

Warrants 1257824  
SEC

OMB APPROVAL	
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RECEIVED  
DEC 06 2004  
SEC MAIL  
SEC USE ONLY  
SECTION 4(6)

**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.)

**Warrants for Common Stock**

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

(if different from Executive Offices)

**Same as above**

Brief Description of Business

**Software/Technology Development, Products & Services for Financial Planners**

Type of Business Organization

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

PROCESSED  
DEC 09 2004

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)



**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.**

*Bof*

**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

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

Full Name (Last name first, if individual) \_\_\_\_\_

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

Name of Associated Broker or Dealer \_\_\_\_\_

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

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

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

Full Name (Last name first, if individual) \_\_\_\_\_

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

Name of Associated Broker or Dealer \_\_\_\_\_

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

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

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	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 .....	\$ _____	\$ _____
Equity .....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	\$ 0.00	\$ 0.00

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 .....	35	\$ _____
Non-accredited Investors .....	0	\$ _____
Total (for filings under Rule 504 only) .....		\$ 0.00

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 type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 10,000.00
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 2,000.00
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$ 439,750.00
Other Expenses (identify) _____ .....	<input type="checkbox"/>	\$ _____
Total .....	<input checked="" type="checkbox"/>	\$ 451,750.00

**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.” .....

\$ -451,750.00

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 type="checkbox"/> \$ _____	<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 type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ 0.00	

**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) <i>Timothy S. Allard</i>	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"/>	n/a for services rendered	1		0	\$0.00		<input checked="" type="checkbox"/>
AR									
CA		<input checked="" type="checkbox"/>	n/a for services rendered	34		0	\$0.00		<input checked="" type="checkbox"/>
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

**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
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

**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"/>

Warrants Schedule		1st Round											
Name of Warrant Holder/ Name of Finder	State	Accredited	Issued	Shares	Exercise Price	Expiration	Investor Introduction	Other Compensation					
Adams, Robert B.	CA	Yes	-	-	-	-	Ralph Bennett/\$100,000 investment	\$5,000					
Adams, Robert B.	CA	Yes	5/19/2003	1250	\$1.20	5/19/2007	David Slaughter/\$25,000 investment	\$1,250					
Adams, Robert B.	CA	Yes	5/28/2003	1000	\$1.20	5/28/2007	Gary Balleisen/\$50,000 investment	\$2,000					
Adams, Robert B.	CA	Yes	8/11/2003	2000	\$1.20	8/11/2007	Gary Balleisen/\$50,000 investment	\$2,000					
Adams, Robert B.	CA	Yes	5/28/2003	1250	\$1.20	5/28/2007	John Usher/\$25,000 investment	\$1,250					
Adams, Robert B.	CA	Yes	6/25/2003	1250	\$1.20	6/25/2007	David Slaughter/\$25,000 investment	\$1,250					
Adams, Robert B.	CA	Yes	7/24/2003	2500	\$1.20	7/24/2007	Sandor Szaniszló/\$50,000 investment	\$2,500					
Adams, Robert B.	CA	Yes	8/7/2003	1250	\$1.20	8/7/2007	David Slaughter/\$25,000 investment	\$1,250					
Adams, Robert B.	CA	Yes	9/17/2003	2500	\$2.00	8/17/2007	Sandor Szaniszló/\$50,000 investment	\$2,500					
Alliance Investment Consultants, Inc.	CA	Yes	6/20/2003	5000	\$1.20	6/20/2007	Innovation Fund 2000, LLC/\$100,000 investment	\$5,000					
Averyl, Paula	CA	Yes	2/20/2004	1996	\$2.00	2/20/2008	Lance Hall/\$33,333.34 investment	\$0					
Betts, Andrew	CA	Yes	8/22/2002	2000	\$1.20	8/22/2008	Maxine DuBois/\$100,000 investment	\$0					
Bryant, John	CA	Yes	3/30/2003	2500	\$1.20	3/30/2007	Nicholas Kent/\$25,000 investment	\$0					
Bryant, John	CA	-	2/20/2004	-	-	-	Lance Hall/\$33,333.34 investment	\$333.34					
Bryant, John	CA	Yes	6/15/2004	1497	\$2.00	6/15/2008	Robert & Carol Hatani investment	\$2,500					
Bryant, John	CA	Yes	6/14/2004	1497	\$2.00	6/14/2008	Teruo T. Kunitsugo/\$25,000 investment	\$2,500					
Bryant, John	CA	Yes	5/10/2004	2994	\$2.00	5/10/2008	Wylie & Catherine Drummond/\$50,000 investment	\$5,000					
Bryant, John	CA	Yes	5/17/2004	2994	\$2.00	5/17/2008	Dean & Georgia Ananias/\$50,000 investment	\$5,000					
Bryant, John	CA	Yes	2/20/2004	1996	\$2.00	2/20/2008	Cindy Couyoumijian/\$33,333.33 investment	\$3,333.33					
Bryant, John	CA	Yes	2/20/2004	1996	\$2.00	2/20/2008	Paula Averyl/\$33,333.33 investment	\$3,333.33					
Bryant, John	CA	Yes	12/9/2003	2994	\$2.00	12/9/2007	Larry Butler & Janet Hocko/\$50,000 investment	\$5,000					

<u>Name of Warrant Holder/</u>	<u>State</u>	<u>Accredited</u>	<u>Issued</u>	<u>Shares</u>	<u>Exercise Price</u>	<u>Expiration</u>	<u>Investor Introduction</u>	<u>Other Compensation</u>
Bryant, John	CA	Yes	10/1/2003	2000	\$2.00	10/1/2007	Nicholas Kent/\$10,000 investment Alliance Investment Consultants- Innovation Fund/\$100,000 investment	\$0
Bryant, John	CA	Yes	6/20/2003	5000	\$1.20	6/20/2007	Christ T. and Iise Chaitas/\$50,000 investment	\$0
Bryant, John	CA	Yes	5/18/2003	3750	\$1.20	5/18/2007	Scott Moore & Mike Williams/\$50,000 investment	\$0
Carter, Karly	CA	Yes	4/30/2004	2994	\$2.00	4/30/2008	Steve & Jennifer Carter/\$50,000 investment	\$5,000
Carter, Karly	CA	Yes	3/14/2004	2994	\$2.00	3/14/2008	Scott & Gay Lewis/\$10,000 investment	\$5,000
Cervantes, Susan	CA	Yes	6/16/2004	599	\$2.00	6/16/2008	Steve & Shirley Ireland/\$50,000 investment	\$1,000
Cervantes, Susan	CA	Yes	6/8/2004	2994	\$2.00	6/8/2008	Steve & Shirley Ireland/\$50,000 investment	\$5,000
Cervantes, Susan	CA	Yes	3/17/2004	2994	\$2.00	3/17/2008	Scott & Gay Lewis/\$60,000 investment	\$5,000
Cervantes, Susan	CA	Yes	3/19/2004	3593	\$2.00	3/19/2008	Scott & Gay Lewis/\$120,000 investment	\$6,000
Cervantes, Susan	CA	Yes	2/5/2004	7186	\$2.00	2/5/2008	Scott & Barbara Lewis-Lewis Living Trust/\$50,000 investment	\$12,000
Cervantes, Susan	CA	Yes	8/31/2004	2517	\$3.36	8/31/2008	Michael J. Coventry/\$15,000 investment	\$5,000
Coventry, David	CA	Yes	5/25/2003	750	\$1.20	5/25/2007	Sally Mas/\$100,000 investment	\$0
Cornfield, Richard	CA	Yes	4/21/2004	5988	\$2.00	4/21/2008	Herb Glazeroff/\$50,000 investment	\$10,000
Cornfield, Richard	CA	Yes	1/23/2004	2994	\$2.00	1/23/2008	Al & Reba Smith/\$100,000 investment	\$5,000
Cornfield, Richard	CA	Yes	1/18/2004	5988	\$2.00	1/18/2008	Eugene & Nita Fay Luxenberg/\$100,000 investment	\$10,000
Faulkner, Mostyn	CA	Yes	4/8/2004	2994	\$2.00	4/8/2008	John M. Fowle/\$100,000 investment	\$5,000
Faulkner, Mostyn	CA	Yes	3/27/2004	2994	\$2.00	3/27/2008	John & Catherine Schulthess/\$50,000 investment	\$5,000
Faulkner, Mostyn	CA	Yes	5/30/2003	1250	\$1.20	5/30/2007	Michael Goldfeder/\$25,000 investment	\$0
Fella, Jerry	CA	Yes	9/15/2001	21,662	vesting provisions	9/15/2011		n/a
Gray, Stephen	CA	Yes	2/3/2004	1,497	\$2.00	2/3/2008	Michael Goldfeder/\$25,000 investment	\$2,500
Gray, Stephen	CA	Yes	3/18/2004	1497	\$2.00	3/18/2008	Ron & Sonia Pope/\$100,000 investment	\$2,500
Gray, Stephen	CA	Yes	2/12/2004	2994	\$2.00	2/12/2008		\$10,000

<u>Name of Warrant Holder/</u> <u>Name of Finder</u>	<u>State</u>	<u>Accredited</u>	<u>Issued</u>	<u>Shares</u>	<u>Exercise Price</u>	<u>Expiration</u>	<u>Investor Introduction</u>	<u>Other</u> <u>Compensation</u>
Gray, Stephen	CA	Yes	10/9/2003	5000	\$2.00	10/9/2007	Steve Lawrence/\$50,000 investment	\$5,000
Gray, Stephen John (APLC)	CA	Yes	10/7/2003	5000	\$2.00	10/7/2007	John Wendt/\$50,000 investment	\$5,000
Gray, Stephen	CA	Yes	9/26/2003	5000	\$2.00	9/26/2007	Michael Goldfeder/\$50,000 investment	\$5,000
Gray, Stephen	CA	Yes	8/27/2003	10,000	\$2.00	8/27/2007	Jeffrey Simms/\$100,000 investment	
Hom, Raymond	CA	Yes	6/24/2004	2,994	\$2.00	6/24/2008	Sydney & Ethel Pattison/\$50,000 investment	\$5,000
Hom, Raymond	CA	Yes	6/23/2004	2,994	\$2.00	6/23/2008	Darlene Bennett Bacon/\$50,000 investment	\$5,000
Humeston, Sean Paul	CA	Yes	3/26/2004	1,497	\$2.00	3/26/2008	Richard & Janet Jones/\$25,000 investment	\$2,500
Humeston, Sean Paul	CA	Yes	4/8/2004	2994	\$2.00	4/8/2008	Eugent & Nita Fax Luxenberg/\$100,000 investment	\$5,000
Humeston, Sean Paul	CA	Yes	3/27/2004	2994	\$2.00	3/27/2008	John M. Fowler/\$100,000 investment	\$5,000
Humeston, Sean Paul	CA	Yes	6/24/2004	2,994	\$2.00	6/24/2008	Donald G. Wolter/\$50,000 investment	\$5,000
Jury, Greg	CA	Yes	3/30/2004	2,994	\$2.00	3/30/2008	Mary T. McAuliffe/\$50,000 investment	\$5,000
Jury, Greg	CA	Yes	3/18/2004	5,988	\$2.00	3/18/2008	Derek Jury/\$100,000 investment	\$10,000
Kirkland, Ray	CA	Yes	6/21/2004	2,455	\$2.00	6/21/2008	David & Robyn Fonk/\$41,000 investment	\$4,100
Kirkland, Ray	CA	Yes	5/25/2004	2,994	\$2.00	5/25/2008	J.E. Marquez/\$50,000 investment	\$5,000
Kirkland, Ray	CA	Yes	5/13/2004	3,653	\$2.00	5/13/2008	David & Robyn Fonk/\$61,000 investment	\$6,100
Kirkland, Ray	CA	Yes	5/17/2004	2,994	\$2.00	5/17/2008	Arlene Shaler/\$50,000 investment	\$5,000
Kirkland, Ray	CA	Yes	5/11/2004	2,994	\$2.00	5/11/2008	Daniel & Charlotte Tarkington/\$50,000 investment	\$5,000
Kirkland, Ray	CA	Yes	5/12/2004	1,497	\$2.00	5/12/2008	RG Covenant Financial/\$50,000 investment	\$0
Kirkland, Ray	CA	Yes	3/30/2004	2,994	\$2.00	3/30/2008	David & Marilee Bearden/\$100,000 investment	\$5,000
Koch, Chuck	CA	Yes	12/23/2003	5,988	\$2.00	12/23/2007	E. Thomas Enstice/\$100,000 investment	\$10,000
Koch, Chuck	CA	Yes	10/24/2003	15,000	\$2.00	10/27/2007	New Commerce Investment Limited (Xiaofan Cao)/\$150,000 investment	\$15,000
Lewis, Scott & Gay	CA	Yes	6/22/2004	9,461	\$2.00	6/22/2008	Scott & Gail Swanson/\$258,000 investment	\$15,800

<u>Name of Finder</u>	<u>State</u>	<u>Accredited</u>	<u>Issued</u>	<u>Shares</u>	<u>Exercise Price</u>	<u>Expiration</u>	<u>Investor Introduction</u>	<u>Other Compensation</u>
Major, Charles A.	CA	Yes	3/30/2004	2,994	\$2.00	3/30/2008	Bearden Family Trust/\$100,000 investment	\$5,000
Major, Charles A.	CA	Yes	3/16/2004	5,988	\$2.00	3/16/2008	Robin Peterson/\$100,000 investment	\$10,000
Marshall, John	CA	Yes	9/15/2001	16,069	vesting provisions	9/15/2011	William & Patricia Miller/\$50,000 investment	n/a
Meiss, Thomas	CA	Yes	5/29/2004	2,994	\$2.00	5/29/2008	William & Patricia Miller/\$50,000 investment	\$5,000
Meiss, Thomas	CA	Yes	4/14/2004	2,994	\$2.00	4/14/2008	Marjorie Meiss/\$50,000 investment	\$5,000
Meiss, Thomas	CA	Yes	1/27/2004	2,994	\$2.00	1/27/2008	William & Patricia Miller/\$50,000 investment	\$5,000
Meiss, Thomas	CA	Yes	11/28/2003	2,994	\$2.00	11/28/2007	David & Deborah Meiss/\$50,000 investment	\$5,000
Meiss, Thomas	CA	Yes	10/3/2003	4,250	\$2.00	10/3/2007	Ron & Deborah Roper/\$42,500 investment	\$4,250
Meiss, Thomas	CA	Yes	9/30/2003	2,500	\$2.00	10/30/2007	Bob Davey/\$25,000 investment	\$2,500
Meiss, Thomas	CA	Yes	9/16/2003	5,750	\$2.00	10/16/2007	Ron Roper/\$57,500 investment	\$5,750
Mowbray, Dave	CA	Yes	5/28/2003	500	\$1.20	5/28/2007	Gary Balleisen/\$50,000 investment	\$0
Mowbray, Dave	CA	Yes	8/1/2003	500	\$1.20	8/1/2007	Gary Balleisen/\$50,000 investment	\$500
Morm, Dareth	CA	Yes	5/6/2004	1,497	\$2.00	5/6/2008	Francis J. Wunderlich/\$25,000 investment	\$2,500
O'Callaghan, Jim	CA	Yes	4/24/2004	2,994	\$2.00	4/24/2008	Deborah Crooks Hill/\$50,000 investment	\$5,000
O'Callaghan, Jim	CA	Yes	12/15/2003	2,994	\$2.00	12/15/2007	Kathi Wilson/\$50,000 investment	\$5,000
O'Callaghan, Jim	CA	Yes	4/22/2003	2,500	\$1.20	4/22/2007	John H. Seebart/\$50,000 investment	\$0
O'Callaghan, Jim	CA	Yes	5/1/2003	2,500	\$1.20	5/1/2007	Stephen Gray/\$50,000 investment	\$0
O'Callaghan, Jim	CA	Yes	6/2/2003	1,875	\$1.20	6/2/2007	Stephen Gray/\$37,500 investment	\$0
O'Callaghan, Jim	CA	Yes	11/29/2000	1,500	\$1.20	11/29/2004	Norma O'Callaghan/\$50,000 investment	\$0
Ormbrek, Steve	CA	Yes	10/20/2003	2,994	\$2.00	10/20/2007	Monell Ormbrek/\$50,000 investment	\$0
Regas, John	CA	-	5/18/2003	-	-	-	Christ T. and Ilse Chialtas/\$50,000 investment	\$1,250
Regas, John	CA	-	5/25/2003	-	-	-	Michael J. Coventry/\$15,000 investment	\$750
Regas, John	CA	-	5/30/2003	-	-	-	John & Catherine Schultness/\$50,000 investment	\$1,250



**Warrants Ledger-2nd Round**

<u>Name of Warrant Holder</u>	<u>Stat</u>	<u>Date of Issuance</u>	<u>Number of Shares</u>	<u>Exercise Price</u>	<u>Expiration Date</u>	<u>Investor Introduction</u>
Bearden, Marilee	CA	10/21/2004	2517	\$3.36	10/21/2006	Jose E. and Maria C. Almanza Family Trust/10.21.2004/\$50,000 Nicholas O.
Bryant, John R.	CA	10/18/2004	1006	\$3.36	10/18/2008	Kent/\$20,000/10.18.2004
Bryant, John R.	CA	8/18/2004	2517	\$3.36	8/18/2008	Don & Irene Ferguson/\$50,000/8.18.2004
Bryant, John R.	CA	9/29/2004	2517	\$3.36	9/29/2008	Larry Butler & Janet Hocko/\$50,000/9.29.2004
Bryant, John R.	CA	10/23/2004	1258	\$3.36	10/23/2008	Richard E. Allen/\$25,000/10.23.2004
Carter, Karly	CA	10/25/2004	2517	\$3.36	10/25/2008	Larry & Tammy Barrick/\$50,000/10.25.2004
Cervantes, Susan R.	CA	8/31/2004	2517	\$3.36	8/31/2008	Lewis Living Trust/\$50,000/8.31.2004
Chaltas, Christ T., Sole Proprietor of EdVentures	CA	9/27/2004	1,258	\$3.36	9/27/2008	Maher F. Qaish & Mays Kakish/\$25,000/9.27.2004
Chaltas, Christ T., Sole Proprietor of EdVentures	CA	10/19/2004	5035	\$3.36	10/19/2008	Timothy R. & Georgia C. Sandel/\$100,000/8.11.2004
Kent, Nicholas O.	CA	10/30/2004	2517	\$3.36	10/30/2008	Mike & Helena Kobrin/\$50,000/10.30.2004
Lewis Living Trust, Dated January 10,2003	CA	9/24/2004	2517	\$3.36	9/24/2008	Scott & Gail Swanson/\$50,000/9.24.2004
McFarland, Christian	CA	8/11/2004	5034	\$3.36	8/11/2008	Mary Margaret Johnston/\$100,000/8.11.2004
O'Callaghan, Jim	CA	8/31/2004	2517	\$3.36	8/31/2008	Deborah Crooks- Hill/\$50,000/8.31.2004
<b>Out of State Warrant Holders</b>						
Kirkland, Ray	AZ	10/22/2004	2517	\$3.36	10/22/2006	Walter L. & Della E. Wilson/\$50,000/10.22.2004
		<b>AZ &amp; CA Subtotal:</b>	<b>69971</b>			<b>Total Combined</b>

