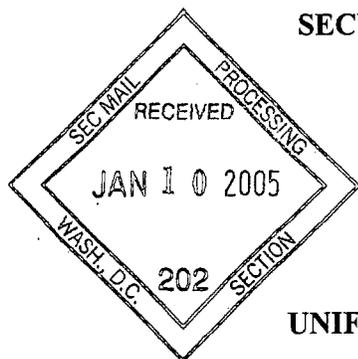


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D

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

Barcode with number 05000816, hours per form, SEC USE ONLY, Prefix, Serial, DATE RECEIVED

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

Convertible Notes and Warrants and underlying shares of Preferred Stock

1177684

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

PROCESSED

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

JAN 12 2005

Mobile Digital Media, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

777 Cuesta Drive, #200B, Mountain View, CA 94040

Telephone Number (Including Area Code)

(650) 961-0636

THOMPSON FINANCIAL

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

Same as above.

Telephone Number (Including Area Code)

Same as above.

Brief Description of Business

Publishes cross-platform, consumer software on industry standard Secure Digital and MultiMediaCard cards for PDAs and mobile phones.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization:

Month Year June 2002

- 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, When to File, Where to File, Copies Required, Information Required, 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.

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

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.

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

Full Name (Last name first, if individual)

Cottle, Barry

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

817 W. Peachtree St. Suite 210, Atlanta, GA 30308

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

Full Name (Last name first, if individual)

Masarek, Alan B.

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

136 Main Street, Suite 202, Westport, CT 06880

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

Full Name (Last name first, if individual)

Access Technology Capital, LLC

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

730 5th Avenue, 20th Floor, New York, NY 10019

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)

PalmOne, Inc.

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

5470 Great America Parkway, Santa Clara, California 95054

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

Full Name (Last name first, if individual)

Shea Ventures, LLC

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

655 Brea Canyon Road, Walnut, CA 91789

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)

Chahil, Satjiv

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

961 Los Altos Avenue, Los Altos, CA 94022

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

Full Name (Last name first, if individual)

Thoren, Peter

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

c/o Access Technology Capital, LLC, 730 5th Avenue, 20th Floor, New York, NY 10019

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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Box(es) that Apply:

Full Name (Last name first, if individual)

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

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Box(es) that Apply:

Full Name (Last name first, if individual)

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

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Box(es) that Apply:

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

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 X
Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ N/A

3. Does the offering permit joint ownership of a single unit?..... Yes X 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.

N/A

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

Table with 13 columns representing US 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], [VA], [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

Table with 13 columns representing US 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], [VA], [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

Table with 13 columns representing US 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], [VA], [WV], [WI], [WY], [PR]

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	\$ <u>0.00</u>	\$ <u>0.00</u>
Equity	<u>0.00</u>	\$ <u>0.00</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants): Convertible Promissory Notes & Warrants	\$ <u>1,000,000.00</u>	\$ <u>1,000,000.00</u>
Partnership Interests	\$ <u>0.00</u>	\$ <u>0.00</u>
Other (Specify _____)	\$ <u>0.00</u>	\$ <u>0.00</u>
Total	\$ <u>1,000,000.00</u>	\$ <u>1,000,000.00</u>

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	<u>2</u>	\$ <u>1,000,000.00</u>
Non-accredited Investors	<u>0</u>	\$ <u>0.00</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, 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	<u>N/A</u>	\$ <u>0.00</u>
Regulation A	<u>N/A</u>	\$ <u>0.00</u>
Rule 504	<u>N/A</u>	\$ <u>0.00</u>
Total	<u>N/A</u>	\$ <u>0.00</u>

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"/>	\$ <u>0.00</u>
Printing and Engraving Costs	<input type="checkbox"/>	\$ <u>0.00</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>10,000.00</u>
Accounting Fees	<input type="checkbox"/>	\$ <u>0.00</u>
Engineering Fees	<input type="checkbox"/>	\$ <u>0.00</u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ <u>0.00</u>
Other Expenses (Identify)	<input type="checkbox"/>	\$ <u>0.00</u>
Total	<input checked="" type="checkbox"/>	\$ <u>10,000.00</u>

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" **\$ 990,000.00**

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

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase of real estate	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Repayment of indebtedness.....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Working capital.....	<input type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ \$ 990,000.00
Other (specify): _____	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
_____	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
_____	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Column Totals.....	<input type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ \$ 990,000.00
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ \$ 990,000.00

D. FEDERAL SIGNATURE

The issuer had 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) Mobile Digital Media, Inc.	Signature 	Date January 6, 2005
Name of Signer (Print or Type) Alan B. Masarek	Title of Signer (Print or Type) President and Chief Financial Officer	

ATTENTION

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