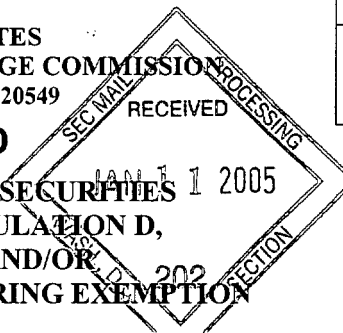


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

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



OMB APPROVAL stamp with barcode 05001174 and DATE RECEIVED field

Name of Offering (checkbox), Purchase and Sale of Series A2 Preferred Stock, Filing Under (checkboxes for Rule 504, Rule 505, Rule 506, Section 4(6), ULOE), Type of Filing (checkboxes for New Filing, Amendment)

Handwritten number 1133931

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer (checkbox), Motorsport Aftermarket Group, Inc., Address of Executive Offices, Address of Principal Business Operations, Brief Description of Business, Design and implementation of the consolidation of one or more entities in the sale and distribution of motorcycle parts and accessories, Type of Business Organization (checkboxes for corporation, limited partnership, etc.)

PROCESSED stamp

Actual or Estimated Date of Incorporation or Organization (Month/Year boxes, Actual/Estimated checkboxes), Jurisdiction of Incorporation or Organization (State abbreviation box)

JAN 12 2005 stamp and handwritten initials

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.

(for footnote, if any)

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)

Ackerman, Arnold W.

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

c/o Duff Ackerman & Goodrich, LP, Two Embarcadero Center, Ste. 2300, San Francisco, CA 94111

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

Full Name (Last name first, if individual)

Duff, Jr., John M.

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

c/o Duff Ackerman & Goodrich, LP, Two Embarcadero Center, Ste. 2300, San Francisco, CA 94111

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

Full Name (Last name first, if individual)

Dickson, Jeffrey L.

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

c/o Prudential Capital Group, Four Embarcadero Center, Suite 2700, San Francisco, CA 94111

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

Full Name (Last name first, if individual)

Bjelajac, Keith

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

c/o Motorsport Aftermarket Group, Inc., 2146 Michelson Drive, Suite B, Irvine, CA 92612

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

Full Name (Last name first, if individual)

Heermans, James P.

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

c/o Motorsport Aftermarket Group, Inc., 2146 Michelson Drive, Suite B, Irvine, CA 92612

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

Full Name (Last name first, if individual)

Goodrich, Thomas R.

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

c/o Duff Ackerman & Goodrich, LP, Two Embarcadero Center, Ste. 2300, San Francisco, CA 94111

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

Full Name (Last name first, if individual)

Duff Ackerman & Goodrich, LP and affiliated entities

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

Two Embarcadero Center, Ste. 2300, San Francisco, CA 94111

(for footnote, if any)

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)

Issue V, Inc.

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

c/o Priscilla Dedoro, AVP, 550 Kearny Street, Suite 600, San Francisco, CA 94108

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

Full Name (Last name first, if individual)

Antares Capital Corporation

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

311 South Wacker Drive, Suite 6400, Chicago, IL 60606

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

Full Name (Last name first, if individual)

Simmons, Allen L.

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

575 Witches Road, Bristol, CT 06010

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

Full Name (Last name first, if individual)

McGann, Thomas

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

c/o Motorsport Aftermarket Group, Inc., 2146 Michelson Drive, Suite B, Irvine, CA 92612

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

Full Name (Last name first, if individual)

Rodgers, David

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

c/o Motorsport Aftermarket Group, Inc., 2146 Michelson Drive, Suite B, Irvine, CA 92612

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

Full Name (Last name first, if individual)

Toke, Michael

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

c/o Motorsport Aftermarket Group, Inc., 2146 Michelson Drive, Suite B, Irvine, CA 92612

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

Full Name (Last name first, if individual)

Hood, Doug

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

c/o Motorsport Aftermarket Group, Inc., 2146 Michelson Drive, Suite B, Irvine, CA 92612

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? \$ _____ N/A
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 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</u>	\$ <u>0</u>
Equity.....	\$ <u>2,250,003.00</u>	\$ <u>550,024.00</u>
	<input type="checkbox"/> Common	<input checked="" type="checkbox"/> Preferred*
Convertible Securities (including Notes and Warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____).....	\$ <u>0</u>	\$ <u>0</u>
Total.....	\$ <u>2,250,003.00</u>	\$ <u>550,024.00</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>4</u>	\$ <u>550,024.00</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u>0</u>	\$ <u>0</u>

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>0</u>
Regulation A.....	_____	\$ <u>0</u>
Rule 504.....	_____	\$ <u>0</u>
Total.....	_____	\$ <u>0</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 checked="" type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>100,000.00</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Engineering Fees.....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) <u>Blue Sky Filing Fees</u>	<input checked="" type="checkbox"/>	\$ <u>1,200.00</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>101,200.00</u>

*Series A2 Convertible Preferred Stock and Common Stock issueable upon conversion of such Preferred Stock.

D. 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." \$ 2,148,803.00

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.

		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Purchase of real estate	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
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 checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>2,148,803.00</u>
Repayment of indebtedness	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Working capital	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Other (specify): _____	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
_____	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Column Totals	<input checked="" type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>2,148,803.00</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/>	\$ <u>2,148,803.00</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) Motorsport Aftermarket Group, Inc.	Signature	Date
Name (Print or Type) Keith Bjelajac	Title (Print or Type) Senior V.P. Finance Administration, CFO & Secretary	

ATTENTION

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

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

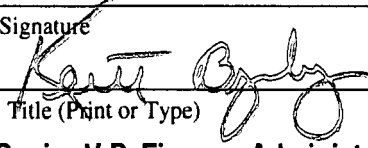
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 2,148,803.00

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.

		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees	<input checked="" type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 0
Purchase of real estate	<input checked="" type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 0
Purchase, rental or leasing and installation of machinery and equipment	<input checked="" type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 0
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 0
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 checked="" type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ <u>2,148,803.00</u>
Repayment of indebtedness	<input checked="" type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 0
Working capital	<input checked="" type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 0
Other (specify): _____	<input checked="" type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 0
_____	<input checked="" type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 0
_____	<input checked="" type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 0
Column Totals	<input checked="" type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ <u>2,148,803.00</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$ <u>2,148,803.00</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) Motorsport Aftermarket Group, Inc.	Signature 	Date 11/3/05
Name (Print or Type) Keith Bjelajac	Title (Print or Type) Senior V.P. Finance Administration, CFO & Secretary	

ATTENTION

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