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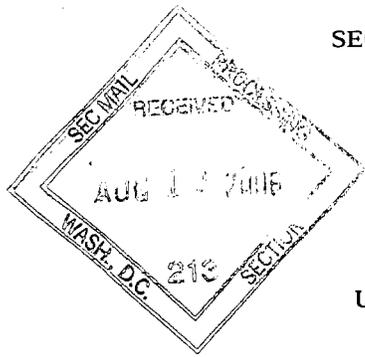
AUG 14 2006

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FORM D

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

OMB APPROVAL OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per form: 16.00



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

SEC USE ONLY



Name of Offering (Acumentrics Holding Corporation) Filing Under (Rule 504, Rule 505, Rule 506, Section 4(6), ULOE) Type of Filing (New Filing, Amendment)

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer Name of Issuer (Acumentrics Holding Corporation) Address of Executive Offices (20 Southwest Park, Westwood, MA 02090) Telephone Number (81-461-8251) Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code)

Brief Description of Business The Issuer is engaged in designing, manufacturing and selling of ruggedized universal power supplies and fuel cells.

PROCESSED

AUG 16 2006

THOMSON FINANCIAL

Type of Business Organization (corporation, limited partnership, already formed, limited partnership, to be formed, other)

Actual or Estimated Date of Incorporation or Organization (07/06) Actual Estimated Jurisdiction of Incorporation or Organization (DE)

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. 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. Information Required: A new filing must contain all information requested. 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.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Control number.

Handwritten signature

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)

Simon, Gary D.

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

c/o Acumentrics Holding Corporation, 20 Southwest Park, Westwood, MA 02090

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

Full Name (Last name first, if individual)

Cerulli, John C.

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

c/o Acumentrics Holding Corporation, 20 Southwest Park, Westwood, MA 02090

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

Full Name (Last name first, if individual)

Philbin, Thomas W.

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

c/o Acumentrics Holding Corporation, 20 Southwest Park, Westwood, MA 02090

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

Full Name (Last name first, if individual)

Bessette, Norman F.

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

c/o Acumentrics Holding Corporation, 20 Southwest Park, Westwood, MA 02090

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

Full Name (Last name first, if individual)

Zee, Sheri B.

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

c/o Acumentrics Holding Corporation, 20 Southwest Park, Westwood, MA 02090

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

Full Name (Last name first, if individual)

Rosenfield, James

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

c/o Source<sup>2</sup> LLC, 16 Parker Street, Lexington, MA 02421

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

Full Name (Last name first, if individual)

Wilson, James

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

c/o Source<sup>2</sup> LLC, 16 Parker Street, Lexington, MA 02421

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

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)

Pierro, Richard, Jr.

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

73 Newton Road, Plaistow, NH 03865

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

Full Name (Last name first, if individual)

Sakellaris, George

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

c/o Ameresco, 111 Speen Street, Framingham, MA 01701

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

Full Name (Last name first, if individual)

Source<sup>2</sup> LLC

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

16 Parker Street, Lexington, MA 02421

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

Full Name (Last name first, if individual)

NU Enterprises, Inc.

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

c/o Northeast Utilities, P.O. Box 270, Hartford, CT 06141-0270

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

Full Name (Last name first, if individual)

Massachusetts Technology Park Corporation

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

75 North Drive, Westborough, MA 01581

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

Full Name (Last name first, if individual)

Connecticut Innovations, Incorporated

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

200 Corporate Place, 3<sup>rd</sup> Floor, Rocky Hill, CT 06067

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

(Continuation Page 1)

**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)

Wood, Jonathan R.

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

3 Thunder Road, Sudbury, MA 01776

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

Full Name (Last name first, if individual)

TRMI Holdings, Inc.

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

6001 Bollinger Canyon, San Ramon, CA 94583

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

Full Name (Last name first, if individual)

Sumitomo Corporation

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

1-8-11 Harumi, Chuo-ku, Tokyo, Japan 104-8610

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

Full Name (Last name first, if individual)

NiSource Energy Technologies, Inc.

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

c/o NiSource, Inc., 801 East 86<sup>th</sup> Avenue, Merrillville, IN 46410

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

Full Name (Last name first, if individual)

Laconic LLC

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

c/o Ameresco, 111 Speen Street, Framingham, MA 01701

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

Full Name (Last name first, if individual)

Mook, Cary

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

c/o Kitt Sawitsky, Goulston & Storrs, 400 Atlantic Avenue, Boston, MA 02110

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

Full Name (Last name first, if individual)

PC Nominee Trust

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

c/o Acumentrics Holding Corporation, 20 Southwest Park, Westwood, MA 02090

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

(Continuation Page 2)

**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? ..... \$ N/A
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. *The offering was conducted by the executive officers and directors of the Issuer. No direct or indirect sales related remuneration was paid in connection with the offering.*

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

(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]

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

(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]

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

(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]

(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 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. (Please See Attachment)

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity (Series A & Series B Preferred Stock ("Shares") and Class A Stock)....	<u>\$13,912,656.34</u>	<u>\$13,912,656.34</u>
<input checked="" type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants) Warrants to Purchase Series B Shares and Class A & B Stock ("Warrants") .....	<u>\$2,441,480.69</u>	<u>\$2,441,480.69</u>
Partnership Interests .....	\$ _____	\$ _____
Other (Specify) .....	\$ _____	\$ _____
Total.....	<u>\$16,354,137.03</u>	<u>\$16,354,137.03</u>

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 .....	<u>53</u>	<u>\$16,354,137.03</u>
Non-accredited Investors .....	<u>0</u>	<u>\$ 0</u>
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.

Not Applicable

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 checked="" type="checkbox"/>	\$ 0
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ 0
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 395,000
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 20,000
Engineering Fees .....	<input checked="" type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$ 0
Other Expenses (identify) Blue Sky Fees & Misc. Offering Expenses.....	<input checked="" type="checkbox"/>	\$ 10,000
Total .....	<input checked="" type="checkbox"/>	<u>\$ 425,000</u>

\* Includes sales of Class A Stock valued at \$29,616 to two (2) foreign investors not reflected on Appendix.

**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." ..... \$ 15,929,137.03

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 type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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 type="checkbox"/> \$6,358,875.90
Working Capital .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$9,570,261.13
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____		
_____		
Column Totals .....	<input checked="" type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____
Total Payments listed (column totals added) .....		<input checked="" type="checkbox"/> \$15,929,137.03

**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)

Acumentrics Holding Corporation  
Name of Signer (Print or Type)

*Gary D. Simon*

Signature

*Gary D. Simon*

Title of Signer (Print or Type)

*President*

Date

August 7, 2006

**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 230.262 presently subject to any of the disqualification provisions of such rule? *Not Applicable - Rule 506 Offering* ..... 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) Acumentrics Holding Corporation	Signature <i>Gary D. Simon</i>	Date August 7, 2006
Name of Signer (Print or Type) <i>Gary D. Simon</i>	Title of Signer (Print or Type) <i>President</i>	

**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)  Shares, Warrants and Stock	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
AL									
AK									
AZ									
AR									
CA		X	\$16,354,137.03	10	\$1,190,918.81				
CO									
CT		X	\$16,354,137.03	2	\$2,387,867.38				
DE									
DC		X	\$16,354,137.03	1	\$ 699,999.14				
FL									
GA									
HI									
ID									
IL									
IN		X	\$16,354,137.03	1	\$ 272,499.37				
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	\$16,354,137.03	30	\$ 10,590,537.62				
MI									
MN									
MS									
MO									

\* Not Applicable under NSMIA - Rule 506 Offering

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) Shares, Warrants and Stock	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
MT									
NE									
NV									
NH		X	\$16,354,137.03	3	\$1,120,998.91				
NJ									
NM									
NY		X	\$16,354,137.03	2	\$11,250				
NC									
ND									
OH		X	\$16,354,137.03	1	\$ 49,999.80				
OK									
OR									
PA									
RI		X	\$16,354,137.03	1	\$ 450.00				
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

10067019.2

\* Not Applicable under NSMIA. Rule 506 Offering.

Acumentrics Holding Corporation  
(the "Issuer")

Attachment to Form D

With respect to the responses in Section C of this Form D, please note the following:

- (i) The Issuer's Offering is part of a merger transaction in which certain stock, option and warrant holders of Acumentrics Corporation exchanged such securities for Class A Common Stock, Class B Common Stock and Warrants for the purchase of Class A Common Stock and Series B Preferred Stock of the Issuer. No cash was exchanged as a result of these transactions and the aggregate estimated market value of such exchanges is \$625,120.06, and included in the Equity identified in item C-1.
- (ii) The Issuer is the parent corporation of Acumentrics Corporation.
- (iii) The Equity identified in item C-1 is comprised of Series A and Series B Preferred Stock with an aggregate value of \$13,287,536.28, Class A and Class B Common Stock with an aggregate estimated value of \$274,518.38, and Warrants for the purchase of Class A Common Stock and Series B Preferred Stock with an aggregate value of \$357,078.68.
- (iv) The Warrants identified in item C-1 are comprised of Warrants to purchase (i) Series B Preferred Stock valued at \$2,396,002.94 and (ii) Class A Common Stock valued at \$45,477.75.
- (v) Series A and Series B Preferred Stock are immediately convertible into Class A Common Stock, but not included in the Convertible Securities identified in item C-1 since no additional payment is required for such conversion.