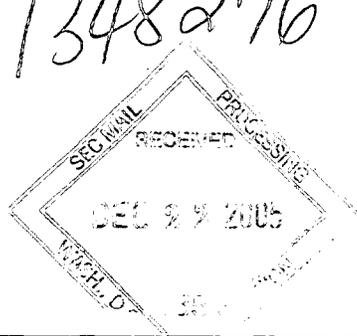


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



05075851

FORM D

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

Name of Offering () check if this is an amendment and name has changed, and indicate change.)
NewNeural LLC 2,000,000 Series A Preferred Shares at \$1 Per Share (\$2.0 Million)
Filing Under (Check box(es) that apply): () Rule 504 () Rule 505 (X) Rule 506 () Section 4(6) () ULOE
Type of Filing: (X) New Filing () Amendment

A. BASIC IDENTIFICATION DATA

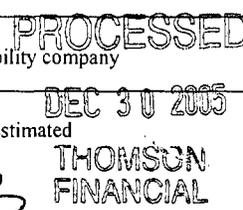
1. Enter the information requested about the issuer.
Name of Issuer () check if this is an amendment and name has changed, and indicate change.)

NewNeural LLC 8S070 Greene Road, Naperville, IL, 60540 630 428 4634
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

NewNeural LLC 5700 College Road, Birck Hall suite 373, Lisle IL 60532 630-297-7492
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business: NewNeural is developing adult stem cell products to treat diseases and injuries of the central nervous system.

Type of Business Organization
() corporation () limited partnership, already formed (X) other (please specify): limited liability company
() business trust () limited partnership, to be formed



Actual or Estimated Date of Incorporation or Organization: Month Year () Actual (X) Actual () Estimated
August 2002
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: IL
(CN for Canada; FN for other foreign jurisdiction)

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

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: (X) Promoter (X) Beneficial Owner (X) Executive Officer (X) Director () General and/or Managing Partner
Gonzalez, Robert G
Full Name (Last name first, if individual)
8S070 Greene Road, Naperville, IL, 60540
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: () Promoter (X) Beneficial Owner (X) Executive Officer (X) Director () General and/or Managing Partner
Sugaya, Kiminobu
Full Name (Last name first, if individual)
3110 Heartleaf Place, Winter Park, FL 32792
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: () Promoter (X) Beneficial Owner (X) Executive Officer (X) Director () General and/or Managing Partner
Charbel, Fady T.
Full Name (Last name first, if individual)
1020 Jackson Ave, River Forest, IL, 60305
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: () Promoter (X) Beneficial Owner () Executive Officer (X) Director () General and/or Managing Partner
Vichick Family Trust U/A Dated 9/27/02
Full Name (Last name first, if individual)
4039 Lawn Avenue, Western Springs, IL 60558
Business or Residence Address (Number and Street, City, State, Zip Code)



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

University of Illinois at Chicago

Full Name (Last name first, if individual)

OTM, OVCR (M/C 672), 310 AOB, 1737 West Polk Street, Chicago IL 60612-7227

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
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$5,000
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. 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

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

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	\$ _____	\$ _____
Equity <div style="margin-left: 40px;"><input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred</div>	\$ 2,000,000	\$ 1,076,207.59
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 2,000,000	\$ 1,076,207.59

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 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 lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	28	\$ 1,076,207.59
Non-accredited Investors	_____	_____
Total (for filings under Rule 504 only)	28	\$ 1,076,207.59

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	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

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"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>11,006</u>
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify)	<input type="checkbox"/>	\$ _____
Total.....		\$ <u>11,006</u>

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 4.1. This difference is the "adjusted gross proceeds to the issuer." \$ 1,065,201.59

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>325,000</u>	<input checked="" type="checkbox"/> \$ <u>405,000</u>
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>25,000</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>45,000</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 type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>25,000</u>
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>Laboratory suppliers, Research and Development, legal, general</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>240,201.59</u>
Column Totals	<input checked="" type="checkbox"/> \$ <u>325,000</u>	<input checked="" type="checkbox"/> \$ <u>740,201.59</u>
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ <u>1,065,201.59</u>

D. FEDERAL SIGNATURE

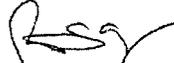
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) NewNeural LLC	Signature 	Date 12/13/05
Name of Signer (Print or Type) Robert G Gonzalez	Title of Signer (Print or Type) President & CEO	

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) 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 filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands 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) NewNeural LLC	Signature 	Date 12/13/05
Name of Signer (Print or Type) Robert G Gonzalez	Title of Signer (Print or Type) President & CEO	

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		X							
AK		X							
AZ		X							
AR		X							
CA		X							
CO		X							
CT		X							
DE		X							
DC		X							
FL		X							
GA		X							
HI		X							
ID		X							
IL	X		Equity \$1,041,499.09	28	\$1,041,499.09	0	0		X
IN		X							
IA		X							
KS		X							
KY		X							
LA		X							
ME		X							
MD		X							
MA		X							
MI		X							
MN		X							
MS		X							
MO		X							
MT		X							
		X							

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
NE									
NV		X							
NH		X							
NJ		X							
NM		X							
NY		X							
NC		X							
ND		X							
OH		X							
OK		X							
OR		X							
PA		X							
RI		X							
SC		X							
SD		X							
TN		X							
TX		X							
UT		X							
VT		X							
VA		X							
WA		X							
WI		X							
WY		X							
PR		X							