

FORM D



04051605

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

Convertible Promissory Notes
SEC

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response:	16.00

FORM D

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

Convertible Promissory Notes/Equity Securities

1257824

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

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

eAgency, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
6 Upper Newport Plaza, Newport Beach, California 92660

Telephone Number (Including Area Code)
(949) 253-9131

Address of Principal Business Operations (if different from Executive Offices)
Same as above

Telephone Number (Including Area Code)

Brief Description of Business

Software/Technology Development, Products and Services for Financial Planners

PROCESSED

Type of Business Organization

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

DEC 10 2004

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

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

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)

Lotter, Robert A.

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

6 Upper Newport Plaza, Newport Beach, California 92660

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

Full Name (Last name first, if individual)

Allard, Timothy S.

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

6 Upper Newport Plaza, Newport Beach, California 92660

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

Full Name (Last name first, if individual)

Cronin, Charles R. (Jr.)

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

6 Upper Newport Plaza, Newport Beach, California 92660

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ _____
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 8,157,556.48	\$ 8,157,556.48
Equity	\$ 351,000.00	\$ 351,000.00
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 8,508,556.48	\$ 8,508,556.48

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

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	138	\$ 8,508,556.48
Non-accredited Investors	0	\$ 0.00
Total (for filings under Rule 504 only)		\$ 8,508,556.48

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total		\$ 0.00

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 500.00
Legal Fees	<input checked="" type="checkbox"/>	\$ 20,000.00
Accounting Fees	<input checked="" type="checkbox"/>	\$ 5,000.00
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ 25,500.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” \$ 8,483,056.48

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input checked="" type="checkbox"/> \$ <u>8,483,056.48</u>	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input checked="" type="checkbox"/> \$ <u>8,483,056.48</u>	<input type="checkbox"/> \$ <u>0.00</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>8,483,056.48</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) eAgency, Inc.	Signature <i>Timothy S. Allard</i>	Date 11/17/04
Name of Signer (Print or Type) <i>Timothy S. Allard</i>	Title of Signer (Print or Type)	

ATTENTION

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

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) eAgency, Inc.	Signature <i>Timothy S. Allard</i>	Date 11/17/04
Name (Print or Type) Timothy S. Allard	Title (Print or Type)	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		<input checked="" type="checkbox"/>	Convertible Promissory Notes	2	\$152,000.00	0	\$0.00		<input checked="" type="checkbox"/>
AR									
CA		<input checked="" type="checkbox"/>	Promissory Notes/ Stock	125	\$7,228,509.	0	\$0.00		<input checked="" type="checkbox"/>
CO									
CT									
DE									
DC									
FL		<input checked="" type="checkbox"/>	Convertible	2	\$126,183.32	0	\$0.00		<input checked="" type="checkbox"/>
GA									
HI									
ID									
IL		<input checked="" type="checkbox"/>	Convertible Promissory Notes	2	\$100,000.00	0	\$0.00		<input checked="" type="checkbox"/>
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN		<input checked="" type="checkbox"/>	Convertible Promissory Notes	2	\$150,000.00	0	\$0.00		<input checked="" type="checkbox"/>
MS									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV		X	Convertible Promissory Notes	1	\$101,863.20	0	\$0.00		X
NH									
NJ		X	Convertible Promissory Notes	3	\$400,000.00	0	\$0.00		X
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA		X	Convertible Promissory Notes	1	\$100,000.00	0	\$0.00		X
WV									
WI									

APPENDIX

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

Convertible Debenture Schedule

1st Round

Holder	State	Amount	Issued	75% Conversion Price	50% Conversion Price	Accredited	Convertible Into
Arlene L Shafer Profit Sharing Plan	CA	\$ 50,000.00	May 17, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Carl Schultness	CA	\$ 51,096.76	May 30, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Charles Major	CA	\$ 139,200.00	May 23, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Charles Major	CA	\$ 10,000.00	March 16, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Charles Major	CA	\$ 5,000.00	March 30, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Christl & Ilse-Lore Chiallas	CA	\$ 53,353.42	March 18, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Chuck Koch	CA	\$ 50,000.00	December 30, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Chuck Koch	CA	\$ 10,896.08	March 1, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Cynthia Couvourjian	CA	\$ 33,333.33	February 20, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Daniel & Charlotte Tarkington	CA	\$ 50,000.00	May 11, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Dave Mowbray	CA	\$ 25,000.00	February 21, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Bearden Family Trust	CA	\$ 100,000.00	March 30, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
David Coventry	CA	\$ 58,000.00	May 20, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
David Coventry	CA	\$ 26,875.00	May 21, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
David Coventry	CA	\$ 25,000.00	March 29, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Dean & Georgia Ananias	CA	\$ 50,000.00	November 26, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Dean & Georgia Ananias	CA	\$ 25,000.00	December 29, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Denise G. Canellis	CA	\$ 150,000.00	October 12, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Deron Stokes/Schwab	CA	\$ 20,000.00	April 30, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Richard Jones & Janet Jones	CA	\$ 25,000.00	March 26, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Don Ferguson and Irene Ferguson	CA	\$ 50,000.00	January 23, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
Donald G. Woiler	CA	\$ 50,000.00	June 24, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Elaïne Martinez & Raul Martinez	CA	\$ 25,000.00	December 29, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
Francis J Wunderlich	CA	\$ 25,000.00	May 6, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Frank J Baker	CA	\$ 50,000.00	August 12, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Stephen John Gray/APLC	CA	\$ 5,000.00	September 29, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Stephen John Gray/APLC	CA	\$ 5,000.00	October 8, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Greg Juny	CA	\$ 108,000.00	May 24, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Greg Juny	CA	\$ 25,000.00	March 28, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Greg Juny	CA	\$ 50,000.00	April 6, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Herb Glazeroff	CA	\$ 50,000.00	January 24, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
J.E. Marquez & Gloria Marquez	CA	\$ 35,000.00	October 3, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
J.J. & J. Bryant Company	CA	\$ 50,000.00	May 25, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Ian Sabola	CA	\$ 50,000.00	December 2, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Jeffery Simms	CA	\$ 100,000.00	August 27, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Steve Carter & Jennifer Carter	CA	\$ 50,000.00	March 14, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Jim Schultz & Karen Schultz	CA	\$ 50,000.00	January 27, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Jim Schultz & Karen Schultz	CA	\$ 50,000.00	June 12, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
JoAnne A. Naka	CA	\$ 15,000.00	June 24, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
James L. Wehnerman & JoAnne Wehnerman	CA	\$ 60,000.00	November 27, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
John Schultness and Catherine Schultness	CA	\$ 50,000.00	May 30, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
John Usher	CA	\$ 25,000.00	May 28, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
John Jung and Phyllis Jung	CA	\$ 50,000.00	April 28, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
John Bryant	CA	\$ 58,000.00	May 20, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
John Bryant	CA	\$ 40,000.00	July 8, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
John Svinos	CA	\$ 116,000.00	October 3, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
John Svinos	CA	\$ 100,000.00	September 6, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
John Wendl	CA	\$ 50,000.00	October 7, 2003		X	Yes	Capital Stock or Securities of Qualified Financing

Holder	State	Amount	Issued	75% Conversion Price	50% Conversion Price	Accredited	Convertible Info
Kathleen Ann Wilson	CA	\$ 50,000.00	December 15, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Lance R Hall	CA	\$ 33,333.34	February 20, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Larry Butler & Janet Hocko	CA	\$ 50,000.00	December 9, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
Lewis Living Trust	CA	\$ 120,000.00	February 5, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Lewis Living Trust	CA	\$ 60,000.00	March 19, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Lewis Living Trust	CA	\$ 10,000.00	June 16, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Lori Snow	CA	\$ 50,000.00	January 31, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
Luxemburg Family Trust	CA	\$ 100,000.00	April 8, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Marjean D. Swann	CA	\$ 50,000.00	April 10, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Marjean D. Swann	CA	\$ 25,000.00	December 30, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Mary Lyn Pitassi Trust	CA	\$ 50,000.00	November 12, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
May T. McAliff Trust	CA	\$ 50,000.00	March 30, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Maxine Dubois	CA	\$ 100,000.00	June 4, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Maxine Dubois	CA	\$ 50,000.00	December 2, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Michael Goldfeder	CA	\$ 102,164.38	March 18, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Michael Coventry	CA	\$ 15,000.00	May 25, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
Morgan Stanley/Sally L. Mas	CA	\$ 100,000.00	April 21, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Mostyn Faulkner	CA	\$ 58,000.00	May 20, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Mostyn Faulkner	CA	\$ 35,000.00	August 12, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Mostyn Faulkner	CA	\$ 25,000.00	April 12, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Mostyn Faulkner	CA	\$ 10,000.00	June 25, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Mostyn Faulkner	CA	\$ 30,000.00	July 19, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Mostyn Faulkner	CA	\$ 20,000.00	March 19, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Janet Lou Hurley Living Trust	CA	\$ 50,000.00	December 15, 2002	X		Yes	Capital Stock or Securities of Qualified Financing
Nicholas Kent	CA	\$ 25,502.50	March 17, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
Nicholas Kent	CA	\$ 15,000.00	April 26, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
Nicholas Kent	CA	\$ 10,000.00	October 3, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
Paul Hoy and Deanna Hoy	CA	\$ 53,750.00	December 31, 2002	X		Yes	Capital Stock or Securities of Qualified Financing
Paula Averyl	CA	\$ 33,333.33	February 20, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Petersen Family Trust	CA	\$ 100,000.00	March 16, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Phillip L. Terry and Co. Ins. Services	CA	\$ 50,000.00	January 15, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Reba N'Al's Trust	CA	\$ 100,000.00	January 18, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
T. & Yulkie Kunitzigu Revocable Trust	CA	\$ 25,000.00	June 14, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
R.G. Covenant Financial Inc.	CA	\$ 50,000.00	May 12, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Richard J. Dorus	CA	\$ 50,000.00	May 21, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Robert Adams	CA	\$ 50,000.00	December 4, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Robert G. Davey	CA	\$ 25,000.00	September 30, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
Robert & Carol Italiani Revocable Trust	CA	\$ 25,000.00	June 15, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Robin K. Hall	CA	\$ 5,800.00	June 10, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Ron Simandle	CA	\$ 25,000.00	June 24, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Ronald & Deborah Roper	CA	\$ 100,389.59	October 10, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Ron & Sonia Pope	CA	\$ 100,000.00	February 12, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Scott and Gail Swanson	CA	\$ 158,000.00	June 22, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Scott Steere	CA	\$ 107,750.00	December 31, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Steve Lawrence	CA	\$ 50,000.00	October 8, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Stephen Gray	CA	\$ 102,693.42	October 1, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Stephen Gray	CA	\$ 35,000.00	December 31, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Stephen John Gray AP/PC	CA	\$ 5,000.00	October 7, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Steve & Doanung Ormbrek	CA	\$ 5,000.00	October 20, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Steve & Doanung Ormbrek	CA	\$ 5,000.00	April 9, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Steve & Doanung Ormbrek	CA	\$ 5,000.00	April 12, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Steve & Doanung Ormbrek	CA	\$ 5,000.00	June 17, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Steve and Shirley Ireland	CA	\$ 50,000.00	March 18, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Steve and Shirley Ireland	CA	\$ 50,000.00	June 8, 2004		X	Yes	Capital Stock or Securities of Qualified Financing

Holder	State	Amount	Issued	75% Conversion Price	50% Conversion Price	Accredited	Convertible Into
Steve Ombrek	CA	\$ 110,000.00	December 30, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Susan Bohuszewski	CA	\$ 100,000.00	June 3, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Susan Cervantes	CA	\$ 58,000.00	May 20, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
Susan Cervantes	CA	\$ 12,000.00	February 5, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Susan Cervantes	CA	\$ 11,000.00	March 10, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Susan Cervantes	CA	\$ 5,000.00	March 17, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Susan Cervantes	CA	\$ 6,000.00	March 19, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Susan Cervantes	CA	\$ 2,000.00	June 9, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Sydney & Ethel Pattison Trust	CA	\$ 50,000.00	June 24, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
The Bennett Living Trust	CA	\$ 50,000.00	June 23, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
The Innovation Fund	CA	\$ 100,000.00	June 20, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Thomas Schaffer	CA	\$ 50,000.00	February 10, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
Thomas Meiss	CA	\$ 100,000.00	February 13, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Thomas Meiss	CA	\$ 5,750.00	September 28, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Thomas Meiss	CA	\$ 2,500.00	October 7, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Thomas Meiss	CA	\$ 4,250.00	October 7, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Thomas Meiss	CA	\$ 25,000.00	October 31, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Thomas Meiss	CA	\$ 5,000.00	February 5, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Unicom Integrity, L.P.	CA	\$ 101,205.48	October 10, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
William Miller & Patricia Miller	CA	\$ 101,333.33	May 29, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
William Moore, GP	CA	\$ 50,000.00	April 30, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Wyle Drummond & Catherine Drummond	CA	\$ 50,000.00	May 10, 2004	X		Yes	Capital Stock or Securities of Qualified Financing
Joy Ananias	CA	\$ 3,000.00	November 26, 2002		X	Yes	Capital Stock or Securities of Qualified Financing
John Fowle	CA	\$ 100,000.00	March 27, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
John H. Seebart	CA	\$ 50,000.00	April 22, 2003	X		Yes	Capital Stock or Securities of Qualified Financing
Holders Domiciled Out of State							
Gay Balllesen	NV	\$ 101,863.20	September 19, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
David B. Slaughtier	FL	\$ 101,183.32	August 30, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Ray Beerings	FL	\$ 25,000.00	February 20, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
David E. Fonk & Robyn L. Fonk	AZ	\$ 61,000.00	May 13, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
David E. Fonk & Robyn L. Fonk	AZ	\$ 41,000.00	June 21, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
David L. & Deborah S. Meiss	IL	\$ 50,000.00	November 28, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Manjolie Meiss	IL	\$ 50,000.00	April 14, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Deborah Crooks-Hill	MN	\$ 50,000.00	April 24, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Norma O'Callaghan	MN	\$ 50,000.00	November 29, 2002	X		Yes	Capital Stock or Securities of Qualified Financing
New Commerce Investment Limited	China	\$ 150,000.00	October 24, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
E. Thomas Enstice	NJ	\$ 100,000.00	December 23, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
Morgan Stanley, Inc., Custodian for Charles W. Koch, IRA Rollover	NJ	\$ 100,000.00	January 31, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Morgan Stanley, Inc., Custodian for Derek Jury, IRA Rollover	NJ	\$ 100,000.00	March 19, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Morgan Stanley, Inc., Custodian for Robert E. Martin, IRA Rollover	NJ	\$ 100,000.00	June 22, 2004		X	Yes	Capital Stock or Securities of Qualified Financing
Ralph Bennett	WA	\$ 100,000.00	January 15, 2003		X	Yes	Capital Stock or Securities of Qualified Financing
COMBINED TOTAL:		\$ 7,477,556.48					

**Convertible Debenture Schedule
2nd Round**

<u>Name of Debenture Holder</u>	<u>State</u>	<u>Accredited</u>	<u>Issued</u>	<u>Due</u>	<u>Amount</u>	<u>Conversion %</u>
Allen, Richard E. & Lynne M.	CA	Yes	10/23/2004	10/23/2006	\$25,000	75%
Almanza, Jose E. & Maria C.	CA	Yes	10/21/2004	10/21/2006	\$50,000	75%
Barrick, Larry or Tammy Barrick	CA	Yes	10/19/2004	10/19/2006	\$50,000	75%
Cervantes, Susan	CA	Yes	9/13/2004	9/13/2006	\$5,000	75%
Ferguson, Don & Irene	CA	Yes	8/18/2004	8/18/2006	\$50,000	50%
Hocko, Larry C. & Janet M.	CA	Yes	9/24/2004	9/24/2006	\$50,000	75%
Johnston, Mary Margaret	CA	Yes	8/11/2004	8/11/2006	\$100,000	50%
Kent, Nicholas O.	CA	Yes	10/18/2004	10/18/2006	\$20,000	75%
Lewis Living Trust, Scott & Barbara	CA	Yes	8/31/2004	8/31/2006	\$50,000	50%
Lewis Living Trust, Scott & Barbara	CA	Yes	9/24/2004	9/24/2006	\$5,000	75%
Qaqish, Maher F. & Mays Kakish	CA	Yes	9/27/2004	9/27/2006	\$25,000	75%
Sandel, Timothy R. and Georgia C.	CA	Yes	8/11/2004	8/11/2006	\$100,000	50%
Swanson, Scott A. & Gail A.	CA	Yes	9/24/2004	9/24/2006	\$50,000	75%
 Holders Domiciled Out of State						
Wilson, Walter L. & Delia E.	AZ	Yes	10/22/2004	10/22/2006	\$50,000	75%
Crooks-Hill, Deborah	MN	Yes	8/31/2004	8/31/2006	\$50,000	75%
Combined Total:					\$680,000	

