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

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

SEC MAIL RECEIVED
JAN 18 2006
WASH DC 205
SECTION

SEC USE ONLY
Prefix Serial
Date Received

Name of Offering () check if this is an amendment and name has changed, and indicate change.)
Telecomm Sales Network, Inc. Common Stock Offering
Filing under (Check box(es) that apply): () Rule 504 () Rule 505 (X) Rule 506 (X) 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.)
Telecomm Sales Network, Inc. (the "Issuer")

Address of Executive Offices 516-D River Highway, PMB 297, Mooresville, NC 28117-6830	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) 919-846-3990
Address of Principal Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)

Brief Description of Business
Provides sales channel and marketing consulting support services to telecommunications companies

(X) corporation () limited partnership, already formed () other
() business trust () limited partnership, to be formed

E JAN 26 2006

Actual or Estimated Date of Incorporation or Organization: Month 08 Year 2004 (X) Actual () Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [D][E]

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.

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: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Breedlove, J. Lloyd

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

516-D River Highway, PMB 297, Mooresville, NC 28117-6830

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

Full Name (Last name first, if individual)

Hoelscher, Steve

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

516-D River Highway, PMB 297, Mooresville, NC 28117-6830

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

Full Name (Last name first, if individual)

Cottrell, Charles

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

516-D River Highway, PMB 297, Mooresville, NC 28117-6830

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

Full Name (Last name first, if individual)

Connally, Jeffrey

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

516-D River Highway, PMB 297, Mooresville, NC 28117-6830

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

Full Name (Last name first, if individual)

Schneider, Stephen A.

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

516-D River Highway, PMB 297, Mooresville, NC 28117-6830

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

Full Name (Last name first, if individual)

MV Nanotech, Inc.

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

c/o Mastodon Ventures, Inc., 800 Brazos Street, Suite 1010, Austin, TX 78701

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 and Street, City, State, Zip 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 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 [X] No
2.What is the minimum investment that will be accepted from any individual?.....\$ 100,000*
3.Does the offering permit joint ownership of a single unit?.....[X] 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.

* The Company reserves the right to accept funds for less than the minimum investment.

Laidlaw & Company (UK), Ltd.

Full Name (Last name first, if individual)

90 Park Avenue, 39th Floor, New York, New York 10016

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]

APS Financial Corp.

Full Name (Last name first, if individual)

1301 Capital of Texas Hwy - Suite B-220, Austin, Texas 78746

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]
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Riverstone Wealth Management

Full Name (Last name first, if individual)

7801 Capital of Texas Hwy., Suite 310, Austin, TX 78731

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]
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

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*.....	\$ 8,500,000	\$ 8,500,000
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities.....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify)	\$ _____	\$ _____
Total.....	\$ 8,500,000	\$ 8,500,000

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.....	114 [^]	\$ _____
Non-Accredited Investors.....	_____	\$ _____
Total (for filings under Rule 504 only.....)	_____	\$ _____

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

[^] Includes thirty-nine (39) foreign accredited investors for \$2,979,012

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"/> \$ 375,000
Accounting Fees.....	<input type="checkbox"/> \$ _____
Engineering Fees.....	<input type="checkbox"/> \$ _____
Potential Sales Commission (10%) of broker-dealers, if used (specify Finders Fees separately).....	<input checked="" type="checkbox"/> \$ 850,000
Other Expenses (identify) Non-accountable (including Legal) Expenses, Blue Sky Filing Fees.....	<input checked="" type="checkbox"/> \$ 75,000
Total	<input checked="" type="checkbox"/> \$ 1,300,000

* The Offering is comprised of Units. Each Unit is sold at a purchase price of \$100,000 and consists of fifty thousand (50,000) shares of the Company's common stock at a per share price of \$2.00 per share.

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

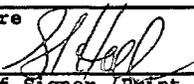
\$ 7,200,000

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.....	[]	\$ _____	[] \$ _____
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	[]	\$ _____	[] \$ _____
Repayment of indebtedness.....	[]	\$ _____	[X] \$ <u>2,900,000</u>
Working Capital (general corporate purposes).....	[]	\$ _____	[X] \$ <u>4,300,000</u>
Other (specify)	[]	\$ _____	[] \$ _____
 Column Totals.....	[]	\$ _____	[X] \$ <u>7,200,000</u>
Total Payments Listed (column totals added).....			[X] \$ <u>7,200,000</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) Telecomm Sales Network, Inc.	Signature 	Date January 13, 2006
Name (Print or Type) Stephen Hoelscher	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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

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? **N/A** 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. **N/A**
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. **N/A**
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.
N/A

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)	Signature	Date
Telecomm Sales Network, Inc.		January 13, 2006
Name (Print or Type)	Title (Print or Type)	
Stephen Hoelscher	Chief Financial Officer	

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.

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		Units @ \$100,000*	No. of Accredited Investors	Amount (\$)	No. of Non- Accredited Investors	Amount	YES
AL		X	.25	1	25,000				
AK									
AZ		X	3.5	3	350,000				
AR									
CA		X	7.035	13	703,500				
CO									
CT		X	.15	1	15,000				
DE									
DC									
FL									
GA		X	1.5	3	150,000				
HI									
ID									
IL		X	.5	1	50,000				
IN		X	.46	1	46,000				
IA									
KS									
KY		X	1.0	1	100,000				
LA									
ME									
MD									
MA		X	3.05	4	305,000				
MI		X	2.0	3	200,000				
MN									
MS		X	.3	1	30,000				
MO									

* The Offering is comprised of Units. Each Unit is sold at a purchase price of \$100,000 and consists of fifty thousand (50,000) shares of the Company's common stock at a per share price of \$2.00 per share.

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) Units @ \$100,000*	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		No. of Accredited Investors	Amount (\$)	No. of Non-Accredited Investors	Amount	YES
MT								
NE								
NV		X	.25	1	25,000			
NH								
NJ		X	1.8	6	180,000			
NM								
NY		X	9.54988	11	954,988			
NC		X	1.325	2	132,500			
ND								
OH		X	1.0	2	50,000			
OK								
OR								
PA		X	10.7	2	1,070,000			
RI								
SC								
SD								
TN								
TX		X	11.02	15	1,102,000			
UT								
VT								
VA		X	.25	1	25,000			
WA		X	.82	2	82,000			
WV								
WI		X	.45	1	45,000			
WY								
PR								

* The Offering is comprised of Units. Each Unit is sold at a purchase price of \$100,000 and consists of fifty thousand (50,000) shares of the Company's common stock at a per share price of \$2.00 per share.