business Assets

INSTRUCTIONS: 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
NONE				

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed.

DATE OF NOTICE

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

[Signature]
(SIGNATURE)

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

COPY

31047222



ROI 00000661



RETURN ON INVESTMENT CORPORATION

Class A
Common Stock

See reverse for
certain definitions
CUSIP 761307 10



This Certifies that

BEST SOURCE PUBLISHING LLC
2025 EAST BELLEVUE AVE #101
GRAND RAPIDS MI 49546

262500
262500
262500
262500

SEE LEGEND ON REVERSE SIDE

is the owner of

TWO HUNDRED SIXTY TWO THOUSAND FIVE HUNDRED

FULLY PAID AND NONASSESSABLE SHARES OF CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE, OF

Return On Investment Corporation (herein called the "Corporation") transferable on the books of the Corporation by the holder hereby in person or by duly authorized agent, in full payment of the purchase price of the shares of the Corporation, do hereby certify that the same are duly paid and non-assessable and that the same are not subject to any lien, charge or other claim of any person or entity. The Corporation is not liable for the payment of the purchase price of the shares of the Corporation and the Corporation is not liable for the payment of the purchase price of the shares of the Corporation.

This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar. Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated APR 23, 2004

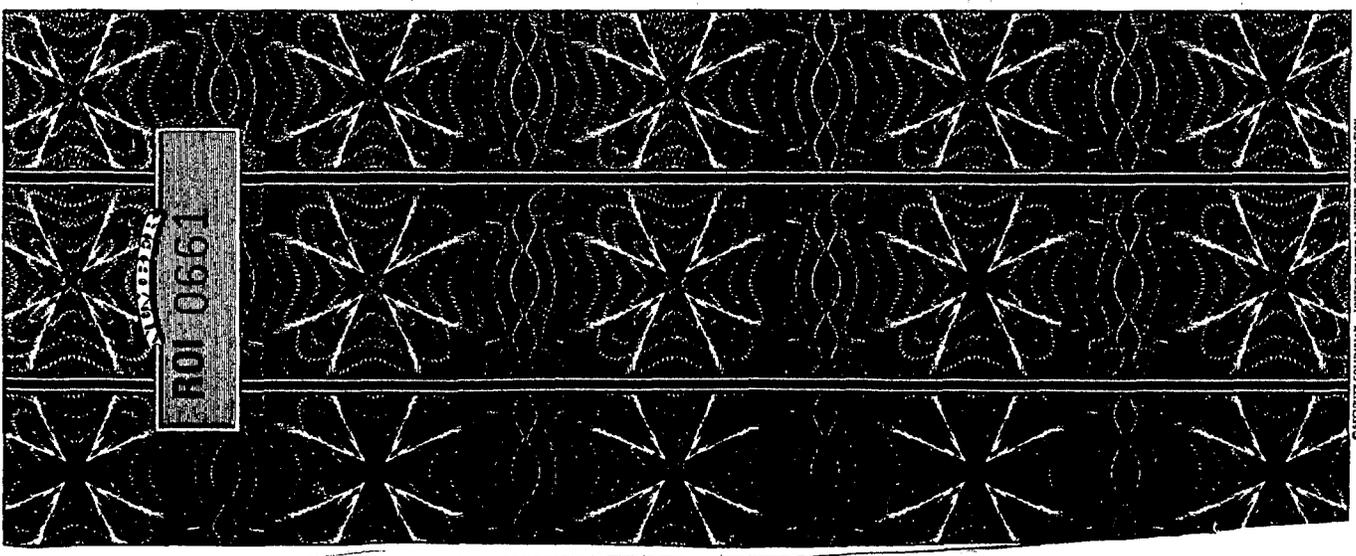
Charles McRobert
Chairman, Board of Directors

006666261



AUTHORIZED OFFICER

[Signature]
President and Chief Executive Officer



THE CORPORATION HAS MORE THAN ONE CLASS OF CAPITAL STOCK AUTHORIZED TO BE ISSUED. THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS A FULL STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF OF THE CORPORATION AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. SUCH REQUESTS MAY BE MADE TO THE SECRETARY OF THE CORPORATION.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT - _____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to Minors Act _____
(State)

Additional abbreviations may also be used though not in the above list.

COPY

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty box for Social Security or other identifying number]

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

_____ shares of the capital stock represented by the within Certificate and do hereby irrevocably constitute and appoint

_____ Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

[Handwritten Signature]

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

The securities represented by this certificate have not been registered under the Securities Act of 1933, as amended and may not be sold, transferred, pledged, hypothecated or otherwise disposed of in the absence of (i) an effective registration statement for such securities under said act or (ii) an opinion of company counsel that such registration is not required.

Signature(s) Guaranteed:

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, MUTILATED OR DESTROYED, THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

Control / Restricted Securities Questionnaire

Use this form for all transactions relating to control or restricted securities. If you simply wish to deposit shares in your Brokerage account with no intention of selling or borrowing against them at this time, this form is not necessary. For assistance completing the form and to avoid any future delays, please call your broker/dealer, Eric Robertson ("Broker")
CORRESPONDENT NAME

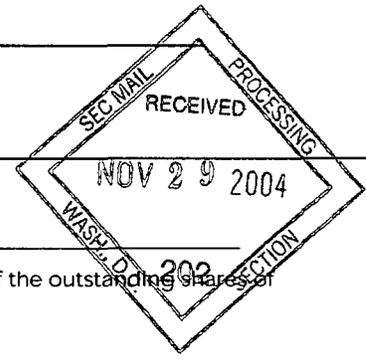
A. Customer Information

Robert Hoeller
NAME
Carolyn Hoeller
JOINT OWNER (IF ANY)
Tempur Pedic International TPX
SECURITY NAME (COMPANY) SYMBOL PRICE

BROKERAGE ACCOUNT NUMBER
052-045942
DAYTIME TELEPHONE NUMBER
859-523-2920

TO BE COMPLETED BY BROKER

Eric Robertson
BROKER
BROKER/DEALER TELEPHONE NUMBER BROKER/DEALER FAX NUMBER
859-455-5328 859-455-5435



- What do you want to do? - Remove Legions
 Sell Obtain a loan Deposit shares How many shares? _____
- Are you an officer, director, control person or affiliate, or holder of more than 10% of the outstanding shares of the company?
 Yes No If yes, provide details _____
 If yes, have you purchased any of the company's stock in the last six months? Yes No
 If yes, how many shares? _____ Date(s) purchased _____
- How many shares of this company do you own? Include shares owned by family members residing in your household, trusts, estates, corporations and organizations which must be aggregated with you under Rule 144. Include shares held away from this firm. 536,000 185
- Where are the securities located? Bear Stearns
- Do you own 5% or more of any class of the company's securities? Yes No

B. For Loans Only

6. Amount requested _____ Purpose of loan _____
 Do you have any loans against this security elsewhere? Yes No
 If yes, provide loan amount, number of securities pledged under name of lender. _____

C. For Restricted Securities Only. Skip This Section for Control Securities.

- Is there a legend on the certificate(s)? Yes No If no, skip questions 8-11.
 If yes, what does the legend(s) say, and under whose name are the securities issued? (Provide a copy of the certificate.)
- Certificate date -- Certificate Number
- Is there a current registration statement requiring delivery of a prospectus in connection with the proposed sale of the securities? Yes No If yes, date of prospectus/supplements _____
- Are there any agreements (e.g., a shareholder's agreement or registration rights agreement), contractual restrictions or stop transfer orders relating to these securities? (If yes, obtain a copy and send to Broker.) Yes No
 If yes, explain _____

D. Acquisition of Securities

11. How were the securities acquired? (check one)

Merger or company buyout — Name of company acquired _____

Were you an affiliate of the acquired company? Yes No

Private placement — From whom _____ Relationship to issuer _____

In lieu of payment for services — Describe services _____

Date services completed --

Partnership distribution — Name of partnership _____

Stock dividend, stock split, reverse split or recapitalization. Give the date of acquisition --

and describe the transaction _____

By means of a conversion of other securities of the company _____

Give dates of conversion and original acquisition -- --

Gift, pledge, or from a trust or estate — When and how did the prior owner acquire the securities? _____

Other (Describe) Stock Option Plan

E. Holding Period for Securities Involved In This Transaction. If Yes, Skip Question 15.

12. Date(s) securities acquired 11-1-02 Number of shares acquired 536, ~~800~~ 195

13. From whom were securities acquired? Tempur Pelex

14. Was the purchase price paid in full on acquisition date? Yes No

15. If all or part of the purchase price was paid by a promissory note or other obligation to pay the purchase price, or entering into an installment purchase contract, was the note or obligation payable to or the installment purchase contract entered into with, the issuer of the securities or an affiliate (including an officer or director) of the issuer? Yes No

Was the obligation secured by collateral other than these securities? Yes No

If yes, value of collateral? _____ Date of payment in full of the obligation --

F. Securities Sold During the Past Three Months

16. Have you or any person residing in your household, or any trust, estate, corporation or entity which must be aggregated with you under Rule 144, or any person whom you have acted in concert with for the purpose of selling securities of the company, sold any of the company's securities in the past three months? (Include securities convertible into the class of securities intended to be sold.) Yes No

If yes, provide details _____

Securities sold by _____

Number of shares sold _____ Date of sale --

17. Is there a source (issuer's counsel) at the company whom we should contact?

Name Nicole Scaramell Telephone Number 617-951-8629

G. Signature

I declare I have answered the questions on this 144/145 Questionnaire honestly and to the best of my knowledge. I understand National Financial Services LLC ("NFS") and Broker will use this information to assist me with selling, removing the legend or obtaining a margin loan against these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this 144/145 Questionnaire.

[Signature]
SIGNATURE

DATE 11-23-2004

[Signature]
SIGNATURE (IF JOINT ACCOUNT)

DATE 11-23-2004

Broker's Representation

Rule 144 Rule 145 Rule 144(k) Rule 701(g)(3)

Eric Roselson ("Broker")
CORRESPONDENT NAME

DATE 11-23-2004

BROKERAGE ACCOUNT NUMBER
652-045942

In connection with a proposed sale of 200,000 shares of Common Stock of

Tempur Bed International (the "Company") through Broker by

Robert and Carolyn Hoeller (the "Client"), which sale will be made pursuant to the rule, as

promulgated under the Securities Act of 1933, we advise you as follows:

1. Broker will fully comply with its obligations under the "Manner of Sale" provisions, as contained in paragraph (f) of the rule.
2. Broker will receive no more than the usual and customary broker or dealer compensation.
3. Broker will not solicit nor arrange for the solicitation of orders to buy the securities in anticipation of or in connection with the transaction.
4. Broker will make reasonable inquiry as required by the rule to insure the Client is complying with the rule.

Sincerely yours,

By: 
BROKER

Control / Restricted Securities Questionnaire

Use this form for all transactions relating to control or restricted securities. If you simply wish to deposit shares in your Brokerage account with no intention of selling or borrowing against them at this time, this form is not necessary. For assistance completing the form and to avoid any future delays, please call your broker/dealer, Eric Robertson ("Broker")
CORRESPONDENT NAME

A. Customer Information

Robert Hoeller
NAME

BROKERAGE ACCOUNT NUMBER

052-046942

Carolyn Hoeller
JOINT OWNER (IF ANY)

DAYTIME TELEPHONE NUMBER

859-523-2920

Tempur Pedic International TPX
SECURITY NAME (COMPANY) SYMBOL PRICE

TO BE COMPLETED BY BROKER

Eric Robertson
BROKER

BROKER/DEALER TELEPHONE NUMBER

859-455-5328

BROKER/DEALER FAX NUMBER

859-455-5435

- What do you want to do? - Remove Legions
 Sell Obtain a loan Deposit shares How many shares? _____
- Are you an officer, director, control person or affiliate, or holder of more than 10% of the outstanding shares of the company?
 Yes No If yes, provide details _____
 If yes, have you purchased any of the company's stock in the last six months? Yes No
 If yes, how many shares? _____ Date(s) purchased _____
- How many shares of this company do you own? Include shares owned by family members residing in your household, trusts, estates, corporations and organizations which must be aggregated with you under Rule 144. Include shares held away from this firm. 536,000 185
- Where are the securities located? Bear Stearns
- Do you own 5% or more of any class of the company's securities? Yes No

B. For Loans Only

- Amount requested _____ Purpose of loan _____
 Do you have any loans against this security elsewhere? Yes No
 If yes, provide loan amount, number of securities pledged under name of lender. _____

C. For Restricted Securities Only. Skip This Section for Control Securities.

- Is there a legend on the certificate(s)? Yes No If no, skip questions 8-11.
 If yes, what does the legend(s) say, and under whose name are the securities issued? (Provide a copy of the certificate.)
- Certificate date -- Certificate Number
- Is there a current registration statement requiring delivery of a prospectus in connection with the proposed sale of the securities? Yes No If yes, date of prospectus/supplements _____
- Are there any agreements (e.g., a shareholder's agreement or registration rights agreement), contractual restrictions or stop transfer orders relating to these securities? (If yes, obtain a copy and send to Broker.) Yes No
 If yes, explain _____

D. Acquisition of Securities

11. How were the securities acquired? (check one)

- Merger or company buyout — Name of company acquired _____
Were you an affiliate of the acquired company? Yes No
- Private placement — From whom _____ Relationship to issuer _____
- In lieu of payment for services — Describe services _____
Date services completed --
- Partnership distribution — Name of partnership _____
- Stock dividend, stock split, reverse split or recapitalization. Give the date of acquisition --
and describe the transaction _____
- By means of a conversion of other securities of the company _____
Give dates of conversion and original acquisition -- --
- Gift, pledge, or from a trust or estate — When and how did the prior owner acquire the securities? _____
- Other (Describe) Stock Option Plan

E. Holding Period for Securities Involved In This Transaction. If Yes, Skip Question 15.

- 12. Date(s) securities acquired 11-1-07 Number of shares acquired 536,800 185
- 13. From whom were securities acquired? Tempor Peak
- 14. Was the purchase price paid in full on acquisition date? Yes No
- 15. If all or part of the purchase price was paid by a promissory note or other obligation to pay the purchase price, or entering into an installment purchase contract, was the note or obligation payable to or the installment purchase contract entered into with, the issuer of the securities or an affiliate (including an officer or director) of the issuer? Yes No
Was the obligation secured by collateral other than these securities? Yes No
If yes, value of collateral? _____ Date of payment in full of the obligation --

F. Securities Sold During the Past Three Months

- 16. Have you or any person residing in your household, or any trust, estate, corporation or entity which must be aggregated with you under Rule 144, or any person whom you have acted in concert with for the purpose of selling securities of the company, sold any of the company's securities in the past three months? (Include securities convertible into the class of securities intended to be sold.) Yes No
If yes, provide details _____
Securities sold by _____
Number of shares sold _____ Date of sale --
- 17. Is there a source (issuer's counsel) at the company whom we should contact?
Name Nicole Scaramelli Telephone Number 617-751-8629

G. Signature

I declare I have answered the questions on this 144/145 Questionnaire honestly and to the best of my knowledge. I understand National Financial Services LLC ("NFS") and Broker will use this information to assist me with selling, removing the legend or obtaining a margin loan against these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this 144/145 Questionnaire.

[Signature]
SIGNATURE

[Signature]
SIGNATURE (IF JOINT ACCOUNT)

DATE 11-23-2007

DATE 11-23-2007

Control/Restricted Securities Seller's Certification

Rule 144 Rule 145 Rule 144(k)

Please complete this form if you are selling or have sold securities under the Securities Act of 1933 as amended.

If you have any questions please call your broker/dealer Eric Robertson ("Broker")

A Account Registration

Primary Account Holder Name Robert and Carolyn Hoeller Tenants in Common

Entity/Business/Trust Name _____

Social Security Number or Taxpayer ID Number 391523705 Date of Birth 11 07 1951

Joint Account Holder/Trustee Name (if Any) _____

Social Security Number or Taxpayer ID Number 399643441 Date of Birth _____

B Certification

In connection with the proposed sale by me of or my request that the restrictive legend be lifted on 200,000 shares of

Common Stock of Tempur Pedic International ("the Company"), in my Brokerage account

number 052 045942 pursuant to the Securities Act of 1933, I hereby represent to you that:

- I have not made, and will not make, any payment in connection with the execution of the above order to any persons other than Broker.
- I have not solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with this transaction.
- I have sold _____ shares of the Company within the preceding three (3) months and I have no sale orders open with any broker, and will not place any pending execution or cancellation of this order.
- To the best of my knowledge, members of my immediate family and others with whom I am acting in concert or whose sales are required to be aggregated with sales by me pursuant to the rule have sold _____ shares of the Company stock within the preceding three (3) months.
- In the event that any or all of the securities I am selling are restricted securities as defined in paragraph (a)(3) of Rule 144, I warrant that I have beneficially owned these securities for a period of at least one (1) year as computed in accordance with paragraph (d) of Rule 144.
- I have enclosed an executed copy of Form 144, three copies of which were transmitted to the Securities and Exchange Commission and, where applicable, one copy of which has been sent to the appropriate Stock Exchange on _____. The Form 144 is accurate and complete.
 I did not file Form 144 for the proposed transaction.
- I am not aware of any facts or circumstances indicating that I am or might be deemed an underwriter within the meaning of the Securities Act of 1933 with respect to such securities. I am not individually or together with others engaged in making a distribution.
- In the event that I am selling the securities pursuant to Rule 144(k), I certify that I am not an affiliate of the Company, and I have not been an affiliate of the Company during the three months preceding the date of this letter. The shares have been beneficially owned by me and fully paid for at least two years prior to the date of this letter.

I affirm that I do not have any material adverse information about the issuer of these securities that has not been publicly disclosed. If, prior to the completion of the execution of this order, I obtain any such information, I will forthwith notify you so that you may terminate sales until after it has been publicly disclosed. I understand that you will not pay me the net proceeds of the sale made pursuant to this order until the certificates representing the securities sold have been transferred by the issuer or its transfer agent at the issuer's instructions to the purchasers or to you, for the delivery to the purchaser, and until you have been paid in full by the buying brokers. I also understand at my risk and for my account that if for any reason the shares being sold cannot be transferred in a timely manner, you will be required to purchase shares in the open market to cover my sale.

I hereby accept responsibility for any such buy-in and any deficit resulting therefrom.

C Signature

I am familiar with the Securities Act of 1933, as amended, and agree that you may rely upon the above statements in executing the order referred to above. I declare I have answered the questions on this Seller's Certification honestly and to the best of my knowledge. I understand National Financial Services LLC ("NFS") and Broker will use this information to assist me with selling these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this Seller's Certification.

Signature [Signature] Date 11-23-04

Date _____

Signature of Joint Owner (if any) [Signature] Date 11-23-04

Date _____

Broker's Representation

Rule 144 Rule 145 Rule 144(k) Rule 701(g)(3)

Eric Robinson ("Broker")
CORRESPONDENT NAME

DATE 11-23-2004

BROKERAGE ACCOUNT NUMBER
052-045942

In connection with a proposed sale of 200,000 shares of Common Stock of

NUMBER OF SHARES

Tempur-Pedic International (the "Company") through Broker by

NAME OF COMPANY

Robert and Carolyn Huelker (the "Client"), which sale will be made pursuant to the rule, as

NAME OF CLIENT

promulgated under the Securities Act of 1933, we advise you as follows:

1. Broker will fully comply with its obligations under the "Manner of Sale" provisions, as contained in paragraph (f) of the rule.
2. Broker will receive no more than the usual and customary broker or dealer compensation.
3. Broker will not solicit nor arrange for the solicitation of orders to buy the securities in anticipation of or in connection with the transaction.
4. Broker will make reasonable inquiry as required by the rule to insure the Client is complying with the rule.

Sincerely yours,

By: [Signature]
BROKER

Control / Restricted Securities Questionnaire

Use this form for all transactions relating to control or restricted securities. If you simply wish to deposit shares in your Brokerage account with no intention of selling or borrowing against them at this time, this form is not necessary. For assistance completing the form and to avoid any future delays, please call your broker/dealer, Eric Robertson ("Broker")

CORRESPONDENT NAME

A. Customer Information

Robert Hoeller
NAME

BROKERAGE ACCOUNT NUMBER

052-045942

Carolyn Hoeller
JOINT OWNER (IF ANY)

DAYTIME TELEPHONE NUMBER

859-523-2920

Tempor Pedit International TPX
SECURITY NAME (COMPANY) SYMBOL PRICE

TO BE COMPLETED BY BROKER

Eric Robertson
BROKER

BROKER/DEALER TELEPHONE NUMBER

459-455-5328

BROKER/DEALER FAX NUMBER

859-455-5435

- What do you want to do? - Remove Legions
 Sell Obtain a loan Deposit shares How many shares? _____
- Are you an officer, director, control person or affiliate, or holder of more than 10% of the outstanding shares of the company?
 Yes No If yes, provide details _____
 If yes, have you purchased any of the company's stock in the last six months? Yes No
 If yes; how many shares? _____ Date(s) purchased _____
- How many shares of this company do you own? Include shares owned by family members residing in your household, trusts, estates, corporations and organizations which must be aggregated with you under Rule 144. Include shares held away from this firm. 536,600 185
- Where are the securities located? Bear Stearns
- Do you own 5% or more of any class of the company's securities? Yes No

B. For Loans Only

- Amount requested _____ Purpose of loan _____
 Do you have any loans against this security elsewhere? Yes No
 If yes, provide loan amount, number of securities pledged under name of lender. _____

C. For Restricted Securities Only. Skip This Section for Control Securities.

- Is there a legend on the certificate(s)? Yes No If no, skip questions 8-11.
 If yes, what does the legend(s) say, and under whose name are the securities issued? (Provide a copy of the certificate.)
- Certificate date -- Certificate Number
- Is there a current registration statement requiring delivery of a prospectus in connection with the proposed sale of the securities? Yes No If yes, date of prospectus/supplements _____
- Are there any agreements (e.g., a shareholder's agreement or registration rights agreement), contractual restrictions or stop transfer orders relating to these securities? (If yes, obtain a copy and send to Broker.) Yes No
 If yes, explain _____

D. Acquisition of Securities

11. How were the securities acquired? (check one)

- Merger or company buyout — Name of company acquired _____
- Were you an affiliate of the acquired company? Yes No
- Private placement — From whom _____ Relationship to issuer _____
- In lieu of payment for services — Describe services _____
- Date services completed --
- Partnership distribution — Name of partnership _____
- Stock dividend, stock split, reverse split or recapitalization. Give the date of acquisition --
and describe the transaction _____
- By means of a conversion of other securities of the company _____
- Give dates of conversion and original acquisition -- --
- Gift, pledge, or from a trust or estate — When and how did the prior owner acquire the securities?

Other (Describe) Stock Option Plan

E. Holding Period for Securities Involved In This Transaction. If Yes, Skip Question 15.

- 12. Date(s) securities acquired 11-1-07 Number of shares acquired 536, ~~830~~ 185
- 13. From whom were securities acquired? Tempor Peak
- 14. Was the purchase price paid in full on acquisition date? Yes No
- 15. If all or part of the purchase price was paid by a promissory note or other obligation to pay the purchase price, or entering into an installment purchase contract, was the note or obligation payable to or the installment purchase contract entered into with, the issuer of the securities or an affiliate (including an officer or director) of the issuer? Yes No
- Was the obligation secured by collateral other than these securities? Yes No
- If yes, value of collateral? _____ Date of payment in full of the obligation --

F. Securities Sold During the Past Three Months

- 16. Have you or any person residing in your household, or any trust, estate, corporation or entity which must be aggregated with you under Rule 144, or any person whom you have acted in concert with for the purpose of selling securities of the company, sold any of the company's securities in the past three months? (Include securities convertible into the class of securities intended to be sold.) Yes No
- If yes, provide details _____
- Securities sold by _____
- Number of shares sold _____ Date of sale --

17. Is there a source (issuer's counsel) at the company whom we should contact?

Name Nicole Scaramelli Telephone Number 617-951-8629

G. Signature

I declare I have answered the questions on this 144/145 Questionnaire honestly and to the best of my knowledge. I understand National Financial Services LLC ("NFS") and Broker will use this information to assist me with selling, removing the legend or obtaining a margin loan against these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this 144/145 Questionnaire.

[Signature]
SIGNATURE

[Signature]
SIGNATURE (IF JOINT ACCOUNT)

DATE 11-23-2007

DATE 11-23-2007

Control/Restricted Securities Seller's Certification

Rule 144 Rule 145 Rule 144(k)

Please complete this form if you are selling or have sold securities under the Securities Act of 1933 as amended.

If you have any questions please call your broker/dealer Eric Robertson ("Broker")

A Account Registration

Primary Account Holder Name Robert and Carolyn Hoeller Tenants in Common

Entity/Business/Trust Name

Social Security Number or Taxpayer ID Number 391523705 Date of Birth 11 07 1951

Joint Account Holder/Trustee Name (if Any)

Social Security Number or Taxpayer ID Number 399643441 Date of Birth

B Certification

In connection with the proposed sale by me of or my request that the restrictive legend be lifted on 200,000 shares of Common Stock of Tempur Pedic International ("the Company"), in my Brokerage account

number 052-045942, pursuant to the Securities Act of 1933, I hereby represent to you that:

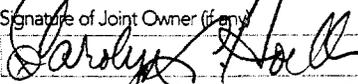
1. I have not made, and will not make, any payment in connection with the execution of the above order to any persons other than Broker.
2. I have not solicited or arranged for the solicitation of orders to buy in anticipation of or in connection with this transaction.
3. I have sold shares of the Company within the preceding three (3) months and I have no sale orders open with any broker, and will not place any pending execution or cancellation of this order.
4. To the best of my knowledge, members of my immediate family and others with whom I am acting in concert or whose sales are required to be aggregated with sales by me pursuant to the rule have sold shares of the Company stock within the preceding three (3) months.
5. In the event that any or all of the securities I am selling are restricted securities as defined in paragraph (a)(3) of Rule 144, I warrant that I have beneficially owned these securities for a period of at least one (1) year as computed in accordance with paragraph (d) of Rule 144.
6. I have endorsed an executed copy of Form 144, three copies of which were transmitted to the Securities and Exchange Commission and, where applicable, one copy of which has been sent to the appropriate Stock Exchange on . The Form 144 is accurate and complete.
 I did not file Form 144 for the proposed transaction.
7. I am not aware of any facts or circumstances indicating that I am or might be deemed an underwriter within the meaning of the Securities Act of 1933 with respect to such securities. I am not individually or together with others engaged in making a distribution.
8. In the event that I am selling the securities pursuant to Rule 144(k), I certify that I am not an affiliate of the Company, and I have not been an affiliate of the Company during the three months preceding the date of this letter. The shares have been beneficially owned by me and fully paid for at least two years prior to the date of this letter.

I affirm that I do not have any material adverse information about the issuer of these securities that has not been publicly disclosed. If, prior to the completion of the execution of this order, I obtain any such information, I will forthwith notify you so that you may terminate sales until after it has been publicly disclosed. I understand that you will not pay me the net proceeds of the sale made pursuant to this order until the certificates representing the securities sold have been transferred by the issuer or its transfer agent at the issuer's instructions to the purchasers or to you, for the delivery to the purchaser, and until you have been paid in full by the buying brokers. I also understand at my risk and for my account that if for any reason the shares being sold cannot be transferred in a timely manner, you will be required to purchase shares in the open market to cover my sale. I hereby accept responsibility for any such buy-in and any deficit resulting therefrom.

C Signature

I am familiar with the Securities Act of 1933, as amended, and agree that you may rely upon the above statements in executing the order referred to above. I declare I have answered the questions on this Seller's Certification honestly and to the best of my knowledge. I understand National Financial Services LLC ("NFS") and Broker will use this information to assist me with selling these securities. I will not hold NFS or Broker liable for any misinformation I provide or for any losses related to transactions initiated in reliance upon this Seller's Certification.

Signature  Date 11-23-04
National Financial Services LLC, Member NYSE, SIPC

Signature of Joint Owner (if any)  Date 11-23-04
1.745064.101 - 366118 (02/04)

Broker's Representation

Rule 144 Rule 145 Rule 144(k) Rule 701(g)(3)

Eric Robinson ("Broker")
CORRESPONDENT NAME

DATE 11-23-2004

BROKERAGE ACCOUNT NUMBER
052-045942

In connection with a proposed sale of 200,000 shares of Common Stock of

Tempur-Pedic International (the "Company") through Broker by

Robert and Cynthia Mueller (the "Client"), which sale will be made pursuant to the rule, as

promulgated under the Securities Act of 1933, we advise you as follows:

1. Broker will fully comply with its obligations under the "Manner of Sale" provisions, as contained in paragraph (f) of the rule.
2. Broker will receive no more than the usual and customary broker or dealer compensation.
3. Broker will not solicit nor arrange for the solicitation of orders to buy the securities in anticipation of or in connection with the transaction.
4. Broker will make reasonable inquiry as required by the rule to insure the Client is complying with the rule.

Sincerely yours,

By: 
BROKER