FORM D



COMMISSION 49

FUKIM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

/3	1505	5

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response.....16.00

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SECTION 4(6), AND/OR DATE RECEIVED
UNIFORM LIMITED OFFERING EXEMPTION
Name of Offering (check if this is an amendment and name has changed, and indicate change.) EQUITY OFFERING - INITIAL MEMBERSHIP UNITS
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment AM 7 2005
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.) ALLEZ SPINE, LLC
Address of Executive Offices (Number and Street, City, State, Zip Code) 2141 S. STANDARD AVE. SANTA HNA, CA 92707 949-752-7885
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (Including Area Code)
Brief Description of Business DEVELOPMENT, MANUFACTURE AND SALE OF IMPLANTABLE MEDICAL HARDWARE
AND RELATED PRODUCTS, SERVICES & TECHNOLOGIES
Type of Business Organization corporation
Actual or Estimated Date of Incorporation or Organization: Actual Sestimated 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: THOMSON 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. FINANCIAL 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.

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 predictated on the filing of a federal notice.

			A. BASIC IDE	ENTIFICATION DATA	4.0	11 (a)		2.70
2.	Enter the information	requested for the fo	llowing:					
	• Each promoter of	of the issuer, if the is	suer has been organized w	ithin the past five years;				
	Each beneficial	owner having the pov	ver to vote or dispose, or di	rect the vote or disposition	of, 10% or more of	a clas	s of equity securities of the is	suer.
	• Each executive	officer and director of	of corporate issuers and of	corporate general and man	aging partners of	partne	ship issuers; and	
	Each general an	d managing partner o	of partnership issuers.		,			
Che	ck Box(es) that Apply	: Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full	Name (Last name firs	t, if individual)		***				
	TOUBIA	SOUHAIL						
Bus	iness or Residence Ad	dress (Number and	Street, City, State, Zip Co	ode)	00			
<u> </u>	U41 S. St	FANDARD F	VE. SANTA	HNA CH	42707			
Che	ck Box(es) that Apply	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full	Name (Last name firs	st, if individual)						
	GEEHR	EDWAI	Street, City, State, Zip Co					
Bus	iness or Residence Ad	dress (Number and	Street, City, State, Zip Co	ode)	4.4			
70	23 ST. JA	MES PLA	Beneficial Owner	T BEACH	CA		92663	
Che	ck Box(es) that Apply	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
	Name (Last name firs		Street, City, State, Zip Co					
Bus	iness or Residence Ad	dress (Number and	Street, City, State, Zip Co	ode)		3	92612	
_	. , , ,	ME NO.	Dane 525,	NEWFORT BE	ACH , CF	7	12065	
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	RI	[SC]	SD	[TN]	TX.	UT	VT	[VA]	WA	<u>wv</u>	[WI]	WY	PR
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Bus Nar Star Bus Bus	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 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 engineered with the SEC and/or with a state or states, list the name of the broker or dealer. Full Name (Last name first, if individual) 7 OUBIA States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States All Stat												
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? 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? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remneration for solicitation of purchasers in connection with alse of securities in the offering. If a person to be listed is an associated person or agent of abroker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer, or dealer, you may set borth the information for that broker or dealer only. Full Name (Last name first, if individual) TOURID. SOUTH ALE Business or Residence Address (Number and Street, City, State, Zip Code) 2/4/1 S. STANDARD AVE Name of Associated Broker or Dealer ALE AR AZ AR OF OF DEALER (Check "All States" or check individual States) AL AR AZ AR OF OF DEALER AR AZ AZ AR OF OF DEALER AR AZ AZ OF OF DEALER AR AZ AZ AR OF OF DEALER AR AZ AZ AZ OF OF DEAL													
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(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	s 0	s O
	Equity		\$1 989 000
	Common Preferred		1
	Convertible Securities (including warrants)	s 0	s 0
	Partnership Interests		s 0
	Other (Specify)		\$
	Total		\$1989,000
	Answer also in Appendix, Column 3, if filing under ULOE.	******	· * 1 1 1 1 1 1 1 1 1 1
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."	;	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		\$ 1,785,000
	Non-accredited Investors	4	\$ <u>204,00</u> 0
	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	* .	\$ <i>O</i>
	Regulation A		\$ <i>O</i>
	Rule 504	,	\$ <u> </u>
	Total		\$_ <i>O</i>
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		s_ <i>O</i>
	Printing and Engraving Costs		\$ 2200
	Legal Fees		\$ 36800.
	Accounting Fees		\$ 2000.
	Engineering Fees		\$312 200.
	Sales Commissions (specify finders' fees separately)		\$ <u></u>
	Sales Commissions (specify finders' fees separately)	es v	\$248700.
	Total		\$ 601900.

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

	and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gros proceeds to the issuer."	5		s 1, 387, 100.
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used fo 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.	i		
		Ι	Payments to Officers, Directors, & Affiliates	Payments to Others
•	Salaries and fees	S	181300.	s 73, 200.
	Purchase of real estate	_ \$		□ \$ o
	Purchase, rental or leasing and installation of machinery	_	·	/ An his -
				20,000.
	Construction or leasing of plant buildings and facilities	S	30,000.	7 \$ 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)	/ \$	0	П\$ О
	Repayment of indebtedness			
	Working capital	\$	100,000:	S 862,600
	Other (specify): Engineering and testing	<u></u> \$	50 000-	\$ 50,000.
	travel out & Pineals Destertainment		•	•
		S	5000.	\$ 15,000.
	Column Totals			s 1,020,800.
	Total Payments Listed (column totals added)		S \$4	387,00.
	D. FEDERAL SIGNATURE	0.75		
Th	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notic		Flad under Du	le 505 the following
sig	nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Comm information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of	ssio	n, upon writte	
	LLEZ SPINE, LLC Signature Shill Fell	Date	130/04	
	me of Signer (Print or Type) Title of Signer (Print or Type)	. '	/ 	
	Souhail Toubia CHIEF EXECUTIVE OFFICER			•

ATTENTION

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

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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 a D (17 CFR 239.500) at such times as required by state law.	iled a not	tice on Form
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, informa issuer to offerees.	tion furn	ished by the
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be en limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer clai of this exemption has the burden of establishing that these conditions have been satisfied.		
	her has read this notification and knows the contents to be true and has duly caused this notice to be signed on its beha thorized person.	ılf by the	undersigned

Issuer (Print or Type)	Signature	Date
ALLEZ SPINE LLC	· Soll-fll	12/20/04
Name (Print or Type)	Title (Print or Type)	
SOUHAIL TOUBIA	CHIEF EXECUTIVE OFFI	CER

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.

				Al	PPENDIX			1			
1	Intend to non-a investor	to sell ccredited s in State -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)				5 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			College and April 201								
AŻ											
AR											
CA			EQUITY /#2M	25	1,275,000	. /	51,000				
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				APP	ENDIX		77	3	1.1
1	Intend to non-a investor	d to sell accredited is in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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				APP	ENDIX				
1	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)		5 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
PR		A Proposition							

FORM D

Continuation sheet for additional information

Issuer: Allez Spine, LLC

Section 4.a. Statement of Expenses:

SCHEDULE OF OTHER EXPENSES

Travel / Auto / Meals & Entertainment	\$	38,500.00
Office and facilities	\$	16,800.00
Salaries / Payroll expenses	\$	118,700.00
Consulting fees	\$	61,000.00
Software	\$	13,500.00
Miscellaneous	\$	200.00
	\$ 248,700.00	

All figures are estimates.