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

*original*

FIFTH AMENDED FORM 1-A /A

REGULATION A OFFERING STATEMENT  
UNDER THE SECURITIES ACT OF 1933

RECORDED  
JUL 30 2007  
Original Date Filed: February 2, 2007 1086

Date Filed: \_\_\_\_\_

File No: 24-10172

**RX Healthcare Systems, Ltd.**  
(exact name of issuer as specified in it's charter)

RECEIVED

JUL 30 2007

**COLORADO**  
(state or other jurisdiction of incorporation or organization)

DIVISION OF CORPORATION FINANCE  
OFFICE OF EMERGING GROWTH COMPANIES

**3631 East 7<sup>th</sup> Avenue Parkway, Denver, Colorado 80206**  
**(303) 388-7752**

(Address including zip code, and telephone number, including area code of Issuer's)  
(principal executive offices)

**Malcolm D. Crawford, 3631 East 7<sup>th</sup> Avenue Parkway, Denver, Colorado 80206**  
**(303) 388-7752**

(Name, Address, including zip code and telephone number, including area code  
of agent for service)

339112 20-5864912  
(Primary Standard Industrial Classification Code Number, IRS Employer Identification Number)

*This offering statement shall only be qualified upon order of the Commission, unless a subsequent amendment is filed indicating the intention to become qualified by operation of the terms of Regulation A.*

PROCESSED

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FINANCIAL

**PART I - NOTIFICATION**

**ITEM 1. Significant Parties**

(a)(b) The Issuers directors and officers are as follows:

Name

Ronald S. Tucker, Director, Chief Executive Officer, Chief Financial Officer	
<u>Business</u>	<u>Residential</u>
79860 Tangelo	79860 Tangelo
La Quinta, CA 92253	La Quinta, CA 92253

Malcolm Crawford, Director, Vice President, General Counsel	
<u>Business</u>	<u>Residential</u>
3631 East 7 <sup>th</sup> Avenue Parkway	3631 East 7 <sup>th</sup> Avenue Parkway
Denver, Colorado 80206	Denver, Colorado 80206

Leticia I. Tucker, Director, Secretary/Treasurer	
<u>Business</u>	<u>Residential</u>
79860 Tangelo	79860 Tangelo
La Quinta, CA 92253	La Quinta, CA 92253

(c) There are no general partners

(d) The following are of record and beneficial owners of 5% or more of the issuer's common stock issued and outstanding at the time of filing.

R Tucker & Associates, Inc., a Colorado Corporation

(e) The beneficial owners of five percent or more of any class of the issuer's equity securities.

R Tucker & Associates, Inc., a Colorado corporation

(f) The promoters of the issuer are:

Ronald S. Tucker

(g) Affiliates of the Issuer.

Tensleep Corporation, a Colorado corporation  
Tensleep Wireless Corporation, a Colorado corporation  
Tensleep Financial Corporation, a Colorado corporation

(h) Counsel to the Issuer with respect to the proposed offering:

Malcolm Crawford  
3631 East 7<sup>th</sup> Avenue Parkway  
Denver, Colorado 80206

(i) The underwriter with respect to the proposed offering: Not Applicable.

(j) The underwriters directors: Not Applicable.

(k) The underwriter's officers: Not Applicable.

(l) The underwriter's general partners: Not Applicable.

(m) Counsel to the underwriter: Not Applicable.

**ITEM 2. Application of Rule 262**

(a) There are no disqualifications pursuant to Rule 262

(b) Not applicable.

**ITEM 3. Affiliate Sales**

No part of the proposed offer involves the resale of securities nor has the Issuer had a net income from operations of the character in which the Issuer intends to engage since its formation.

**ITEM 4. Jurisdictions to Which Securities are to be Offered.**

(a) No securities are to be offered by underwriters, dealers, or salespersons.

(b) The Offering will be made in Colorado by our officers and directors.

**ITEM 5. Unregistered Securities Issued and Sold Within One Year**

(a) The following unregistered securities were issued within one year prior to filing of this Form 1-A.

(1) **Name of Issuer:** RX Healthcare Systems, Ltd., a Colorado corporation.

(2) **Title and Amount of Securities Issued:**

a. 1,000,000 shares of Common Stock were issued to R Tucker & Associates, Inc., a Colorado corporation, in exchange for the payment of \$10,000 in cash for 1,000,000 shares, \$0.01 per share on January 16, 2007. The price of the shares was arbitrarily determined by our directors. R Tucker & Associates is the parent company of the company.

b. Options to purchase 1,000,000 shares of our Common Stock at \$.10 per share (\$100,000) were issued on or about January 16, 2007 for \$1,000 to Ronald S. Tucker, an officer and director; and the options are exercisable on or before January 15, 2012. All prices were arbitrarily determined by our directors.

R Tucker & Associates, Inc., is a corporate financial consulting firm with the principal shareholders being Ronald S. Tucker and Leticia I. Tucker, who are also officers and directors of the Issuer. R Tucker & Associates, Inc., is a private company.

(3) **Aggregate offering price and basis of Computation:**

a. 1,000,000 shares of common stock were issued to R Tucker & Associates, Inc., for cash in the total amount of \$10,000 or \$0.01 per share. The price of the shares was determined arbitrarily and by negotiation.

b. 1,000,000 shares of common stock underlying the options, which may be exercised at \$.10 per share for a total of \$100,000. The options may be exercised prior to January 15, 2012, unless extended by the Company with the payment of \$0.01 per option for an additional year. The price of the options and the exercise price of the common stock were determined arbitrarily and by negotiation.

(4) **The names and identities of the persons to whom the securities were issued are:**

a. R Tucker & Associates, Inc., a Colorado corporation were issued the 1,000,000 shares of Common Stock,

b. Ronald S. Tucker purchased the Option to purchase shares of the Common Stock.

(b) Sales of unregistered securities.

Not Applicable.

(c) Indicate the section of Securities Act or Commission rule or regulation relied upon for exemption

from registration requirements.

- (1) The Common Stock was issued, the Options were granted, and the underlying stock of the options will be issued pursuant to Section 4(2) of the Securities Act of 1933, as amended, and are "restricted" pursuant to Rule 144.

**ITEM 6. Other Present or Proposed Offerings**

None

**ITEM 7. Marketing Arrangements**

(a)None

(b)None

**ITEM 8. Relationship with Issuer of Experts Name in Offering Statements.**

Not Applicable.

**ITEM 9. Use of a Solicitation of Interest Document**

Not applicable.

**RX Healthcare Systems, Ltd.**

**CROSS REFERENCE SHEET**

<b><u>Item in Form 1-A</u></b>	<b><u>Location in Prospectus</u></b>
1. Cover Page of Offering Circular	Cover Page of Offering Circular
2. Distribution Spread	Front Cover Page
3. Summary Information and Risk Factors and Dilution	Summary; Risk Factors; Dilution
4. Plan of Distribution	Plan of Distribution
5. Use of Proceeds to Issuer	Use of Proceeds
6. Description of Business	History And Business
7. Description of property	Business - Facilities
8. Directors, Executive Officers and Significant Employees	Management
9. Remuneration of Directors and Officers	Management - Compensation.
10. Security Ownership of Management and Certain Security Holders	Beneficial Ownership
11. Interest of Management and Others in Certain Transactions	Management - Transactions with Management
12. Securities Being Offered	Description of Capital Stock

**PART II**

Preliminary Offering Circular dated \_\_\_\_\_, 2007

**RX Healthcare Systems, Ltd.**

**\$ 250,000**

**10,000 INVESTMENT UNITS  
100 Units Minimum Purchase**

**RX Healthcare Systems, Ltd.** a Colorado corporation (the "Company"), is a development stage company. Its temporary principal address is 3631 East 7<sup>th</sup> Avenue Parkway, Denver, Colorado, 80206, phone number (303) 388-7752.

Our officers and directors are offering 10,000 Investment Units at \$25 per Unit (minimum purchase of 100 Units). Each Unit consists of (1) 100 shares of the Common Stock, 100 Series A Warrants, 100 Series B Warrants, and 200 Series C Warrants. Each warrant of each series of warrants is to purchase 1 share. The exercise price for the Series A through C Warrants, are \$0.80, \$1.10, and \$1.20 per share, respectively; and they are respectively to be exercised within 24, 36, and 48 months after the effective date of this offering. The Units are offered for cash and/or non-cash consideration, including but not limited to cancellation of indebtedness and/or other assets of ascertainable value, e.g., transfer of technology, machinery, equipment, software, etc.. The officers, directors and affiliates of the Company may purchase all or part of the Units. No minimum amount of Units is required to be sold, and the offering will end on or before December 31, 2007.

THESE SECURITIES ARE SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK. SEE "RISK FACTORS"

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF OR GIVE ITS APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR OTHER SELLING LITERATURE. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE COMMISSION; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED THEREUNDER ARE EXEMPT FROM REGISTRATION.

	Units/ Shares	Price to Public <sup>1</sup>	Commissions <sup>2</sup>	Company Proceeds <sup>3</sup>
Per Unit <sup>4</sup>	1	\$ 25	\$ 2.50	\$ 22.50
Maximum	10,000	\$250,000	\$25,000	\$ 225,000

<sup>1</sup> The units are offered to the public for cash and/or non-cash consideration, which includes but is not limited to cancellation of indebtedness and/or other assets of ascertainable value, e.g., transfer of technology, machinery, equipment, software, etc. The aggregate offering price of non-cash consideration will be established by *bona fide* sales of that consideration made within a reasonable time, or, in the absence of sales, on the fair value as determined by an accepted standard and they must be reasonable at the time made. The securities may be sold to officers, directors and/or affiliates of the company.

<sup>2</sup> The offering is being made by our Officers & Directors for which they will receive no remuneration. A commission of 10% may be paid to members of the National Association of Securities Dealers, Inc. ("NASD") for cash sales made by member broker-dealers. A three percent (3%) Due Diligence fee may be paid to selected NASD members in their capacity as Selling Agents.

<sup>3</sup> Before deducting the Company's registration and distribution expenses estimated at \$50,000.

<sup>4</sup> The offering of common stock underlying the warrants is a continuous offering during which the issuer is required to keep the offering statement and circular current, including updated financial statements.

**Approximate Offering Commencement Date:** \_\_\_\_\_, 2007.

## SUMMARY

The following summary is qualified in its entirety by the more detailed information, including "Risk Factors" and Financial Statements and notes thereto, appearing elsewhere in this Prospectus.

### Company

We are a development stage company. See "HISTORY AND BUSINESS"

### Report To Investors

We plan to furnish annual reports to its shareholders which may include audited or un-audited annual financial statements. If prepared, we may provide unaudited quarterly financial statements and periodic progress reports to shareholders upon request. We are not a reporting company under the Exchange Act of 1934, as amended (the "Exchange Act"). The Company's Common Stock is not currently listed on any quotation service.

### The Offering

<b>Terms</b>	This is a best efforts offering under Sections 3(b) of the Securities Act of 1933, as amended, (the "ACT"), being made by the officers and directors of the Company for which they will not otherwise be compensated by commissions, fees, or otherwise. Interested Broker Dealers, Members of the National Association of Securities Dealers Inc. ("NASD") may enter into a selling agreement for which we anticipate paying a cash commission of 10% of the aggregate sale and providing the NASD firm unaccountable expenses, as provided by the NASD Rules. All or part of the Units may be sold to officers, directors and/or affiliates of the company.
<b>Time Period</b>	The Units are being offered until sold or December 31, 2007, the first to occur.
<b>Price</b>	25 dollars (\$25.00) per unit, a minimum number of 100 Units offered, for a total of 10,000 Units aggregating \$250,000, payable in cash or non-cash consideration. There is no minimum amount of Units required to be sold.
<b>Non-cash Consideration</b>	The Company's board of directors may issue all or part of the Units, in the exercise of its discretion, for non-cash consideration from independent third parties, officers, directors or affiliated parties. It includes the cancellation of indebtedness for debts validly incurred for money loaned, advanced, or incurred on behalf of the Company, and the License Fee of \$130,000 due to Tensleep Corporation ("Tensleep"). The board of directors, besides cancellation of indebtedness, will consider and evaluate licenses to proprietary consumer products owned by independent third parties to acquire for fabrication and distribution. At the current time, other than the License Fee, no other non-cash consideration has been identified. The acceptance of non-cash items will be evaluated by the members of the board of directors on any basis which the board deems appropriate and fulfills their responsibilities as directors. The aggregate value of non-cash consideration will be established by <i>bona fide</i> sales of that consideration made within a reasonable period of time, or, in the absence of sales, on the fair value as determined by an accepted standard and be reasonable at the time made.
<b>Units</b>	Each Unit consists of 100 shares of Common Stock together with 100 Series A Warrants, 100 Series B Warrants, and 200 Series C Warrants. The exercise price for the Warrants is \$.80, \$1.10, and \$1.20, respectively (cash or non-cash consideration), unless reduced by the Company. The expiration dates, respectively, are 24 months from effective date, 36 months, and 48 months (the "Expiration Dates"), unless an Expiration Dates is extended by the Board of Directors. See "OFFERING AND DISTRIBUTION"
<b>Common Stock - Before Offering</b>	1,000,000, excluding options.
<b>Common Stock - After Offering</b>	2,000,000 shares, excluding options and warrants.
<b>Estimated Value of Offering</b>	\$250,000 upon the sale of 100% of the Units (before the exercise of the Series A through Series C Warrants. With the exercise of the Series A through C warrants the aggregate value offering will be \$4,550,000.

<b>Use of Proceeds</b>	Extinguish indebtedness incurred, including but not limited to the registration and distribution expenses estimated at \$50,000, pay a License Fee of \$130,000 and \$70,000 for the purchase of products if the maximum number of Units are sold. SEE "USE OF PROCEEDS"
<b>Dividends</b>	We do not currently anticipate paying cash or stock dividends.
<b>Risk Factors</b>	Our securities involve a high degree of risk, and substantial and immediate dilution. See "RISKS FACTORS"
<b>Stock Pricing</b>	The offering price of the Units has been arbitrarily determined by our directors and bears no relationship to the assets, book value, earnings, or net worth (current or anticipated) of the Company.
<b>Market for Common Stock</b>	There has been no market for our securities prior to the Offering, and no assurance can be given that any such market will develop or be maintained.
<b>Certain Relationships</b>	Investors should be aware of the following relationships: Ronald S. Tucker and Leticia I. Tucker, officers and directors of the Company are also officers, directors, and majority shareholders of Tucker & Associates, the parent of RX Health Care Systems, Ltd.

## **RISK FACTORS**

*In addition to the other information in this Offering Circular, prospective purchasers of the Units offered hereby should consider carefully the following factors in evaluating the Company and its business.*

### **No Operating History**

Our business has no operating history and its officers, directors and advisors have limited experience in this business segment. See "MANAGEMENT"

### **Lack of Experience**

The officers and directors of the Company have experience in starting up and operating businesses, however, they have no experience in operating a business in the market segment which is planned for the Company. The board of directors, during the next 12 months, will be searching for personnel which have experience operating a business in the Company's market segment to fill key positions, including but not limited to Chief Operating Officer, Director of Sales, Director of Procurement. There is no assurance that we will be able to find or engage personnel that have the experience required or if they do have the experience that they would be willing to accept a position with the Company.

### **Lack of Revenues**

The Company was recently incorporated and is in its development stage. It has generated no revenues since its incorporation and we do not believe it will have revenues until some time in 2008. We believe that to be successful, the Company, during the next 12 months must establish a broad product line which can be sold to, but not limited to, drug stores, nurseries, hospitals, discount stores, healthcare centers, etc. We have a broad definition of what a healthcare product is. Our definition includes a product purchased by the ultimate user that provides, but is not limited to, eye care, foot care, skin care, hair care, body care, and dental care; and is, but is not limited to, medical related products, dental products, ointments, solutions, vitamins, herbs, etc. See "HISTORY AND BUSINESS – Managements Discussion of Business" and "HISTORY AND BUSINESS – Plan of Operation"

### **Product**

The Company has entered into a license agreement with Tensleep, an affiliate of the Company, (the "License") for the non-exclusive right to use its intellectual property for wireless radio receivers and transmitters, timers and control devices (the "Devices") in the integration of remote controlled automatic spraying systems that will be used to spray disinfectants, insecticides, and deodorizers indoors and outdoors to, but not limited to, sanitize an area or provide for insect abatement (the "Product"). SEE "THE PRODUCT" Tensleep Technologies, Inc. ("Technologies"), a subsidiary of Tensleep, has developed and sold these Devices to independent integrators which have integrated the Devices into their remote controlled sprayers. The License provides for a royalty to be determined in the future. We believe there is little to no risk on whether an agreement can be made as to the amount of the royalty to be paid, or that the royalty will have a material effect on the financial condition or results of the Company.

### **Conflict of Interest - License**

Ronald S. Tucker is the CEO of both the Company and Tensleep, and on behalf of each company he executed the License for both parties. The License is not the result of an arms length transaction. The value of the license has been determined on a basis which Mr. Tucker and the other members of the board believe is fair and reasonable. Technologies will integrate the Devices into the Company's Product. The License provides that the Company will have the right to fabricate, market, distribute and sale the Devices and the remotely controlled automatic spraying systems designed by Technologies. Technologies is expected to complete the Integration of the Product by December 31, 2007, and the cost of the integration will be included in the price of the Product which is initially fabricated by Technologies and purchased by the Company.

### **Development of Spraying Systems**

The Devices are fully developed and the wireless radio transmitter (the "RF transmitter") and receiver (the "R F receiver") have been certified by an independent approved laboratory that they meet the Federal Communications Commissions rules; however, the Devices must be integrated into different models of remotely controlled automatic spraying systems. Technologies is responsible for the development of the spraying systems although it has no obligation to the Company to do so. There is no assurance that Technologies will ever complete the integration of the spraying systems.

### **Customer Service**

The Product is newly developed and may require extensive customer service, and the Company, being small, may not be able to provide the required customer service, causing the Company to cease doing business.

### **Non-Cash Consideration**

We can sell all or part of the Units of this offering for non-cash consideration. See "SUMMARY - Non-cash Consideration" If Units are sold for non-cash consideration, it could have a negative effect on the operations of the company. Management believes it has limited non-cash consideration to what will support the company's operations, including the purchase and sell of its products, and will not have a material effect on the operations of the company.

### **Capital Requirement**

In order to commence operations, we must raise substantial capital, and there is no assurance the Company will be able to raise that capital from this offering of Units or the exercise of the Warrants. If sufficient capital is not raised, we will continue to develop the company to the extent our capital will allow.

### **Need for Additional Financing**

The proceeds of this offering are sufficient to satisfy our capital requirements for the next 12 months, but, there can be no assurance that opportunities, or changes in our operations will not result in the expenditure of such resources before such time. Thereafter, we expect that it will require additional capital. There can be no assurance that additional capital will be available on terms favorable to us, if at all. To the extent that additional capital is raised through the sale of the Warrants and additional equity, the issuance of such securities could result in dilution to our shareholders. See "USE OF PROCEEDS," "CAPITALIZATION" and "DELUTION"

### **Conflicts of Interest - General**

We are at this time subject to possible conflicts of interest arising from its relationship and the relationship of its officers and directors with organizations which may be affiliates.

In order to resolve conflicts of interest on issues involving the Company, Tensleep, the Company's officers and directors, and/or affiliates of the Company, the issues will be determined, after full disclosure, by a good faith vote of disinterested members of the Company's board of directors or shareholders; or that the issue was fair, just and reasonable as to the Company at the time it was authorized, approved or ratified by the Company's board of directors

Our Counsel has furnished, and in the future may furnish, legal services to possible affiliates. There is a possibility that in the future the interests of the various possible affiliated parties may become adverse as described in the Code of Professional Responsibility of the legal profession, and counsel may be precluded from representing one or all of such parties. If any situation arises in which the interests of the Company appear to be in conflict with those of its respective affiliates, additional counsel may be retained by one or more of the parties to assure that the interests of the Company are adequately protected.

## **Limitations on Transferability and No Market for Securities**

The Units and the securities constituting them pursuant to this offering are not restricted, but there is no present market being made in the Common Stock, or Series A through Series C Warrants of the Company. As a result, purchasers of Units may not be able to liquidate their investments in the event of an emergency. There is no guarantee a market will be made in the Common Stock or Warrants of the Company. Consequently, the purchase of the Units should only be considered as a long-term investment. Stock purchased and issued to and owned by officers, directors and affiliates are control shares and will be restricted. State law may also restrict transferability.

## **Competition**

We will compete with other larger companies with greater financial resources than the Company which have automatic spraying systems, but we expect to compete against those products, based on our products being remotely controlled wirelessly.

## **Arbitrary Determination of Offering Price**

The initial public offering price of the Units have been arbitrarily determined by us and does not or will not necessarily bear any relationship to the assets, book value, earnings, or our net worth or any other recognized criteria of value. Although the factors considered in determining the offering price included the general condition of the securities market, evaluation of prospective products, the prospects of the industry in which the Company is engaged, and sales and other financial projections of the Company, these factors are very subjective and we make no representations as to any objectively determinable value of the Units offered hereby. There is no assurance the Units offered hereby can be resold at the offering price, if at all.

In determining the offering price, we considered its desire to (i) conduct the Offering in a manner that will achieve the widest distribution of the Common stock, (ii) provide liquidity in the Common Stock subsequent to the Offering, (iii) and comply with the minimum per share requirement of NASD. See "PLAN OF DISTRIBUTION - Stock Pricing and Number of Units to be issued".

## **Dilution**

Investors in this Offering will experience immediate and substantial dilution in that the net tangible book value per share of the Common Stock after the offering will be substantially less than the offering price per share. SEE "DILUTION"

## **Lack of Cash Dividends**

We have not paid any dividends on its Common Stock since our inception and do not intend to pay any cash dividends in the foreseeable future. We may in the future enter into financing arrangements that limit or prohibit the declaration or payment of any dividends.

## **Control by existing stockholders**

Tucker & Associates, after the Offering, will own a controlling interest. Accordingly, Tucker & Associates would be able to elect a majority of our directors and to determine the outcome of the corporate actions requiring stockholder approval, regardless of how other stockholders of the Company may vote. Tucker & Associates is also the majority shareholder of Tensleep Corporation, the designer and developer of the Product. Ronald S. Tucker and Leticia I. Tucker, officers and Directors of the Company, are also officers and directors of Tensleep Corporation and majority shareholders of Tucker & Associates. See "BENEFICIAL OWNERSHIP"

## **No Escrow for Funds**

There will be no escrow of subscription funds received from the offering. The offering will close on or before December 31, 2007, when all the Units have been sold. There is no minimum amount of Units required to be sold in your offering.

## **Direct Participation Offering**

This Offering is being made on a "direct participation" basis by our officers and directors and it may use selected broker-dealers to sell the Units offered herein. See "PLAN OF DISTRIBUTION". Furthermore, we have reserved the right to close the offering prior to the sale of the 10,000 Units. There can be no assurance that all the Units will be sold. If the Offering is closed at less than all Units, there will be substantially less additional working capital available to us. The net cash proceeds from the sale of the Units if the maximum number of Units are sold will be approximately \$200,000. However

such amount may be reduced because of non-cash consideration in lieu of cash for the purchase of Units. See "USE OF PROCEEDS"

### **Possible Effect of "Penny Stock" Rules on Liquidity**

Our securities may become subject to certain rules and regulations promulgated by the Securities and Exchange Commission ("Commission") pursuant to the Securities Enforcement Remedies and Penny Stock Reform Act of 1990 (the "Penny Stock Rules") which impose strict sales practice requirements on broker/dealers which sell such securities to persons other than established customers and certain "accredited investors." For transactions covered by the Penny Stock Rules, a broker/dealer must make a special suitability determination for the purchaser and have received the purchaser's written consent for the transaction prior to sale. Consequently, such rule may affect the ability of broker/dealers to sell the securities and may affect the ability of purchasers in this offering to sell any of the securities acquired hereby in the secondary market.

The Penny Stock rules generally define a "penny stock" to be any security not listed on an exchange or not authorized for quotation on the Nasdaq Stock Market and has a market price (as therein defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transactions by broker/dealers involving a penny stock (unless exempt), the rules require delivery, prior to a transaction in a penny stock, of a disclosure document relating to the market for the penny stocks. Disclosure is also required to be made about compensation payable to both the broker/dealer and the registered representative and current quotations for the securities. Finally, monthly statements are required to be sent disclosing recent price information for the penny stocks.

The foregoing penny stock restrictions will not apply to the Company's securities if such securities are listed on an exchange or quoted on the Nasdaq Stock Market and have certain price and volume information provided on a current and continuing basis or if the Company meets certain minimum net tangible asset or average revenue criteria. There can be no assurance that the Company's securities will qualify for exemption from the Penny Stock Rules. In any event, even if the Company's securities were exempt from the Penny Stock Rules, they would remain subject to Section 15(b)(6) of the Exchange Act, which gives the Commission the authority to prohibit any person that is engaged in unlawful conduct while participating in a distribution of a penny stock from associating with a broker/dealer or participating in a distribution of a penny stock, if the Commission finds that such a restriction would be in the public interest. If the Company's securities were subject to the rules on penny stocks, the market liquidity for the Company's securities could be severely affected.

### **Directors Able to Issue Blank Check Preferred Stock**

The Company's Articles of Incorporation provide the Directors with the ability to establish one or more series of preferred stock with any rights preferences and privileges which the directors of the Company deem proper in the exercise of their reasonable judgment without the authority or approval of the Company's shareholders. The board of directors may establish one or more series of preferred shares with preferences that may reduce the value of the common stock of the Company. At the current time the Company and its board of directors have no plans or intentions of issuing any preferred stock.

### **Change in Market Conditions and Securities Regulation**

The stock market conditions may change and the Securities Exchange Commission and the State Regulators may change the regulations in a manner that makes it unfeasible to arrange for public offerings.

### **Sales to Officers, Directors and Affiliates**

We reserve the right to sell one or more Units to our officers, directors and affiliates.

## **INVESTMENT CONSIDERATIONS**

This Offering Circular contains certain Forward-Looking Statements within the meaning of Section 27A of the Securities Act of 1933. When used herein, the words "anticipate," "feel," "believe," "estimate," "expect," "Plan," and "intend" and similar expressions, reflect the current view of Management concerning future events and are subject to substantial risks and uncertainties.

## **HISTORY AND BUSINESS**

We were incorporated in the State of Colorado on October 23, 2006, a wholly owned subsidiary of Tucker & Associates, which is a record and beneficial owner of 1,000,000 shares of our common stock representing 100% of the issued and outstanding securities. We are in the development stage of our business operations. In January 2007, we issued 1,000,000 Options to Ronald S. Tucker for the purchase of 1,000,000 shares of the company's common stock at a strike price of \$.10 per share. The Company has had a short life and is in its development stage.

We have temporary executive offices at 3631 East 7<sup>th</sup> Avenue Parkway, Denver, Colorado 80206, telephone (303) 388-7752. The accounting and financial offices are located at 79860 Tangelo, La Quinta, CA 92253, telephone (760) 771-0036.

## **Management's Discussion of Business**

### **Primary Objective**

We are a development stage company, and we have developed a 12 month plan which will provide a foundation for the future growth of the company.

### **The 12 months Plan**

Tensleep Technologies, Inc., though not obligated to the company, is responsible for the development of the remotely controlled automatic spraying system (the "Spraying System") through the integration of devices licensed by the company and other components produced by independent third parties. We believe that Technologies will have completed the integration of the Spraying System by December 31, 2007 for several market segments.

Within the next 12 months we will be arranging for the fabrication, marketing, distribution and sales of the Spraying Systems. (See "PRODUCT") We will initially purchase, by the end of the first quarter of 2008, up to 500 units of the Spraying Systems from Technologies, which will give the Company time to locate and contract an independent fabricating company that can produce the systems on a larger scale. The purchase price will be decided between Dennis Kaliher of Technologies and Ronald Tucker of the company. The purchase price will be based on the cost of materials, labor, factory overhead, general and administrative costs, and a provision for profit. We will sell the Sprayer Systems through independent sales organizations in defined market segments based on marketing programs to be developed for those market segments. At the current time we have no in-house sells or marketing people and no agreements with independent sales organizations. When possible we plan to acquire our own in-house selling group and marketing department.

The Company, currently, does not have any full time employees, but within the next 12 months, management will be searching for a Chief Operating Officer, Director of Sales, and Director of Marketing who will work full time and be engaged in the day to day management of the Company.

We may lack experience in operating a company in this business sector, but over a period of many years we have developed business relationships, all over the world, which, we believe, can be helpful in organizing the Company.

In order to provide the capital required to fund the Company for the next 12 months and beyond, the management is pursuing the filing of this Form 1-A. Experience has shown that it is better to seek investment before it is needed, rather than after it is needed.

### **Market**

We have identified and are concentrating on the commercial and consumer markets to use the Product, in conjunction with an active agent to deodorize enclosed areas by removing obnoxious odors and disinfect enclosed areas which are caused by, but not limited to, smoke and tobacco, mold, mildew; those attributable to illness in sick rooms and hospitals; and pet odors resulting from urine, vomit, virus, germs, and mold/mildew fungus or any contamination resulting from body secretions. Consumers and many commercial users use manually operated sprayers to perform these functions, and in some applications they use single unit timed dispensers. The Company has plans for a single remotely controlled automatic sprayer unit to be used where the manually operated sprayers are now used but where our unit would be more effective and less labor intensive. But the Company's main business will be in producing multiple unit wireless remote controlled sprayer systems to be used in insect abatement.

Integrators which currently produce automatic spaying systems for insect abatement are starting to integrate multiple units which are controlled with a wireless radio. Management, believes that, the integrators will be customers of the Company. The Integrators use the product they produce as part of providing a service, and by buying the Company's Products they will be able to provide a better sprayer at a lower cost and reduce the cost of labor in providing its service.

### **Research & Development, Environment**

We have not and do not plan to conduct any research and development within the next twelve months, and our operations will have no effect on the environment which requires us to comply with the environmental laws.

### **Government Regulation**

The RF transmitter and RF receiver are subject to obtaining a Certificate of Compliance of these component products meeting certain standards established by rule of the Federal Communications Commission (the "FCC") after testing in accordance with procedures established by the FCC. The RF transmitter and receiver developed by Tensleep Technologies has meet the standards of the FCC and Tensleep Technologies has obtain the appropriate Certificates of Compliance. Subject to the above requirements as to the RF transmitter and receiver, the remotely controlled automatic sprayer system is not required to meet any state or federal government requirements or regulations.

### **Labor Relations**

The Company has no full time employees and is not subject to any labor contracts.

### **Material Shortages**

We do not anticipate that any of the products that become a part of the Company's product line will be subject to material shortages.

### **Cyclical**

We do not anticipate that the commercial and consumer markets will be subject to cyclical variations.

## **Plan of Operation**

The Company's plan for the next 12 months is directed toward developing a compatible or synergistic product line for the commercial and consumer markets; developing a marketing and sales program for selling the products directly and through independent or developed distribution networks. The net proceeds from the offering of the Units and the exercise of the options and/or warrants are more than sufficient to provide for the achievement of the 12 month milestones. In the event the net proceeds are not sufficient to pay for costs up to \$100,000, such sum may be borrowed from Ronald S. Tucker. The loan will be evidenced by a demand promissory note with a fixed due date, without interest; or the loan may be repaid, at the election of Ronald S. Tucker, by crediting the exercise price of an appropriate portion of the shares underlying the options to purchase shares held by Ronald S. Tucker. There is no promissory note at the present time. The milestones will be achieved through the efforts of the officers and consultants whom the officers may engage from time to time.

1. **Integrate the Devices** into the models of the Product to be included in the Company's product Line.
2. **Research and evaluate** the various methods of direct sales to commercial customers and consumers and the requirements to establish each method.
3. **Select method or methods** for direct sales.
4. **Research and evaluate** various opportunities for establishing distribution networks.
5. **Select distribution networks.**
6. **Research and evaluate** how to perfect the product line for U.S., Europe, and Asia.
7. **Research and evaluate** sourcing for the Product and other products in general.
8. **Select, identify and inspect** sourcing of products.
9. **Search for and interview** for Chief Operating Officer, Director of Sales, and Director of Marketing.
10. **Prepare budgets and forecasts.**
11. **Develop a strategic and tactical plan** to accomplish forecasts and budgets.
12. **Determine cash needs** of the strategic and tactical plans for the short term and long term.

## **The Product**

The Product can be used in, but is not limited to be used in, both the commercial and consumer markets, spraying

disinfectants and deodorizers in enclosed areas, and in providing for insect abatement out doors. The Product, as a remote controlled automatic sprayer system, will come in different models with differing specifications depending on the market segment within the commercial and consumer markets.

The Product as a system may consist of a single unit or multiple units. The single unit will be self contained and may or may not be remotely controlled. The Product's components include a controller, timer, switch(s), pump(s), tube(s), nozzle, reservoir container, power source, radio frequency ("RF") transmitter and a RF receiver. The controller contains the timer and selects the time and the number of times the agent is sprayed into the air in a 24 hour a day period; and it establishes how long the agent is disbursed, which determines the volume of the agent disbursed. The controller contains a power source, either A/C or battery, may contain a switch mechanism and/or a RF transmitter depending on whether it is a self contained unit and is controlling remote sprayers.

The self contained sprayer unit has a controller with a power source, either A/C or battery, timer, pump, tube, nozzle, switch mechanism, and reservoir container containing the agent to be sprayed. The remote sprayer units contain a pump, tube, switch mechanism, a RF receiver, may or may not have a power source, if it has a power source it can be A/C or battery, and a reservoir container for the agent. The pump, nozzle, tube, and power source are products purchased from independent suppliers; and the agent is a product produced and sold by independent suppliers. We may or may not purchase and resale the agent.

Technologies is located in Austin, Texas and for more than five years has designed and developed the Devices, has fabricated and assembled them, and sold them to independent integrators, which have integrated them in to their products. The Devices were developed by Dennis Kaliher and Robert Morgan, and several independent consultants. Technologies, to produce the Company's product line, will fabricate the Devices and integrated them into the Product with the other components purchased from suppliers of those components. Those components include switches, pumps, tubes, nozzles, reservoir containers, and power sources. Mr. Kaliher and Mr. Morgan are currently integrating the Devices with the other components into a multi-unit remotely controlled automatic spraying system, which is expected to be completed by December 31, 2007.

## Competition

The business in which we are engaged is highly competitive. Competition is based primarily on the quality of product, service and performance history, and we will be competing with a large number of product suppliers and service providers.

## Facilities & Employees

We currently have two part time employees and no full time employees and are sharing offices with an affiliate company at no cost.

### USE OF PROCEEDS

Based on a public offering price of \$25.00 per Unit for the 10,000 Units, we will receive \$250,000 if the maximum number Units are sold and the sales are all made by our management and none by NASD broker dealers (who could receive a ten percent (10%) commission on sales made by them).

The following table illustrates the allocation of proceeds from the offering if 50%, 100% and the maximum number of Units are sold for cash:

	<u>Assuming</u>	
	<u>Sales of 5,000 Units</u>	<u>Sales of 10,000 Units</u>
Total Proceeds	\$125,000	\$250,000
Less: Offering expenses (estimated)	10,000	10,000
Legal and Accounting (estimated)	35,000	35,000
Copying and advertising (estimated)	<u>5,000</u>	<u>5,000</u>
Net Proceeds from offering	75,000	200,000
Use of net proceeds		
Payment of License Fee	50,000	130,000
Purchase Product	<u>25,000</u>	<u>70,000</u>
Total	<u>\$125,000</u>	<u>\$250,000</u>

The amounts actually expended for Payment of License Fee and to Purchase Product may vary significantly, depending upon the total Units sold, thus reducing the expenditure of funds as set forth above. In the event all the Units are not sold for cash then Tensleep will purchase unsold Units in cancellation of the Company's indebtedness for up to a total of \$130,000 or 5,200 Units. A portion of funds not expended for purchasing product may be allocated to working capital of the Company, not to exceed 20% of such funds, and the balance is to be invested as set forth below. Funds set aside for working capital purposes may be utilized for payment of services, business assets, and general and administrative expenses, including marketing, and advertising. If less than 50% of the Units are sold the estimated offering expenses, including but not limited to legal and accounting are to be paid first with the proceeds received. When they are paid the balance of any funds will be used to Purchase Product. If the cash proceeds of the offering are not sufficient to pay for the estimated expenses of the offering, then securities of the offering will be used to cancel that indebtedness. The intention of the directors is that any non-cash consideration should enhance the business plans of the Company, not impact the application of proceeds in achieving the business plans of the Company. Pending application of the proceeds as described above, the Company intends to invest the net proceeds of this offering in investment-grade, short-term securities in accordance with Rule 15c2-4 as promulgated under the Exchange Act. No NASD member or any affiliated, associated, or related person will receive a commission on the net proceeds from the sale of the Units through repayment of or cancellation of indebtedness.

## CAPITALIZATION

The following table sets forth the capitalization of the Company (i) as of June 30, 2007, and (ii) as adjusted to reflect the sale by the Company of a maximum 10,000 Units at an assumed initial public offering price of Twenty-five Dollars (\$25.00) per Unit and the application of the estimated net proceeds there from and further assumes that the Series A through Series C and the 1,000,000 options have been exercised. This table should be read in conjunction with the Financial Statements and related notes thereto included elsewhere in this Offering Circular.

	Actual	Adjusted <sup>1</sup>		
		50% Units Sold	75% Units Sold	100% Units Sold
Shareholders' equity				
Common Stock, \$0.001 state value, 150,000,000 shares authorized, 1, 1.5, 1.75 and 2 Million shares outstanding before and after the offering with 50, 75 and 100% of the offering being sold	\$10,000	\$15,000	\$ 17,500	\$ 20,000
Series A Warrants @ \$0.80	-	5,000	7,500	10,000
Series B Warrants @ \$1.10	-	5,000	7,500	10,000
Series C Warrants @ \$1.20	-	10,000	15,000	20,000
Exercise of 1,000,000 options @ \$0.10	-	10,000	10,000	10,000
Additional Paid-In Capital	1,000	2,341,000	3,466,000	4,591,000
Retained earnings	-	-	-	-
Current Net Income (Loss)	-	-	-	-
Total Shareholders' Equity	\$11,000	\$2,386,000	\$3,523,500	\$4,661,000
Total Capitalization	\$11,000	\$2,386,000	\$3,523,500	\$4,661,000

<sup>1</sup> The total number of shares issued and outstanding before adjustment is 1,000,000 and after adjustment for the number of shares in the Units sold (500,000, 750,000 and 1,000,000 shares respectively) and the exercise of the of the same proportion of the Series A and B Warrants (500,000, 750,000 and 1,000,000 shares respectively), and Series C Warrants (1,000,000, 1,500,000 and 2,000,000 shares respectively); and the exercise of all the options irrespective of the number of Units sold (1,000,000 shares).

## DILUTION

The net tangible book value of the Company at June 30, 2007 was \$11,000, or \$0.011 per share of Common Stock, before the offering. "Net tangible book value" per share represents the amount of total tangible assets less total liabilities, divided by the number of shares of Common Stock outstanding. After giving effect to the sales by the Company of the 10,000 Units offered hereby (after deducting the estimated underwriting discounts and commissions of \$0.00 and offering expenses of \$50,000) at an assumed public offering price of \$0.25 per Unit or \$0.25 per share, the pro forma net tangible book value after the offering, but before the exercise of all warrants and options, would have been \$211,000 or \$0.1055 per share. This represents an immediate increase in net tangible book value of \$0.0945 per share to existing stockholders and a decrease of \$0.1445 per share to the purchasers of the units. With the exercise of the Series A through C Warrants and the 1,000,000 options the net tangible book value would have been \$4,611,000 or \$0.6587 per share. This represents an immediate increase in net tangible book value of \$0.6477 per share to existing stockholders, an increase of \$0.4087 for the purchasers of the Units, a decrease of \$0.1413, \$0.4413, and \$0.5413 for the those who exercised the Series A, Series B and Series C Warrants, respectively. The following table illustrates the per share dilution:

	<b>Offering</b>
Assumed initial public offering price per share	\$ 0.250
Net tangible book value before offering	0.011
Increased book value per share attributable to new investors	0.095
Pro forma net tangible book value after offering	0.105
Net tangible book value dilution to new investors	0.145
Increased book value per share attributable to Warrants & 1,000,000 options	0.648
Net Tangible book value per share after exercise of Warrants, etc.	\$ 0.659

The following table sets forth, on a pro forma basis, the number of shares of Common Stock purchased from the Company (it does not assume a conversion of the outstanding Series A through Series C Warrants to Common Stock or the exercise of the options), the total consideration and the average price per share paid by the existing holders of Common Stock, and the price to be paid by the new investors (assuming an initial public offering price of \$.25 per Unit which is allocated to the share of common stock within the Unit before deducting the underwriting discounts and commissions and estimated offering expenses).

	<u>Shares Purchased</u>		<u>Total Consideration Paid</u>		<u>Average Price</u>
	<u>Number</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>	<u>per share</u>
Existing Shareholders	1,000,000	50%	\$ 10,000	3.8%	\$ 0.01
New Investors	<u>1,000,000</u>	<u>50%</u>	<u>250,000</u>	<u>96.2%</u>	0.25
Total	2,000,000	100%	\$ 260,000	100%	

## MANAGEMENT

The directors and executive officers of the Company are set forth below.

<u>Name</u>	<u>Position</u>
Ronald S. Tucker	Director, President, Chief Executive Officer and Chief Financial Officer
Leticia I. Tucker	Secretary/Treasurer
Malcolm Crawford	Director and General Counsel

Ronald S. Tucker, 68, since 2000 has been the Chief Executive Officer, Chief Financial Officer and Director, and founder of Company, and holds similar positions with Tensleep Corporation (OTC:TENS) since 1997. Mr. Tucker was also the founder and former officer and director of Tensleep Technologies, Inc. (OTC:TNSP), which is now Commodore International, Inc. (OTC:CDRL). Since 1990, to present, Mr. Tucker was the founder has been and now is the President and a director of R Tucker & Associates, Inc, a financial and corporate development consulting firm. Mr. Tucker is a graduate of the University of California at Los Angeles where he received a Bachelor of Science while majoring in finance and accounting. Mr. Tucker is also a graduate of the Loyola University School of Law. Mr. Tucker is the husband of Leticia I. Tucker and a member of the California and Texas Bar Associations.

Leticia I. Tucker, 65, is a Director and is the Secretary/Treasurer of the Company and Tensleep Corporation and, off and on, has been since their founding. She is the wife of Ronald S. Tucker, and for more than ten years has provided accounting and financial services for various small businesses.

Malcolm Crawford, 72, is a director, Vice President and General Counsel and is President of his Denver-based national corporate finance and securities law firm (since 1960). Mr. Crawford served as Legal/Financial Attaché to the American Embassy in London, England and Paris, France through presidential appointment; as Associate Professor of Law at the Universities of San Francisco and Denver Law School; and was a member of the Department of Economics at Yale College and Albertus Magnus College (New Haven, Connecticut). Mr. Crawford has been awarded a BA degree in Economics/Finance (with Honors) from the University of Colorado; an MA degree from Harvard/Tufts Fletcher School of International Law and Diplomacy and is a graduate of the Yale Law School. Mr. Crawford's legal career has concentrated on corporate, finance and securities matters from initial capitalization, corporate structure, initial and growth capital funding and mergers and acquisitions.

Each director serves for a term of one year and is subject to reelection at the annual meeting of shareholders.

### Compensation

Our officers and directors, during this time, in order to conserve capital, have agreed to work for little or no compensation but reimbursement of business expenses, out of pocket costs and limited consulting fees. At the end of the Company's fiscal year the Board of Directors will establish a bonus for the officers in consideration for their services during this time. Then at a time when the Board deems appropriate, the Company will enter into employment agreements with the officers and establish compensation for the directors.

### **Qualified and Non Qualified Stock Options**

Our board of directors and shareholders for the Company have adopted a Qualified and Non Qualified Stock Option Plan pursuant to Sections 421-424 of the Internal Revenue Code. The Plan authorizes the granting of up to 1,000,000 and 1,000,000 options to purchase Company common stock under the Qualified and Non Qualified Plan, respectively. The Plan is administered by the Board of Directors or by a committee appointed by the Board. As of the date of this document Non Qualified Options exercisable over five years have been granted as follows:

Ronald S. Tucker	125,000	@	\$0.01 per share
Malcolm D. Crawford	125,000	@	\$0.01 per share
Leticia I. Tucker	50,000	@	\$0.01 per share

### **Employment Agreements**

The Company at this time has not entered into an employment agreement with any of the officers or directors. The management does not believe that an agreement will be entered into until after September of 2007.

### **Limitation of Liability and Indemnification**

Our Bylaws provide that the Company will indemnify its Directors and officers to the fullest extent permitted by law against certain losses which may be incurred in connection with any proceeding which arises by reason of the fact that such person is or was an agent of the Company. The Company believes that indemnification under the Bylaws covers at least negligence and gross negligence by an indemnified party, and permits the Company to advance litigation expenses in the case of stockholder derivative actions or other actions, against an undertaking by the indemnified party to repay those advances if it is ultimately determined that the indemnified party is not entitled to indemnification.

In addition, our Articles of Incorporation provide that, pursuant to Colorado law, our Directors shall not be liable to the Company or its stockholders for monetary damages for an act or omission in the Director's capacity as a Director. This provision does not eliminate or limit the liability of a Director to the extent the Director is found liable for a breach of the Director's duty to loyalty to the Company, for acts or omissions not in good faith or involving intentional misconduct, or a knowing violation of the law, for actions leading to improper personal benefit to the Director and for an act or omission for which the liability of the Director is explicitly provided by applicable statute. The provision also does not affect a Director's responsibilities under any other law, such as federal securities laws or state and federal environmental laws.

### **Transactions with Management**

Ronald S. Tucker, an officer and director of the company, acquired an Option to purchase one million shares of our Common Stock at \$.10 per share, expiring January 15, 2012. These Options were granted in consideration of the payment of \$1,000 in cash. One Million (1,000,000) of our Common Shares have been issued to Tucker & Associates. In consideration of services pursuant to the terms of our Internal Revenue Service "incentive executive - employee stock option plan" We have issued 125,000, 125,000 and 50,000 options respectively to Ronald Tucker, Malcolm Crawford, and Leticia I. Tucker exercisable at \$.01 per share, expiring December 31, 2012.

The Company has entered into a License Agreement with Tensleep Corporation, an affiliate of which Mr. Tucker is the CEO and a director, to intellectual property owned by it. As consideration for the License the Company is to pay Tensleep Corporation a License Fee of \$130,000, and a royalty on all Products sold by the Company which is yet to be agreed upon. The License Fee may be paid in cash or credited against the purchase of Units from the offering. The royalty will be determined by Dennis Kaliher for Tensleep and Ronald S. Tucker for the Company; it will be determined once the costs, selling prices, and potential volume of sales can be determined or reasonably be estimated. We anticipate that the royalty will be a fixed amount for each Spraying System sold.

Ronald S. Tucker may loan the Company up to \$100,000 to provide for operating costs if the Company runs short of operating capital. If the loan is made it shall be in the form of a demand promissory note with a set due date and will be without interest. At the current time there is no promissory note. At the election of Ronald S. Tucker all or part of the note may be used to purchase shares of the Companies common stock pursuant to the Options.

## BENEFICIAL OWNERSHIP

As of January 31, 2007, we had 1,000,000 shares of its Common stock and 1,000,000 options to purchase common stock issued and outstanding. The following schedule tabulates holders of Common Stock of the Company by each person who holds or record or is known by Management of the Company to own beneficially more than five percent (5%) of the Common Stock outstanding, and, in addition, by all Officers and Directors of the Company Individually, and as a group. The Shareholders listed below have sole voting and investment power.

<b>Beneficial Ownership</b>		
<u>Name</u>	<u>Number of Shares</u>	<u>Percent of Outstanding</u>
R Tucker & Associates, Inc. <sup>1</sup>	1,000,000	100%
Officers and Directors as a group	-0-	-0-
Total Issued and Outstanding	1,000,000	100%

<sup>1</sup> Ronald S. Tucker is a controlling shareholder of R Tucker & Associates, Inc. This table does not reflect 1,000,000 options held by Ronald S. Tucker, the majority shareholder of Tucker & Associates.

## Directors & Officers

<u>Name</u>	<u>Number of Shares</u>	<u>Percent of Outstanding</u>
Ronald S Tucker <sup>1</sup>	1,000,000	100%
Leticia I Tucker <sup>1</sup>	1,000,000	100%
All Directors & Officers As a Group(2)	1,000,000	100%

<sup>1</sup> These shares are in fact owned by R Tucker & Associates, Inc., and these shares do not include options to purchase 1,000,000 shares owned by Ronald S. Tucker.

## Options

The Company has issued an option, exercisable on or before January 15, 2012, to purchase 1,000,000 shares of the Company's common stock at a price of \$0.10 per share, and 300,000 options, exercisable on or before January 14, 2012, at \$.01 per share. As of March 31, 2007 none of the options have been exercised.

## DESCRIPTION OF CAPITAL STOCK

The capital stock of the Company consists of 150,000,000 authorized shares of common stock, with no par value per share ("Common Stock").

### Common Stock

The holders of shares of Common Stock have no preemptive rights to maintain their respective percentage ownership interests in the Company or other subscription rights for other securities of the Company. Shares of Common Stock are not redeemable or subject to further calls or assessments. All of the outstanding shares of Common Stock are fully paid and non-assessable and the shares of Common Stock to be outstanding after this offering will be fully paid and non-assessable. The holders of shares of Common Stock are entitled to share pro rata in such dividends, if any, as may be declared by the Board of Directors of the Company out of funds legally available therefore. Subject to the prior rights of holders of shares of Preferred Stock, if any, upon liquidation, dissolution and winding up of the Company, holders of shares of Common Stock are entitled to share ratably in the net assets available for distributions to such holders.

Holders of Common Stock are entitled to vote upon all matters submitted to a vote of the stockholders of the Company and shall be entitled to one vote per share held, except in the election of directors where the holder shall be entitled to one vote per share held times the number of directors to be elected. Generally, the vote of the majority of the shares represented at a meeting of the stockholders and entitled to vote is sufficient for actions that require a vote of the stockholders.

The Transfer Agent and Registrar for the Common Stock will be Corporate Stock Transfer, located at 3200 Cherry Creek Drive South, Suite 430, Denver, CO 80209. Its telephone number is (303) 282-4800.

## SHARES ELIGIBLE FOR FUTURE SALE

Upon completion of this offering, the Company will have outstanding approximately 2,000,000 shares of its Common Stock not including exercised warrants and options. All Common Stock offered hereby and the underlying 5,000,000 shares for the Series A through Series C Warrants will be freely transferable without further restriction or registration under federal securities law with the exception of any securities bought by an "affiliate" of the Company as that term is defined by Rule 144 as promulgated in the Securities Act of 1933, as amended (the "Act"). All of the shares of Common Stock held by existing shareholders may not be sold in the absence of registration under the Act unless an exemption from registration is available, including an exemption contained in Rule 144.

In general, under Rule 144 as currently in effect, a person (or persons whose shares are aggregated) who has beneficially owned his shares for at least one year, including persons who may be deemed "affiliates" of the Company, would be entitled to sell within any three-month period a number of shares that does not exceed the greater of one percent of the then-outstanding shares of Common Stock or the average weekly trading volume of the Common Stock in the over-the-counter market during the four calendar weeks preceding such sale. Sales under Rule 144 are also subject to certain manner of sales provisions, notice requirements, and to the availability of current public information about the Company. After two years of ownership, persons who are not deemed to be affiliates of the Company are entitled to sell shares in the public market under Rule 144 without regard to the volume limitations, manner of sale provisions or notice requirements referred to above. Prior to this offering there has been no public market for the Common Stock and no prediction can be made as to the effect, if any, that market sales of shares or the availability of shares for sale will have on the market price prevailing from time to time. Nevertheless, sales by the existing shareholders of substantial amounts of the Common Stock in the public market could adversely affect prevailing market prices and could impair the Company's future ability to raise capital through the sale of its equity securities.

Prior to this offering, there has been no public market for any of the Company's securities and no assurance can be given that any such market will exist or develop upon completion of this offering or, if developed, will be maintained. The Company cannot predict the effect, if any, that sales of restricted securities or the availability of such securities for sale will have on any market prices prevailing from time to time for the Company's securities. Nevertheless, sales by existing security holders of substantial amounts of the Company's securities, including securities offered hereby, could adversely affect prevailing market prices for the Company's securities if and when a market exists or develops. None of the holders of any shares of Common Stock are entitled to any registration rights. See "Plan of Distribution - Marketing Arrangements".

## PLAN OF DISTRIBUTION

### Offering of Units

The Offering will expire at 4:00 p.m. Denver, Colorado time, on December 31, 2007 (the "Expiration Date"). **The Company reserves the right to terminate the Offering prior to the Expiration Date.**

The minimum purchase amount in this offering is 100 Units. All purchases will be subject to such minimum and all other terms and conditions, including the right of the Company, in its sole discretion, to reject any subscriptions for Units in whole or in part. **The purchase limitations described above are subject to increase or decrease at the sole discretion of the Company.** Factors the Company may consider in increasing or decreasing the purchase limitations include, among other things, (i) changes in market conditions, (ii) an over subscription of shares or (iii) the failure to sell a minimum number of shares. Subscribers will be notified by mail in the event of an increase in the purchase limitations. In the event of a decrease in the purchase limitations, subscribers will be notified, to the extent their orders are affected, at the time they receive final confirmation of their orders.

The Company's board of directors may issue all or part of the Units, in the exercise of its discretion, for non-cash consideration from independent third parties, officers, directors or affiliated parties. Non-cash consideration includes the cancellation of indebtedness for debts validly incurred for money loaned, advanced, or incurred on behalf of the Company, and the License Fee of \$130,000 due to Tensleep. The board of directors, besides the cancellation of indebtedness, will consider and evaluate licenses to proprietary consumer products owned by independent third parties to acquire for fabrication and distribution. At the current time, other than the License Fee, no other non-cash consideration has been identified. The acceptance of non-cash items will be evaluated by the board of directors on any basis which the board deems appropriate and fulfills their responsibilities as directors. The aggregate value of non-cash consideration will be established by *bona fide* sales of that consideration made within a reasonable period of time, or, in the absence of sales, on the fair value as determined by an accepted standard and be reasonable at the time made.

Officers of the Company will be available to answer questions about the Offering and may also hold informational meetings with interested persons. Such officers and directors will not be permitted to make statements about the Company unless such information is also set forth in the Offering Circular, nor will they render investment advice. All purchasers of

the units offered hereby will be instructed to send payment directly to the Company. See “ - Method of Payment for Subscriptions”.

The Series A through Series C Warrants acquired in the Offering and the Shares acquired by exercising the Series A through Series C Warrants will be freely transferable except as described in the section entitled “Shares Eligible For Future Sale”. In addition, under National Association of Securities Dealers, Inc. (“NASD”) guidelines, members of the NASD and their associates are subject to certain restrictions on transfer of securities purchased in accordance with this Offering and to certain reporting requirements upon purchase of such securities.

The Units are being offered on a direct participation basis by the Company when, as and if issued. The Units are offered subject to: (1) prior sale, receipt and acceptance by the Company; (2) to withdrawal, cancellation or modification without notice; and (3) certain other conditions. The Certificates representing the Shares will be delivered by the Company's transfer agent. The Company reserves the right to reject orders in whole or in part. No escrow, trust or similar arrangement is being provided in the sale of these securities, except that all funds will initially be deposited in a clearing account. The funds will only be deposited to the Company's general account when the Company has accepted the subscription and directed the Transfer agent to issue and delivered the stock and warrant certificate or certificates to the purchaser. The Company may agree to issue to persons who introduced potential investors a "finders' fee" in an amount up to 10% of the price of each Unit purchased by the investor. The Company has agreed to indemnify its directors, officers, employees and will agree to indemnify participating broker dealers against civil liabilities, including liabilities under the Securities Act of 1933 (the “Act”). The Company may sell Units to the officers, directors and affiliates of the Company.

If the Company makes any arrangements with a broker-dealer subsequent to qualification, the Company will file a post-qualification amendment to the offering statement identifying the broker-dealer, providing all necessary information, revising the offering circular, and filing the underwriting agreement or selected dealer agreement as an exhibit to the offering statement. In this regard, the broker-dealer would be acting as an underwriter within the meaning of Section 2(11) of the Securities Act of 1933, as amended. Prior to the involvement of any broker-dealer in the offering, the broker-dealer must seek and obtain clearance of the underwriting compensation and arrangements from the NASD Corporate Financing Department.

### **Marketing Arrangements**

The Company may retain a selected broker-dealer registered with the SEC and a member of the NASD, to consult with and advise the Company and to assist in the distribution of shares in the Offering on a direct participation basis. The broker/dealer will have no obligation to take or purchase any Common Stock. The broker/dealer will assist the Company in the Offering as follows: 1) in conducting informational meetings for subscribers and other potential purchasers, 2) in keeping records of all stock subscriptions, and 3) in organizing and staffing with agents in the Units Sales Center. For such services, the broker/dealer may be paid a financial advisory fee (which is included in the estimated costs and expenses) and will be paid a sales fee equal to 10% of the aggregate Purchase Price of the Units sold in the Offering, other than units purchased by the Company's directors, officers and employees and members of their immediate families. In the event the Company and a selected selling agent agree to employ a broker assisted marketing program, the selling agent shall receive commissions equal to 10% (9% of which shall be sales commission to the broker) of the aggregate Purchase Price of any units purchased in the Offering, other than units purchased by the Company's directors, officers and employees and members of their immediate families. In addition to its sales commission, the selling agent may also receive a 2.5% non-accountable expense allowance (which, as mentioned previously, includes the financial advisory fee relating to the sale of the units hereby).

Questions of prospective purchasers will be directed to officers and directors of the Company or the selling agent.

### **Unit Pricing and Number of Units to be Issued**

Prior to this Offering, there has been no public market for the Company's Common Stock and therefore no public market price. The public offering price for the Units will be \$25 per unit as determined by the Company. Among the factors considered in determining the public offering price were certain financial and operating information of the Company, the future prospects of the Company and its industry in general and the price-earnings ratios, price-book value ratios, market prices of securities and certain financial and operating information of companies engaged in activities similar to those of the Company. The Company also considered the Company's desire to (i) conduct the Offering in a manner to achieve the widest distribution of the Units, (ii) promote liquidity in the Common Stock subsequent to the Offering and (iii) comply with the minimum price per share requirement of the NASDAQ Stock Market System and certain state laws.

### **Payment for Subscriptions**

Subscribers must, before the Expiration Date, return an original stock order form and certification to the Company, properly completed, together with cash, checks or money orders in an amount equal to the Purchase Price multiplied by the number of units for which subscription is made. Subscriptions which are returned by mail must be received by the Company by the Expiration Date. The Company will immediately deposit all funds in a separate bank account before transferring the

funds to its regular account. Subscriptions which are not received by the Expiration Date or are not in compliance with the order form instructions may be deemed void by the Company. The Company has the right to waive or permit correction of incomplete or improperly executed order forms prior to the Expiration Date, but does not represent that it will do so.

In addition to the foregoing, if a selected dealer arrangement is utilized, as described above, a subscriber may pay for his units with funds held by or deposited with a selected dealer. If a stock order form and certification are executed and forwarded to the selected dealer or if the selected dealer is authorized to execute the order form and certification on behalf of a subscriber, the selected dealer is required to promptly forward the order form, certification and funds to the Company on or before noon, Austin, Texas time on the business day following receipt of the order form or execution of the order form by the selected dealer. Alternatively, selected dealers may solicit indications of interest from their customers to place orders for Units. Such selected dealers shall subsequently contact their customers who indicated an interest and seek their confirmation as to their intent to purchase. Those indicating an intent to purchase shall execute order forms and certifications and forward them to their selected dealer or authorize the selected dealer to execute such forms. With the exception of "non-customer carrying broker-dealers", the selected dealer will acknowledge receipt of the order to its customer in writing on the following business day and will debit such customer's account on the fifth business day after the customer has confirmed his intent to purchase (the "debit date") and on or before noon, Denver, Colorado time, on the next business day following the debit date will promptly send the order forms, certifications and funds to the Company.

### **Market for Common Stock**

As of March 31, 2007, there were 1,000,000 outstanding shares of Common Stock excluding any issuance of Common Stock upon conversion of the options by Ronald S. Tucker, and other officers of the Company.

There is no existing market for our Common Stock, and no assurance can be given that an established and liquid trading market for the Common Stock will develop.

The development of a public market that has the desirable characteristics of depth, liquidity and orderliness depends upon the presence in the marketplace of a sufficient number of willing buyers and sellers at any given time, over which neither our officers nor any market maker has any control. Accordingly, there can be no assurance that an active or liquid trading market for the Common Stock will develop, or that if such a market develops, it will continue. To the extent permissible under applicable laws, the Company will use its best efforts to assist in the matching of persons who wish to purchase and sell the Company's Stock. There can be no assurance, however, that purchasers and sellers of our Stock can be readily matched and investors should, therefore, consider the potentially illiquid and long-term nature of the securities offered in the Offering. Furthermore, there can be no assurance that purchasers will be able to sell their shares at or above the Purchase Price.

### **ADDITIONAL INFORMATION**

We are not currently a reporting company under the Exchange Act. The Company has filed with the Washington D. C. Office of the Securities and Exchange Commission (the "Commission") a Form 1-A under the Act, with respect to the securities offered hereby. This Offering Circular does not contain all of the information set forth in the Offering Statement and the exhibits thereto. For further information with respect to this offering and the Company, reference is made to such Offering Statement and related exhibits.

Statements made in this Offering Circular with respect to the contents of any contract, agreement or other document filed as an exhibit to the Offering Statement are not necessarily complete, and reference is made to the respective exhibits for a more complete description of the matters involved. The Offering Statement and exhibits may be inspected without charge and copied at the Commission's public reference facilities at 450 Fifth Street N.W., Washington, DC 20549. Copies of such material may be obtained at prescribed fees from the Commission's Public Reference Section at 450 Fifth Street N.W., Washington, DC 20549.

### **SHAREHOLDERS' REPORTS**

The Company intends to furnish to its shareholders annual reports containing audited or un-audited financial statements examined and reported by the Company's independent certified public accountants, quarterly reports for the first three quarters of each fiscal year containing un-audited financial information and such other interim reports as it may from time to time deem appropriate.

## STATEMENT OF CONDITION

The accompanying financial statements of the Company have been prepared by management for their use as of the date indicated and have not been audited or reviewed by an independent accountant. They have been prepared on a basis which management believes meets General Accepted Accounting Principals ("GAAP") and are reasonable. Investors should realize that the asset base and capital base of the Company may be reduced significantly after applying GAAP rules.

**RX HEALTH CARE SYSTEMS, LTD.**

**FINANCIAL STATEMENTS**

**June 30, 2007**

**RX HEALTH CARE SYSTEMS, LTD.**

**BALANCE SHEET AS OF**

**June 30, 2007**

**ASSETS**

	<u>2007</u>
<b>CURRENT ASSETS</b>	
Cash	\$ 11,000
<b>OTHER ASSETS</b>	
License	<u>130,000</u>
<b>TOTAL ASSET</b>	<u>\$ 141,000</u>

**LIABILITIES AND STOCKHOLDERS' EQUITY**

	<u>2007</u>
<b>LIABILITIES</b>	
Deferred Laibility –Note 6	\$ <u>130,000</u>
<b>TOTAL LIABILITIES</b>	<u>130,000</u>
<b>STOCKHOLDERS' EQUITY</b>	
Common stock, 1,000,000 shares issue and outstanding, \$0.01 stated value	10,000
Additional paid-in capital	<u>1,000</u>
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<u>11,000</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 141,000</u>

See accompanying notes and accountant's compilation report.

**RX HEALTH CARE SYSTEMS, LTD.**

**STATEMENT OF OPERATIONS**

**FROM INCEPTION (October 23, 2006) TO June 30, 2007**

	<u>2007</u>
REVENUES	\$ -
OPERATING EXPENSES	-
NET OPERATING INCOME (LOSS)	<u>\$ -</u>

See accompanying notes and accountant's compilation report.

**RX HEALTHCARE SYSTEMS, LTD.**

**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

**FROM INCEPTION (October 23, 2006) TO June 30, 2007**

	Date	Number of shares	Consideration	Com- mon stock	Addition- al paid-in capital	Accumulated Deficit	Total
Balance at October 23, 2006		-		\$ -	\$ -	\$ -	\$ -
Section 4(2) Private Placement	1/16/0 7	1,000,00 0	Cash	10,000	-	-	10,000
Options Purchased	1/16/0 7		Cash		1,000	-	1,000
Balance at March 31, 2007		<u>1,000,00</u> <u>0</u>		<u>\$ 10,000</u>	<u>\$ 1,000</u>	<u>\$ -</u>	<u>\$ 11,000</u>

**RX HEALTH CARE SYSTEMS, LTD.**

**STATEMENT OF CASH FLOWS**

**FROM INCEPTION (October 23, 2006) TO June 30, 2007**

	<u>2007</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>\$ -</b>
Increase in Assets	130,000
Increase in Deferred Liability	( 130,000)
 <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	
Capital Stock	10,000
Paid-in-Capital	<u>1,000</u>
Total Provided by Financing Activities	<u>11,000</u>
<b>NET INCREASE (DECREASE) IN CASH</b>	<u>11,000</u>
Cash beginning of Period	-
Cash end of Period	<u>\$ 11,000</u>

See accompanying notes and accountant's compilation report.

**RX HEALTHCARE SYSTEMS, LTD.**  
**NOTES TO FINANCIAL STATEMENTS**

**June 30, 2007**

**ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Organization**

RX HEALTHCARE SYSTEMS, LTD., a Colorado corporation, is a developer, manufacturer and distributor of remote controlled automatic spraying systems, and is a subsidiary of R Tucker & Associates, Inc.

**Cash and Cash Equivalents**

For the purposes of financial statement reporting, the Company considers all liquid investments with maturity of 3 months or less to be cash equivalents.

**Property and Equipment, Depreciation and Amortization**

Property and equipment obtained in the future through an exchange will be carried at the fair market value of the equipment on the date of acquisition. Property and equipment purchased will be carried at cost as of the date of purchase.

Depreciation and amortization are computed using the straight-line method over the assets' expected useful lives. The useful lives of property and equipment for purposes of computing depreciation are:

Machinery & Equipment	3 years
Software	3 years

Repairs and maintenance are charged to operations when incurred. Costs of betterments, which materially extend the useful lives of the assets, are capitalized. Gains and losses from sales or disposition of assets are included in the statement of operation.

**Fair Value of Financial Instruments**

For the Company's financial instruments, the carrying value is considered to approximate the fair value. Cash and accounts payable are settled so close to the balance sheet date that fair value does not differ significantly from the stated amounts.

**Income Taxes**

Income taxes are recognized during the year in which transactions enter into the determination of consolidated financial statement income, with deferred taxes being provided for temporary differences between amounts of assets and liabilities for financial report purposes and such amounts as measured by tax laws.

**Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

**Adjustments**

In the opinion of management the data reflects all adjustments necessary for a fair statement of results for this period. All adjustments are of a normal and recurring nature.

**NOTE 1: OPTIONS**

The Company granted Ronald S. Tucker an option to purchase all or in part 1,000,000 shares of the Company's common stock for a price of \$0.10 per share. The options are to be purchased before December 31, 2012.

**NOTE 2: DEVELOPMENT STAGE COMPANY**

The Company is a development stage company which is yet to commenced business. The Company was incorporated on October 23, 2006, and will be seeking funding to proceed with development of its business. The Company's success is dependent on obtaining additional funding and the ultimate successful funding of emerging growth companies. There is no assurance that funding will be obtained or that the Company can ever operate profitably. Success is also dependent on many other factors, such as management and distribution. Some of these factors may be beyond the Company's control.

**NOTE 3: CASH TRANSACTIONS**

The Company was incorporated by R Tucker & Associates, Inc., and the Company issued Tucker & Associates 1,000,000 shares of its common stock paid for in cash.

**NOTE 4: CAPITAL FUNDING**

The Company has decided to file an Offering Statement pursuant to Regulation A, an exemption under the Securities Act of 1933, as amended. This offering is to be composed of common stock and warrants. Such offering will result in dilution of the percentage ownership to Company's existing stockholders. Additionally, dilution could also result from the exercising of warrants, incentive stock options, and non-incentive stock options, and stock options. Stock option plans are described in Note 5.

**NOTE 5: QUALIFIED AND NON QUALIFIED STOCK OPTION PLANS**

The Company has established a stock option plan pursuant to Section 422A of the Internal Revenue Code. The plan has yet to be defined other than the reserving of 1,000,000 shares of common stock for such a plan.

The Company has also adopted a non-incentive stock option plan. This plan grants options that can be exercised at a specified price. The Company has resolved that 1,000,000 shares of common stock be reserved for this plan. As of January 15, 2007, options have been granted to purchase 300,000 shares at 1 cent per share. These options have been granted to Ronald S. Tucker, 125,000, Malcolm Crawford, 125,000, and Leticia I. Tucker, 50,000. These options expire January 14, 2012.

**NOTE 6: LICENSE AGREEMENT**

The Company in April 2007 entered into a license agreement with Tensleep Corporation, an affiliate of the Company, for the non-exclusive right to use its intellectual property for wireless radio receivers and transmitters, timers and control devices in the integration of remote controlled automatic spraying systems that will be used to spray disinfectants, insecticides, and deodorizers indoors and outdoors to, but not limited to, sanitize an area or provide for insect abatement. The License agreement provides for the Company to pay a License Fee of \$130,000 which is not due until December 31, 2007.

**SUBSCRIPTION FORM**

Registration:

\_\_\_\_ individual \_\_\_\_ joint tenants \_\_\_\_ tenants in common \_\_\_\_ custodian \_\_\_\_ trustee \_\_\_\_ other (specify)

\_\_\_\_  
First Name M.I. Last Name Soc. Sec. Number

\_\_\_\_  
First Name M.I. Last Name Soc. Sec. Number

\_\_\_\_  
Street Address If held for a beneficiary, please indicate state of residence of the beneficiary.

\_\_\_\_  
City State Zip Code

Make check payable to: **RX HEALTHCARE SYSTEMS, LTD.**

Amount Invested: Number of Shares Purchased (Minimum 100 Units) \_\_\_\_ @ \$25 per Unit = \$ \_\_\_\_.

Mail Check and Subscription to: RX Healthcare Systems, Ltd.  
3631 East 7<sup>th</sup> Avenue Parkway  
Denver, CO 80206

Dealer Information:

Name of firm: \_\_\_\_\_

Name of Representative: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: (\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
Company use only

Number of Shares to be issued \_\_\_\_\_ Shares rejected \_\_\_\_\_

Authorized Signature \_\_\_\_\_

**This Copy for Subscriber**

**SUBSCRIPTION FORM**

Registration:

\_\_\_ individual \_\_\_ joint tenants \_\_\_ tenants in common \_\_\_ custodian \_\_\_ trustee \_\_\_ other (specify)

\_\_\_\_\_  
First Name M.I. Last Name Soc. Sec. Number

\_\_\_\_\_  
First Name M.I. Last Name Soc. Sec. Number

\_\_\_\_\_  
Street Address If held for a beneficiary, please indicate state of residence of the beneficiary.

\_\_\_\_\_  
City State Zip Code

Make check payable to: **RX HealthCare Systems, Ltd.**

Amount Invested: Number of Shares Purchased (Minimum 100 Units) \_\_\_ @ \$25 per Unit = \$ \_\_\_\_\_.

Mail Check and Subscription to: RX Healthcare Systems, Ltd.  
3631 East 7<sup>th</sup> Avenue Parkway  
Denver, CO 80206

Dealer Information:

Name of firm: \_\_\_\_\_

Name of Representative: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: (\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
Company use only

Number of Shares to be issued \_\_\_\_\_ Shares rejected \_\_\_\_\_

Authorized Signature \_\_\_\_\_

**This Copy for Company**

Until \_\_\_\_\_, 2007  
all dealers effecting transactions in the Common Stock,  
whether or not participating in this distribution, may be re-  
quired to deliver an Offering Circular. This is in addition  
to the obligation of dealers to deliver a Offering Circular  
when acting as underwriters and with respect to their un-  
sold allotments or subscriptions.

***RX HEALTHCARE SYSTEMS, LTD.***

**\$250,000**

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**10,000 Investment Units**

**100 Units Minimum Purchase**

**OFFERING CIRCULAR**  
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No dealer, salesman or other person has been authorized to give any information or to make any representations other than those contained in this Offering Circular, and if given or made, such information or representations must not be relied upon as having been authorized. This Offering Circular does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which it relates. This Offering Circular does not constitute an offer to sell or solicitation of an offer to buy such securities in any jurisdiction to any person to whom it is unlawful to make an offer or solicitation in such jurisdiction. Neither the delivery of this Offering Circular nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof or the information contained herein is correct as of any time subsequent to its date.

\_\_\_\_\_, 2007

**PART III**  
**EXHIBITS**

**ITEM 1.      Index to Exhibits.**

(1)	Underwriting Agreement	Not Applicable
(2)	Charter and By-laws	
	(a) Articles of Incorporation*	Page   —
	(b) Bylaws*	Page
(3)	Instruments Defining the Rights of Security-Holders.	Not Applicable
(4)	Subscription Agreement*	Page
(5)	Voting Trust Agreement	Not Applicable
(6)	Material Contracts	Not Applicable
	(a) Subscription Agreement*	Page
	(b) Option To Purchase Shares*	Page
	(c) Warrant Agreement for Series A Warrants*	Page
	(d) Warrant Agreement for Series B Warrants*	Page
	(e) Warrant Agreement for Series C Warrants*	Page
	(f) Stock Option Plans *	Page
(7)	Material Foreign Patents	Not Applicable
(8)	Plan of Acquisition, Reorganization, Arrangement, Liquidation, or Succession.	Not Applicable
(9)	Escrow Agreements	Not Applicable
(10)	Consent	
	(a) Experts	Not Applicable
	(b) Underwriters	Not Applicable
(11)	Opinion re Legality - Revised**	Page
(12)	Sales Material	Not Applicable
(13)	“Test the Water” Material	Not Applicable
(14)	Appointment of Agent For Service of Process	Not Applicable
(15)	Additional Exhibits	Not Applicable
	a. License Agreement***	Page
	b. Two Certificates of Compliance***	Page

\* Exhibits were included and filed with original application.  
\*\* Exhibit included and filed with First Amended Application.  
\*\*\* Exhibits included and filed with Second Amended Application.

**ITEM 2.      Description of Exhibits**

- (2) Charter and By-Laws
- (a) Articles of Incorporation filed October 23, 2006 in State of Colorado, and amendment filed January 15, 2007

- (b) Bylaws of RX Healthcare Systems, Ltd.
- (4) Subscription Agreement to be used in the purchase of Investment Units of the Issuer.
- (6) Material Contracts consist of the following:
  - (a) Subscription Agreement – Original for R Tucker & Associates, Inc. purchase of 1,000,000 shares.
  - (b) Option To Purchase Shares issued to Ronald S. Tucker
  - (c) Warrant Agreement for Series A Warrants to be issued per Offering Circular
  - (d) Warrant Agreement for Series B Warrants to be issued per Offering Circular
  - (e) Warrant Agreement for Series C Warrants to be issued per Offering Circular
  - (f) Stock Option Plans , Qualified and Non-Qualified approved by the Board of Directors of the Company.
- (11) Opinion re Legality – Malcolm D. Crawford, ESQ dated February 1, 2007
- (15) Additional Exhibits
  - a. License Agreement with Tensleep Corporation dated April 14, 2006
  - b. Two Certificates of Compliance received by Tensleep Technologies from Jeffrey A. Lenk

