

1325041

FORM D

SEC MAIL RECEIVED
APR 21 2005
WASH. DC 213 SECTION

ONE

FORM 10

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(5), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

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

STORAGE ONLY



Name of Offering: ☐ Check ☒ New Investment Offering - Series A Preferred Stock
 Filing Under (Check boxes) this act: ☐ Title 33 ☐ Title 34 ☒ Title 35 ☐ Title 36
 Type of Filing: ☒ New Filing ☐ Amendment

1. Enter the information requested about the learner.

Name of Issuer: ☒ Check if the legal jurisdiction and name has changed, and indicate change.

WillCast Technologies, Inc.

Address of Executive Office:

906 East 5th Street, Suite 212, Austin, Texas 78701

Address of Principal Business Office

SECRET

Short Description of Evidence

Development of Mobile Software Applications for the Connected Carriage Industry

Type of Equipment: Handgun

CONFIDENTIAL

Action or Estimated Date of Disposition or Completion:

Identification of the organization: The Institute (Center for the Study of the U.S. Foreign Relations and the State)

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GENERAL DISTRIBUTIONS

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~~Who Was Not A Member Of The Communist Party In England But Lived In U.S.A. or U.S.C.~~

When So Sold: A notice must be filed no later than 10 days after the date of consummation of 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 or the address shown below or, if received at the address after the date on which it is due, on the date it is received by that address registered or certified with the SEC.

Where to File: U.S. Securities and Exchange Commission, 400 Park Street, N.W., Washington, D.C. 20040

Copyright Notice: This document is the property of the U.S. Government and is not to be distributed outside the U.S. Government. Any copies not correctly signed must be made under the authority of the U.S. Government and must be made under the authority of the U.S. Government.

By signing this Form A, you agree to the following: You will not make any changes to the terms of the license without notifying any change to the license agreement in Part C, and any license change in the information previously reported in Part A will be, for D and G. Approval must be filed with the IRS.

THE UNIVERSITY OF CHICAGO

17-00000 1000 1000

[illegible]

STAINING

Failure to file notice in the appropriate district 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 applicable state exemption unless such exemption is precluded on the filing of a federal notice.

1. 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 to elect, 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)

Holland, David S., Jr.

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

2402 Battie, Austin, Texas 78748

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

Full Name (Last name first, if individual)

Kard, Frank W., III

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

3308 Jefferson St., Austin, Texas 78703

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

Full Name (Last name first, if individual)

Kard, Charles

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

5719 Highland Hills Dr., Austin, Texas 78701

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

Full Name (Last name first, if individual)

Sanders, Wayne

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

906 East 58th St., Suite 210, Austin, Texas 78742

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

Full Name (Last name first, if individual)

Mark, Gary

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

916 East 5th St., Suite 210, Austin, Texas 78702

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

Full Name (Last name first, if individual)

Mark, Marcus

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

4401 North Mesa, Suite 201, El Paso, Texas 79902

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

Full Name (Last name first, if individual)

Yruegas, Robert

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

14505 Torrey Chase #420, Houston, Texas 77046

(See instructions on reverse for filing requirements and filing procedures)

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 this in Appendix C, Item 2, if filing under 405.
2. What is the minimum investment that will be accepted from any individual? \$ 5,000.00
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 compensation for solicitation of purchasers in connection with sales of securities in this offering. If a person is to be listed as 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)

Vrskus, Robert

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

14505 Torrey Chase #404, Houston, Texas 77044

Name of Associated Broker or Dealer

D.E. Wine Investments, Inc.

States in Which Person Listed Has Solicited or Intends to Solicit Purchases

(Check "All States" or check individual States)

☐ All States

AK	AL	AR	AZ	CA	CO	CT	DE	FL	GA	HI	IL	IN
IA	KS	KY	LA	MA	MD	ME	MI	MN	MO	NC	ND	NE
NH	NJ	NM	NY	OH	OK	OR	PA	RI	SC	SD	TN	TX
UT	VA	VT	WA	WI	WV	WY						

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 Purchases

(Check "All States" or check individual States)

☐ All States

AK	AL	AR	AZ	CA	CO	CT	DE	FL	GA	HI	IL	IN
IA	KS	KY	LA	MA	MD	ME	MI	MN	MO	NC	ND	NE
NH	NJ	NM	NY	OH	OK	OR	PA	RI	SC	SD	TN	TX
UT	VA	VT	WA	WI	WV	WY						

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 Purchases

(Check "All States" or check individual States)

☐ All States

AK	AL	AR	AZ	CA	CO	CT	DE	FL	GA	HI	IL	IN
IA	KS	KY	LA	MA	MD	ME	MI	MN	MO	NC	ND	NE
NH	NJ	NM	NY	OH	OK	OR	PA	RI	SC	SD	TN	TX
UT	VA	VT	WA	WI	WV	WY						

(Do not check, or copy and use checked, any of the above, as necessary.)

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 "none." 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	0	0
Equity	700,000.00	0
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	0	0
Partnership Interest	0	0
Other (Specify)	0	0
Total	700,000.00	0

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

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amount 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 listed below. Enter "0" if answer is "none" or "none."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	10	0
Non-accredited Investors	0	0
Total (for filings under Rule 504 only)	10	0

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

3. If this offering is for an offering under Rule 505 or 504, enter the dollar amount reported for all securities sold by the issuer, to date, in offerings of the type indicated in the column (filling together to the last ends of securities in this offering. Specify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		0
Regulation A		0
Rule 504		0
Other		0

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

Transfer Agent's Fee	☐	0
Printing and Engraving Costs	☐	0
Legal Fees	☒	25,000.00
Accounting Fees	☐	0
Engineering Fees	☐	0
Underwriters' Commissions (specify underwriter's fee separately)	☐	0
Other Expenses (Identify) Underwriter's Fees	☒	40,000.00
Total	☐	65,000.00

IN WITNESS WHEREOF, the undersigned, the issuer, has hereunto set its hand and seal this 1st day of January, 1998.

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 4a. This difference is the "adjusted gross proceeds to the issuer."

\$ 690,000.00

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 4b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	☒ \$ 121,000.00	☒ \$ 90,000.00
Purchase of real estate	☐ \$ _____	☐ \$ _____
Purchase, rental or leasing and installation of machinery and equipment	☐ \$ _____	☐ \$ _____
Construction or leasing of plant buildings and facilities	☐ \$ _____	☐ \$ _____
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	☐ \$ _____	☒ \$ 355,000.00
Working capital	☐ \$ _____	☒ \$ 120,000.00
Other (specify): _____	☐ \$ _____	☐ \$ _____
_____	☐ \$ _____	☐ \$ _____
Column Totals	☒ \$ 121,000.00	☒ \$ 550,000.00
Total Payments Listed (column totals only)	☒ \$ 670,000.00	

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. In this notice to effect under Rule 502, 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-exempted investor pursuant to paragraph (c)(2) of Rule 502.

Issuer (Print or Type) MidEast Technologies, Inc.	Signature 	Date 4/14/2005
Name of Signer (Print or Type) Gary Martin	Title of Signer (Print or Type) President/CEO	

ATTENTION:
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1013.)

STATE SIGNATURE

1. Is any party described in 17 CFR 240.202 presently subject to any of the disqualification provisions of such rule? _____

Yes ☐ No ☒

See Appendix, Column 1, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state to which this notice is filed a notice on Form D (17 CFR 230.500) at such time as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrator, upon written request, information furnished by the issuer to officers.
4. The undersigned issuer represents that the issuer is familiar with the conditions of the Uniform Limited Offering Exemption (17 CFR 230.501) of the state to which this notice is filed and undertakes that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

HillCast Technologies, Inc.

Name (Print or Type)

Gary Martin

Title (Print or Type)

President/CEO

Date

6/14/2014

Instructions

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 photocopied of the manually signed copy or best typed or printed signature.

APPENDIX

1		2		3	4				5	
		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)	Type of investor and amount purchased in State (Part C-Item 2)				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										
AZ										
AR										
CA										
CO										
CT										
DE										
DC										
FL										
GA										
HI										
ID										
IL										
IN										
IA										
KS										
KY										
LA										
ME										
MD										
MA										
MI										
MN										
MS										

P/S: Kenna State

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 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)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X	FD 500,000	14	500,000				X
UT									
VT									
VA									
WA									
WV									
WI									

P/S = Pre-Approved State

APPENDIX

APPENDIX									
1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and offering paid offered in state (Part C-Item 4)	Type of investor and amount purchased in State (Part C-Item 2)				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
WY									
PR									