

1257829

FORM D

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

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



FORM D

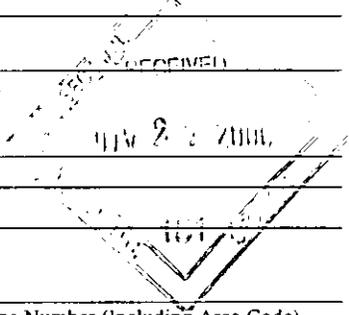
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Warrants for Common Stock

Filing Under (Check box(es) that apply): 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 (check if this is an amendment and name has changed, and indicate change.)
eAgency, Inc.

Address of Executive Offices 6 Upper Newport Plaza, Newport Beach, CA 92660	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) (949) 253-9131
Address of Principal Business Operations (if different from Executive Offices) Same as above	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)

Brief Description of Business
Software/Technology Development, Products & Services for Financial Planners

Type of Business Organization

corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 01 Year 06 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) DE

PROCESSED
DEC 15 2006
THOMSON FINANCIAL

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)

Lotter, Robert A.

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

6 Upper Newport PLaza, Newport Beach, CA 92660

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

Full Name (Last name first, if individual)

Allard, Timothy S.

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

6 Upper Newport Plaza, Newport Beach, CA 92660

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)

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)

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)

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

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? \$ _____
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.

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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

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(Check "All States" or check individual States) All States

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<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

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<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> 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 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	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 0.00	\$ 0.00

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	31	\$ _____
Non-accredited Investors	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	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ 0.00

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	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ 5,000.00
Accounting Fees	<input checked="" type="checkbox"/>	\$ 2,000.00
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <u>Finder's Fees</u>	<input checked="" type="checkbox"/>	\$ 500,750.00
Total	<input type="checkbox"/>	\$ 507,750.00

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

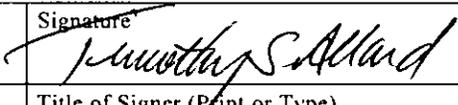
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” \$ -507,750.00

5. Indicate below the amount of the adjusted gross proceed 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 checked="" type="checkbox"/> \$ <u>500,750.00</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 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"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>500,750.00</u>
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ <u>500,750.00</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) eAgency, Inc.	Signature 	Date 10-26-2006
Name of Signer (Print or Type) Timothy S. Allard	Title of Signer (Print or Type) Chief Operations 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 230.262 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 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) eAgency, Inc.	Signature 	Date 10-26-06
Name (Print or Type) Timothy S. Allard	Title (Print or Type) Chief Operations 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		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
AK	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
AZ	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Warrant for Stock	1		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
AR	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
CA	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Warrant for Stock	30		0		<input type="checkbox"/>	<input checked="" type="checkbox"/>
CO	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
CT	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
DE	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
DC	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
FL	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
GA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
HI	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
ID	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
IL	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
IN	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
IA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
KS	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
KY	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
LA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
ME	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
MD	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
MA	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
MI	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
MN	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
MS	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>

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
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									

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
WY	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
PR	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>

Investor Intro	Finder	Fee	Warrant Options	Date Issued	Expires	Accredited State	
Kunihiro Nishiya and Setsuko Nishiya	John R. Bryant Defined Benefit Plan	\$ 3,000.00	1,510	11/21/2005	11/21/2009	Yes	CA
Sandra Makela	Mary Margaret Johnson	\$ 5,000.00	2,517	12/1/2005	12/1/2009	Yes	CA
Sharon L. Franke	John R. Bryant Defined Benefit Plan	\$ 15,000.00	7,552	12/16/2005	12/16/2009	Yes	CA
Walter L. and Delia E. Wilson	Ray Kirkland	\$ 5,000.00	2,517	12/16/2005	12/16/2009	Yes	AZ
Thomas L. Henry	Larry Bamrick	\$ 5,000.00	2,517	12/22/2005	12/22/2009	Yes	CA
Martin D. Schamber and Margie E. Crooks-Schamber	Jim O'Callaghan	\$ 5,000.00	2,517	12/23/2005	12/23/2009	Yes	CA
Steven and Jennifer Carter	Karly Moore	\$ 5,000.00	2,517	12/31/2005	12/31/2009	Yes	CA
Thomas L. and Nancy V. James	Chuck Major	\$ 5,000.00	2,517	1/9/2006	1/9/2010	Yes	CA
Bernadette C. Vierra and/or Raymond Robert Correia, Jr.	Robert Candelaria	\$ 10,000.00	5,034	1/13/2006	1/13/2010	Yes	CA
James E. Creech III and Kimberly M. Creech	Scott and Barbara G. Lewis	\$ 50,000.00	2,517	1/15/2006	1/15/2010	Yes	CA
Larry and Tammy Bamrick	Karly Moore	\$ 5,000.00	2,517	1/14/2006	1/14/2010	Yes	CA
Scott and Barbara Lewis, Trustees	Susan Cervantes	\$ 2,000.00	1,006	1/14/2006	1/14/2010	Yes	CA
Garry and Elizabeth Heinrich	Deron Stokes	\$ -	1,237	4/20/2006	4/20/2010	Yes	CA
Paul J. and Annette M. Menne	Mark Menne	\$ -	2,475	4/22/2006	4/22/2010	Yes	CA
Garland B. and Terry G. Baker	Jim O'Callaghan	\$ -	1,237	5/2/2006	5/2/2010	Yes	CA
Tony E. And Carmen A. Moreno	Robert Candelaria	\$ -	2,475	5/12/2006	5/12/2010	Yes	CA
Lawrence S. and Sharon T. Trudgeon	Mark Menne & John Bryant	\$ -	1,236	5/16/2006	5/16/2010	Yes	CA
Don R. and Charlene C. Madison	Deron Stokes	\$ 2,500.00	-			Yes	CA
Dwight and Melanie C. Prince	Jim O'Callaghan	\$ -	1,237	5/24/2006	5/24/2010	Yes	CA
Randy and May Dabbah	Dan Clifford	\$ 2,500.00	-			Yes	CA
Dan and Florence Clifford	John Bryant	\$ -	1,237	6/7/2006	6/7/2010	Yes	CA
J. Stephen Clifford	John Bryant	\$ -	1,237	6/7/2006	6/7/2010	Yes	CA
Frank Dino	John Bryant	\$ -	1,237	6/7/2006	6/7/2010	Yes	CA
Ira and Hollie	Susan Cervantes	\$ -	1,237	6/21/2006	6/21/2010	Yes	CA
Joan Pappas	John Marshall	\$ 1,250.00	618	7/25/2006	7/25/2010	Yes	CA
Paul Sandy and Barbara Greenstein, Trustees	John Bryant	\$ 2,500.00	1,237	7/27/2006	7/27/2010	Yes	CA
Dean and Lana Sueda	Deron Stokes	\$ 1,750.00	866	7/27/2006	7/27/2010	Yes	CA
Lana Sueda	Deron Stokes	\$ 750.00	371	7/27/2006	7/27/2010	Yes	CA
John DeWitt, Trustor	Deron Stokes	\$ 2,500.00	1,237	8/15/2006	8/15/2010	Yes	CA
Paul J. and Annette M. Menne	Mark Menne	\$ 500.00	247	8/28/2006	8/28/2010	Yes	CA
Raymond and Donna Flade	John De Witt	\$ 5,000.00	2,475	8/28/2006	8/28/2010	Yes	CA
Daniel and Susan Navarro	Scott Lewis	\$ 5,000.00	2,475	8/26/2006	8/26/2010	Yes	CA
Juan C. and Evelyn Araiza	John Bryant	\$ 1,500.00	742	8/31/2006	8/31/2010	Yes	CA
Lewis R. Nelson	Deron Stokes	\$ 2,500.00	1,237	8/30/2006	8/30/2010	Yes	CA
Mr. and Mrs. David A. and Jane M. Bowman	Chuck Major	\$ 2,500.00	1,237	9/12/2006	9/12/2010	Yes	CA
		\$ 145,750.00	62,825				

Investor	Finder	Fee	Warrants	Issued	Expires	Accredited	State
Last Name	First Name						
Creech	Janet	Christ Chialtas	\$ 5,000.00	2517	3/4/2005	3/4/2009	Yes CA
Franz	Cynthia	John R. Bryant	\$ 5,000.00	2517	2/11/2005	2/11/2009	Yes CA
Johnson	Max S. and Kathleen M.	Scott Swanson	\$ 2,500.00	1258	12/10/2004	12/10/2008	Yes CA
Millsap	Benny J.	Sean Humeston	\$ 4,600.00	2316	1/31/2005	1/31/2009	Yes CA
Bilyeu	Gayle D. and Dorothy L.	Sean Humeston	\$ 2,500.00	1258	1/13/2005	1/13/2009	Yes CA
Henry	Thomas L.	Larry Barrick	\$ 5,000.00	2517	11/22/2004	11/22/2008	Yes CA
Reyna	Victor A. and Thelma T.	John R. Bryant	\$ 5,000.00	2,517	12/10/2004	12/10/2008	Yes CA
Truxal	William J. or Elizabeth L.	Scott Swanson	\$ 10,000.00	5034	12/10/2004	12/10/2008	Yes CA
Farr	Richard L.	David Coventry	\$ 5,000.00	2517	12/16/2004	12/16/2008	Yes CA
Fichtner	Daniel E.	Jim O'Callahan	\$ 2,500.00	1258	11/26/2004	11/26/2008	Yes CA
Fichtner	Daniel E.	Jim O'Callahan	\$ 2,500.00	1258	1/26/2005	1/26/2009	Yes CA
Cummings	Charles C. and Antoinette M.	Sean Humeston	\$ 2,500.00	1258	11/16/2004	11/16/2008	Yes CA
Markham	Robert J.	John R. Bryant	\$ 5,000.00	2517	11/30/2004	11/30/2008	Yes CA
Triple R.D. Investment	Mr. Ronald Jacobson, Partner,	Richard Cornfield	\$ 2,500.00	1258	12/13/2004	12/13/2008	Yes CA
Kobrin	Michael D. and Helena K.	Nicholas Kent	\$ 5,000.00	2517	5/31/2005	5/31/2009	Yes CA
Kobrin	Michael D. and Helena K.	Nicholas Kent	\$ 5,000.00	2517	11/21/2004	11/21/2008	Yes CA
DeJardin	Donald A. and Sondra K.	Richard Cornfield	\$ 5,000.00	2517	2/25/2005	2/25/2009	Yes CA
Cognetta	Tamara	John R. Bryant	\$ 5,000.00	2517	1/25/2005	1/25/2009	Yes CA
Monblatt	Barry L. and Ellen C.	Jason Scheiner	\$ 2,500.00	1258	2/25/2005	2/25/2009	Yes CA
Scheiner	Jason	Christ Chialtas	\$ 2,500.00	1258	3/3/2005	3/3/2009	Yes CA
Scheiner	Stephen	Jason Scheiner	\$ 5,000.00	2517	3/3/2005	3/3/2009	Yes CA
Alessi	Randall R. and Bethany A.	Scott Lewis	\$ 5,000.00	2517	3/15/2005	3/15/2009	Yes CA
Shaffer	Thomas J.	Jim O'Callahan	\$ 5,000.00	2517	3/18/2005	3/18/2009	Yes CA
Newman	Carolyn P.	Deron Stokes	\$ 5,000.00	2517	3/23/2005	3/23/2009	Yes CA
Newman	Eddie F.	John R. Bryant	\$ 5,000.00	2517	3/25/2005	3/25/2009	Yes CA
Hara	Jimmy H.	Kyle Hara	\$ 10,000.00	5034	3/28/2005	3/28/2009	Yes CA
Candelaria	Robert and Janis	Jim O'Callahan	\$ 10,000.00	5034	3/31/2005	3/31/2009	Yes CA
Wilson	Kathleen Ann	Lisa Brumfield	\$ 3,500.00	1762	3/31/2005	3/31/2009	Yes CA
Soriano	Leticia B.	Bruce Byrwa	\$ 5,000.00	2517	4/4/2005	4/4/2009	Yes CA
Kofahl	David S. and Carol A.	John R. Bryant	\$ 5,000.00	2517	4/9/2005	4/9/2009	Yes CA
Curb	Marilyn S.	Sean Humeston	\$ 10,000.00	5034	4/13/2005	4/13/2009	Yes CA
Millsap	Benny J.	Sean Humeston	\$ 400.00	201	4/15/2005	4/15/2009	Yes CA
Arnold	Ed and Dixie	Chuck Major	\$ 10,000.00	5034	4/20/2005	4/20/2009	Yes CA
Volz, Jr.	Christian R.	Christian McFarland	\$ 5,000.00	2517	4/21/2005	4/21/2009	Yes CA
Komsky	Harry D.	Christian McFarland	\$ 5,000.00	2517	4/21/2005	4/21/2009	Yes CA
Woods	Anne R.	John R. Bryant	\$ 5,000.00	2517	4/22/2005	4/22/2009	Yes CA
Portner	John J.	John R. Bryant	\$ 20,000.00	10069	4/25/2005	4/25/2009	Yes CA
Fujimura	Kay S. and Mary Jane T.	Chuck Major	\$ 5,000.00	2517	4/27/2005	4/27/2009	Yes CA
Sugita	Kaoru	Richard Cornfield	\$ 2,500.00	1258	4/27/2005	4/27/2009	Yes CA
Hirayama	Ernest	Richard Cornfield	\$ 2,500.00	1258	4/27/2005	4/27/2009	Yes CA

Last Name	First Name							
Pappas	Joan E.	John Marshall	\$ 5,000.00	2517	4/29/2005	4/29/2009	Yes	CA
Johnston	Mary Margaret	Christian McFarland	\$ 4,000.00	2014	4/28/2005	4/28/2009	Yes	CA
Slingerland	Robert J.	John R. Bryant	\$ 5,000.00	2517	5/3/2005	5/3/2009	Yes	CA
Lamberte	Stephanie A.	John R. Bryant	\$ 5,000.00	2517	5/3/2005	5/3/2009	Yes	CA
Buford	Gloria	John R. Bryant	\$ 5,000.00	2517	5/10/2005	5/10/2009	Yes	CA
Trasvina, Jr.	Victor M. and Darabelle C.	Bruce Byrwa	\$ 5,000.00	2517	5/12/2005	5/12/2009	Yes	CA
James	Thomas B. and Nancy V.	Chuck Major	\$ 5,000.00	2517	5/13/2005	5/13/2009	Yes	CA
Earlabaugh	Louis and Susanne	Deron Stokes	\$ 5,000.00	2517	3/23/2005	3/23/2009	Yes	CA
Germiyanoglu	Ismail and Belis	Kyle Hara	\$ 5,000.00	2517	5/18/2005	5/18/2009	Yes	CA
Portner	Paul J.	John R. Bryant	\$ 10,000.00	5034	5/18/2005	5/18/2009	Yes	CA
Makena	Mary S.	John R. Bryant	\$ 5,000.00	2517	5/23/2005	5/23/2009	Yes	CA
Orozeo	Daniel	Bruce Byrwa	\$ 5,000.00	2517	5/24/2005	5/24/2009	Yes	CA
Sandel	Timothy R. and Georgia C.	Christ Chialtas	\$ 2,000.00	1006	5/18/2005	5/18/2009	Yes	CA
CYC Investments, LLC	Ms. Katherine Cannon, Member,	John R. Bryant	\$ 10,000.00	5034	5/24/2005	5/24/2009	Yes	CA
Nishiya	Kunihiro and Setsuko	John R. Bryant	\$ 10,000.00	5034	5/24/2005	5/24/2009	Yes	CA
Donnelly	Michael T. and Joanie Ledger	John R. Bryant	\$ 10,000.00	5034	5/27/2005	5/27/2009	Yes	CA
Blues Brothers, LLC	Mr. Peter H. Moore, Member,	John R. Bryant	\$ 10,000.00	5034	5/27/2005	5/27/2009	Yes	CA
Eynon	Jason S.	John R. Bryant	\$ 2,000.00	1006	5/31/2005	5/31/2009	Yes	CA
Laliberte	William J.	John R. Bryant	\$ 8,000.00	4027	5/31/2005	5/31/2009	Yes	CA
Rector	Steven F. and Karen C.	Ray Kirkland	\$ 5,000.00	2517	5/31/2005	5/31/2009	Yes	CA
Kent	Nicholas O.	Julie Berk	\$ 3,000.00	1510	6/3/2005	6/3/2009	Yes	CA
Monblatt	Barry & Ellen	E. Cheryl Allen	\$ 5,000.00	2517	2/25/2005	2/25/2009	Yes	CA
Johnson	Max S. & Kathieen M.	Scott Lewis	\$ 2,500.00	1258	12/10/2004	12/10/2008	Yes	CA
Edmunds	Rollin	Christ Chialtas	\$ 5,000.00	2517	1/18/2005	1/18/2009	Yes	CA
Edmunds	Rollin	Christ Chialtas	\$ 5,000.00	2517	2/21/2005	2/21/2009	Yes	CA
Fujimura	Kay S. & Mary Jane T.	Chuck Major	\$ 5,000.00	2517	12/7/2004	12/7/2008	Yes	CA
			\$ 355,000.00	178701				