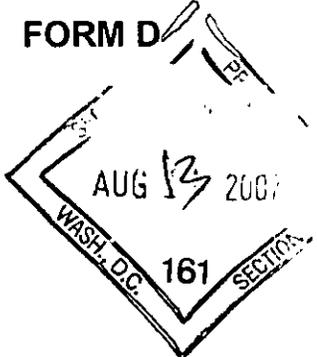


1133462



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

FORM D

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

Table with OMB Approval, OMB Number: 3235-0076, Expires, Estimated average burden hours per response: 16.00

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering (checkbox) BestTransport.com, Inc. Filing Under (checkbox) Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: (checkbox) New Filing, (checked) Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer: BestTransport.com, Inc. Address of Executive Offices: 400 West Wilson Bridge Road, Worthington, Ohio 43085. Address of Principal Business Operations: as above. Telephone Number: (614) 888-2378



PROCESSED AUG 15 2007 THOMSON FINANCIAL

Brief Description of Business: Provides Internet-based business-to-business and industry-to-industry electronic commerce network procurement. Type of Business Organization: (checked) corporation, (checkbox) limited partnership, already formed, (checkbox) limited partnership, to be formed, (checkbox) other (please specify): Limited Liability Company. Actual or Estimated Date of Incorporation or Organization: 07/19/99. Jurisdiction of Incorporation or Organization: (D) (E)

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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

Full Name (Last Name First, If Individual)

Shary, Mark D.

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

400 West Wilson Bridge Road, Worthington, OH 43085

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

Full Name (Last name first, if individual)

Cirola, J. Vincent, Jr.

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

7061 Keesee Circle, New Albany, OH 43054

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

Full Name (Last name first, if individual)

Driver, Amber

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

400 West Wilson Bridge Road, Worthington, OH 43085

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

Full Name (Last name first, if individual)

Parsley, Bob

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

400 West Wilson Bridge Road, Worthington, OH 43085

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

Full Name (Last name first, if individual)

Douglas, Jim

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

4904 Killamey Court, Westerville, OH 43082

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

Full Name (Last name first, if individual)

Davis, Carol

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

400 West Wilson Bridge Road, Worthington, OH 43085

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

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

Full Name (Last name first, if individual)

Adena Ventures, LP

Business or Residence Address (Number and Street, City, State, Zip Code)  
20 E. Circle Drive, Athens, OH 45701

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

Full Name (Last Name First, If Individual)

Doose, Jeffrey A.

Business or Residence Address (Number and Street, City, State, Zip Code)  
20 E. Circle Drive, Athens, OH 45701

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

Full Name (Last name first, if individual)

Haussler, Jakki

Business or Residence Address (Number and Street, City, State, Zip Code)  
14 S. High Street, P.O. Box 673, New Albany, OH 43054

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

Full Name (Last name first, if individual)

Frio, Rick

Business or Residence Address (Number and Street, City, State, Zip Code)  
400 West Wilson Bridge Road, Worthington, OH 43085

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

Full Name (Last name first, if individual)

Capvest Venture Fund, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)  
14 S. High Street, P.O. Box 673, New Albany, OH 43054

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

Full Name (Last name first, if individual)

D'Amico, William

Business or Residence Address (Number and Street, City, State, Zip Code)  
400 West Wilson Bridge Road, Worthington, OH 43085

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

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

Full Name (Last name first, if individual)  
Doone, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)  
400 West Wilson Bridge Road, Worthington, OH 43085

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

Full Name (Last Name First, If Individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes  No   
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ N/A
3. Does the offering permit joint ownership of a single unit?..... Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)  
 N/A

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

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

Full Name (Last name first, if individual)  
 N/A

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

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

Full Name (Last name first, if individual)  
 N/A

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States).....  All States

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

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

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box  and indicate in the column below the amounts of the securities offered for exchange and already exchanged.

Type of Security

	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0.00	\$ 0.00
Equity.....	\$ 0.00	\$ 0.00
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 1,997,000.00 <sup>1</sup>	\$ 1,997,000.00 <sup>1</sup>
Partnership Interests.....	\$ 0.00	\$ 0.00
Other (specify).....	\$ 0.00	\$ 0.00
Total.....	\$ 0.00	\$ 0.00

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	2	\$ 1,997,000.00
Non-accredited Investors.....	0	\$ 0.00
Total (for filings under Rule 504 only).....	0	\$ 0.00

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

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering

	Type of Security	Dollar Amount Sold
Rule 505.....	0	\$ 0.00
Regulation A.....	0	\$ 0.00
Rule 504.....	0	\$ 0.00
Total.....	0	\$ 0.00

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ 0.00
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 0.00
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 15,900.00
Accounting Fees.....	<input type="checkbox"/>	\$ 0.00
Engineering Fees.....	<input type="checkbox"/>	\$ 0.00
Sales Commissions (Specify finder's fees separately).....	<input type="checkbox"/>	\$ 0.00
Other Expenses (identify Blue Sky fees).....	<input checked="" type="checkbox"/>	\$ 100.00
Total.....	<input checked="" type="checkbox"/>	\$ 16,000.00

<sup>1</sup> Non-revolving convertible promissory notes and warrants to purchase Series A and Series B Preferred Stock

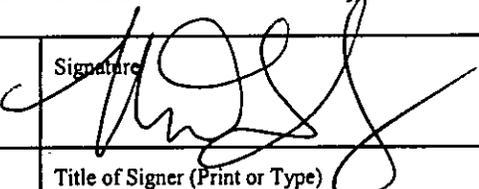
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes  No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized persons.

Issuer (Print or Type) BestTransport.com, Inc.	Signature 	Date 8/1/07
Name of Signer (Print or Type) Mark D. Shary	Title of Signer (Print or Type) President	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH		X	Convertible Securities <sup>1</sup>	2	\$1,997,000	0	\$0.00		X
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

*END*

(1) \$1,997,000 - Non-revolving convertible promissory notes and warrants to purchase Series A and Series B Preferred Stock