FORM D

038361

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

FORM D

05001479

0500

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

SEC USE ONLY								
Prefix		Serial						
D/	DATE RECEIVED							
1 1								
1 '		ı						

Name of Offering (□ chec	k if this is an amendment and name has changed	and indicate change.)		
Filing Under (Check box(e	s) that apply): □ Rule 504 □ Rule 505 ■ Rule	e 506 □ Section 4(6) □	ULOE RECEIVED	
Type of Filing: ■ New	Filing Amendment			
			2005	
	A. BASIC IDENTII	FICATION DATA	((JWIN T D 5000	
1. Enter the information red				
Name of Issuer (□ check	if this is an amendment and name has changed, a	and indicate change.)		
Peace Arch Entert	ainment Group Inc.		179/8/	
Address of Executive Office	es (Number and Street, City, State, Zip	Code)	Telephone Number (Including Area Code)	
407-124 Merton St	treet, Toronto, Ontario M4S 2Z2		(604) 681-9308	
Address of Principal Busine	ess Operations (Number and Street, City,	State, Zip Code)	Telephone Number (Including Area Code)	
(if different from Executive	•	, ,		
	•			
Brief Description of Busine	ess			
Producing and ma	rketing a variety of products rang	ing from consumer	based instructional videos,	
•	te training programs, individually	•		
•		•	to videos, realare mins,	
	ntaries and television commercial	S	Feve	
Type of Business Organiza			PROCES	
■ corporation	☐ limited partnership, already formed	☐ other (please specify):	CESSEN	
□ business trust	☐ limited partnership, to be formed		- JAN -	
	Month	Year	14 2005 .—	
	f Incorporation or Organization [1][0]		Estimated	
Jurisdiction of Incorporatio	n or Organization: (Enter two-letter U.S. Postal S	Service abbreviation for State	e: FINCHISOM	
	CN for Canada; FN for other foreign	n jurisdiction) [C]	[N]	
	<u></u>	<u> </u>	_ 	

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.

SEC 1972 (5/91) Lof 9

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.

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2. Enter the information requested for the following:	DENTIFICATION DA	.1A	
• Each promoter of the issuer, if the issuer has been organize	d within the past five ve	ars:	
Each beneficial owner having the power to vote or dispose,			% or more of a class of equity securities of
the issuer;		p	· · · · · · · · · · · · · · · · · · ·
 Each executive officer and director of corporate issuers and 	l of corporate general an	d managing par	tners 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)			
Di Pasquale, Mara			
Business or Residence Address (Number and Street, City, State, Z	ip Code)		
407-124 Merton Street, Toronto, Ontario M4S	2Z2		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or
			Managing Partner
Full Name (Last name first, if individual)		1	
Falzon, Charles			
Business or Residence Address (Number and Street, City, State, Z	ip Code)		
5281 11th Line, RR2, Acton, Ontario L7J 2L8			
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	☐ Executive Officer	■ Director	□ General and/or
· · · · · · · · · · · · · · · · · · ·			Managing Partner
Full Name (Last name first, if individual)			
Fodie, lan			
Business or Residence Address (Number and Street, City, State, Z			
1306-1500 Hornby Street, Vancouver, BC V6Z	Z 2R1		
Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or
			Managing Partner
Full Name (Last name first, if individual)			
Howsam, Gary			
Business or Residence Address (Number and Street, City, State, Z	• /		
407-124 Merton Street, Toronto, Ontario M4S	2Z2		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or
- three destructions are parameters and the second			Managing Partner
Full Name (Last name first, if individual)			
Jones, Juliet			
Business or Residence Address (Number and Street, City, State, Z			
5717 Cranley Drive, West Vancouver, B.C. V7	<u>7W_</u> 1S7		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or
			Managing Partner
Full Name (Last name first, if individual)			

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

■ Director

☐ General and/or

Managing Partner

☐ Beneficial Owner ☐ Executive Officer

Lyon, Dan

Thall, Nelson

Check Box(es) that Apply: ☐ Promoter

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)
3 Glenshaw Crescent, Toronto, Ontario M4B 2C8

Business or Residence Address (Number and Street, City, State, Zip Code)
16 Rosemary Lane, Toronto, Ontario M5P 3E8

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- 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
Full Name (Last name first, if individual)				Managing Partner
Watson, Richard				
Business or Residence Address (Number a		(ip Code)		
104 Balsam Avenue, Toronto,				
Check Box(es) that Apply: ☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
CPC Communications Inc.				
Business or Residence Address (Number a	· · · · · · · · · · · · · · · · · · ·	•		
46 Killdeer Cresent, Toronto,				
	■ Beneficial Owner	☐ Executive Officer	☐ Director	□ General and/or Managing Partner
Full Name (Last name first, if individual) Peace Arch Project Developm	nent Corp.			
Business or Residence Address (Number a	and Street, City, State, Z	ip Code)	1000000	
c/o Renegade Motion Picture	Corporation, 180	04-1415 West Ge	eorgia St.,	Vancouver, BC V6G 3C8
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or
Full Name (Last name first, if individual)				Managing Partner
Tan Name (Bust name 1115), 11 marviadary				
Business or Residence Address (Number a	and Street, City, State, Z	ip 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 a	and Street, City, State, Z	ip 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 a	and Street, City, State, Z	ip Code)	-	
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or
Check Box(es) that Approx. D Fromoter	Deficition Owner	Executive Officer	LI Director	Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number a	and Street, City, State, Z	ip Code)		
,		- , , , , , , , , , , , , , , , , , , ,	<u> </u>	

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					B. IN	FORMA	TION AB	OUT OF	FERING				
1	II de -	:	4 4		:	11 **			! 41.:	66i 0			Yes No
1.			a, or does opendix, C					ea investoi	rs in this o	mering?	•••••		□ ■
2	What is	the minin	num invest	ment that	will be ac	cepted fro	m any ind	ividual?	••••••				\$ <u>N/A</u>
_		22						•					Yes No
3. 4.	Does the	e offering	permit joi	nt owners sted for ea	hip of a sii	ngle unit?	aen or wi	II he paid	or given o	lirectly or	indirectly	any commis	ssion or similar
7.	remuner	ation for s	solicitation	of purcha	asers in co	nnection	with sales	of securiti	es in the o	ffering. I	f a person	to be listed i	s an associated
	person o	r agent of	a broker o	or dealer r	egistered v	with the S	EC and/or	with a sta	te or state	s, list the r	name of th	e broker or d	lealer. If more
	than five dealer or		ons to be li	sted are as	ssociated p	persons of	such a bro	oker or dea	aler, you n	nay set for	th the info	ormation for	the broker or
Full Nan			if individu	ıal)	***************************************	· <u> · · · · · · · · · · · · · · · · ·</u>	· · · · · · · · · · · · · · · · · · ·		 -				
Business	or Reside	ence Addr	ess (Numb	per and St	reet, City,	State, Zip	Code)						
Name of	Associate	ed Broker	or Dealer										
States in	Which Pe	erson List	ed Has Sol	licited or I	ntends to	Solicit Pu	rchasers						
(Check	"All State	es" or che	ck individ	ual States	· · · · · · · · · · · · · · · · · · ·								All States
(ĺ	-								
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Nam	ne (Last na	ame first,	if individu	ıal)									
Business	or Reside	nce Addr	ess (Numb	per and St	reet, City,	State, Zip	Code)	 			·		
Nome of	Aggaeista	d Dualian	or Dealer										
Name of	Associate	d Broker	or Dealer				•						
States in	Which Pe	erson Liste	ed Has Sol	icited or I	ntends to	Solicit Pu	rchasers			,			
(Check	"All State	s" or che	ck individ	ual States)									
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[[D]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]		[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN] if individu	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
run Nan	ie (Last na	ame mst,	n marvidu	iai)									
Business	or Reside	nce Addr	ess (Numb	er and Sti	reet, City,	State, Zip	Code)				···		
Name of	Associate	d Broker	or Dealer										
States in	Which Pe	rson Liste	ed Has Sol	icited or I	ntends to	Solicit Pu	rchasers	<u></u>					
(Check	"All State	s" or che	ck individu	ial States		· ·							All States
(CHECK	An State	a of Circ	ck marviut	aai states)	*************	*************			• • • • • • • • • • • • • • • • • • • •		*************		a An States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
[DI]	[NE]	[NA]	[ותאו]	[TV]	[LIL]	[NT]		[WA I	[WV]	[NL]	[UK]	[DD]	

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 □ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.					
	•			ggregate ering Price		Amount Already Sold
	Type of Security		One	aning i rice		5614
	Debt	\$_		0	\$_	0
	Equity	\$	CDì	× 29,000.00*	<u>\$</u>	CDN 29,000.00*
	■ Common □ Preferred					
	Convertible Securities (including warrants)	<u>\$</u>		0	<u>\$</u>	0
	Partnership Interests	<u>\$</u>		0	<u>\$</u>	0
	Other (Specify)	<u>\$</u>		0	<u>\$</u>	0
	Total	<u>\$</u>	CDI	N 29,000.00*	<u>\$</u>	CDN 29,000.00*
2.	Answer also in Appendix, Column 3, if filing under ULOE. 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."					Aggregate
		,	Numl	her		Dollar Amount
			Inves			of Purchases
	Accredited Investors				<u>\$</u>	CDN 29,000.00*
	Non-accredited Investors			0	<u>\$</u>	0
	Total (for filings under Rule 504 only)				<u>\$</u>	
3.	Answer also in Appendix, Column 4, if filing under ULOE. 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		Dollar Amount
	Type of offering		5	Security		Sold
	Rule 505				\$	
	Regulation A				<u> </u>	
	Rule 504				<u>\$</u>	
	Total				<u>\$</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 any expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
	Transfer Agent's Fees	🗆	\$	CDN 60.00		
	Printing and Engraving Costs	🗆	\$	0		
	Legal Fees	🗆	<u>\$</u> C	DN 1,300.00		
	Accounting Fees	🗆	\$	0		
	Engineering Fees					
	Sales Commissions (specify finders' fees separately)	🗆	\$	0		
	Other Expenses (identify	🗆	\$	0		

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

^{*} In Canadian dollars.

*	In	Car	nadian	dol	lare
•	111	Cai	iauiaii	uoi	iais.

C. OFFERING PRICE	. NUMBER OF IN	VESTORS.	EXPENSES AND	USE OR 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."

\$ CDN 27,640.00*

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.

		D	nyments to Officers, irectors & Affiliates	Payments To Others
Salaries and fees	:	\$	0	: \$0
Purchase of real estate	:	\$	0	: \$0
Purchase, rental or leasing and installation of machinery and equipment	:	\$	0	: \$0
Construction or leasing of plant buildings and facilities	:	\$	0	: \$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) Repayment of indebtedness Working capital	: :	\$ \$ \$	0 0	: \$0 : \$0 * \$ CDN 27,640.00*
Other (specify)				
	:	\$	0	: \$0
Column Totals	:	\$	0	\$ CDN 27,640.00*
Total Payments Listed (column totals added)				27,640.00*
		* In Ca	anadian dollars.	

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)	Signature	Date			
Peace Arch Entertainment Group Inc.	$ \mathcal{N} = 0 \wedge -$	December <u>3</u> , 2004			
	10 10				
Name of Signer (Print or Type)	Title of Signer (Print or Type)				
Mara Di Pasquale	Chief Financial Officer and Chief Operating Officer				

ATTENTION

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