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SEC 1972
(6/02)

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ATTENTION

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



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

OMB APPROVAL
OMB Number: 3235-0076
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PROCESSED

DEC 20 2004
THOMSON FINANCIAL

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		

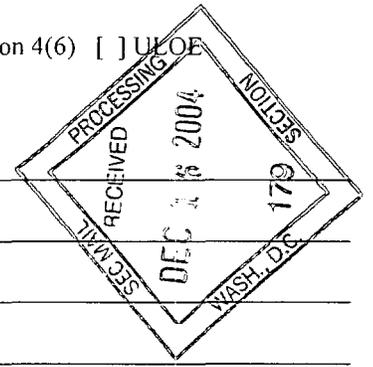
Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Allin Corporation 2004 Options

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

[] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment



A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

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

Allin Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
381 Mansfield Avenue, Suite 400, Pittsburgh, PA 15220 (412) 928-8800

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

Brief Description of Business

Provides solutions-oriented application development and technology infrastructure consulting and systems integration services.



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

Full Name (Last name first, if individual)

Praskach, Dean C.

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

381 Mansfield Avenue, Suite 400, Pittsburgh, PA 15220

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

Full Name (Last name first, if individual)

Blair, Brian K.

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

2498 Monterey Court, Weston, FL 33327

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

Full Name (Last name first, if individual)

Bucci, Anthony L.

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

4 Station Square, Suite 500, Pittsburgh, PA 15219

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

Full Name (Last name first, if individual)

Kavan, William C.

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

117 Brixton Road, Garden City, NY 11530

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

Full Name (Last name first, if individual)

Kelly, James S.

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

2406 Oak Hurst Court, Murrysville, PA 15668

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

Full Name (Last name first, if individual)

Vickers, Anthony C.

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

1336 Via Romero, Palos Verdes, CA 90274

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

Full Name (Last name first, if individual)

Posner, Henry Jr.

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

381 Mansfield Avenue, Suite 500, Pittsburgh, PA 15220

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

Full Name (Last name first, if individual)

Friedman, Emanuel J.

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

1001 19th Street North, Arlington, VA 22209

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

Full Name (Last name first, if individual)

Friedman, Billings Ramsey Group, Inc.

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

1001 19th Street North, Arlington, VA 22209

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

Full Name (Last name first, if individual)

FBR Investment Management, Inc.

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

1001 19th Street North, Arlington, VA 22209

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$1.00*¹
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.

Not Applicable

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) N/A

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.)

*1 Represents the lowest per share exercise price of options to purchase an aggregate of 303,334 shares of the issuer's common stock.

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

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

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ <u>315,973^{*2}</u>	\$ <u>-0-^{*3}</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>-0-^{*3}</u>	\$ <u>-0-^{*3}</u>
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>315,973^{*2}</u>	\$ <u>-0-^{*3}</u>

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

2. Enter the number of accredited and non-accredited investors who 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	_____	\$ _____
Non-accredited Investors	<u>5</u>	\$ <u>-0-^{*3}</u>
Total (for filings under Rule 504 only).....	_____	\$ _____

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

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, 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	_____	\$ _____

*2 Represents the aggregate exercise price of options to purchase an aggregate of 303,334 shares of the issuer's common stock.

*3 The options, none of which have been exercised as of the date hereof, were or will be issued as compensation to employees.

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

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

Transfer Agent's Fees	<input type="checkbox"/>	\$	_____
Printing and Engraving Costs	<input type="checkbox"/>	\$	_____
Legal Fees	<input checked="" type="checkbox"/>	\$	3,000
Accounting Fees	<input type="checkbox"/>	\$	_____
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"/>	\$	3,000

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.”

\$ 312,973

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

		Payments to Officers, Directors, & Affiliates		Payments To Others		
Salaries and fees (Legal fees for acquisition).....	<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 checked="" type="checkbox"/>	\$	312,973
Other (specify): _____	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$	_____
Column Totals	<input type="checkbox"/>	\$	_____	<input checked="" type="checkbox"/>	\$	312,973
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/> \$			<u>312,973</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) ALLIN CORPORATION	Signature 	Date 12/8/04
Name of Signer (Print or Type) Dean C. Praskach	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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