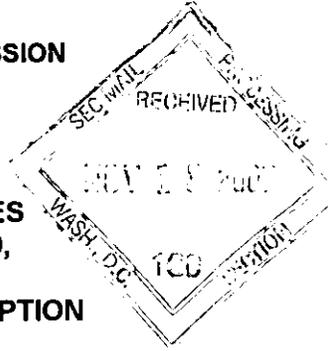


141 8588

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



OMB APPROVAL	
OMB Number: 3235-0076	
Expires: April 30, 2008	
Estimated average burden hours per response: 16.00	
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)
QSpex Technologies, Inc. Offering

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE
Type of Filing: [X] New Filing [] Amendment

PROCESSED

NOV 19 2007

THOMSON FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)
QSpex Technologies, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
1525 Bluegrass Lakes Parkway Alpharetta, GA 30004 (404) 643-7866

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)
N/A

Brief Description of Business
Manufacture of automated spectacle lens manufacturing equipment

Type of Business Organization
[X] corporation [] limited partnership, already formed [] other (p
[] business trust [] limited partnership, to be formed



Actual or Estimated Date of Incorporation or Organization: [1] [0] [0] [7] [X] Actual [] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [D] [E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

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

Full Name (Last name first, if individual)
Bergbauer, Katrina

Business or Residence Address (Number and Street, City, State, Zip Code)
1525 Bluegrass Lakes Parkway Alpharetta, GA 30004

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

Full Name (Last name first, if individual)
Michael Owen

Business or Residence Address (Number and Street, City, State, Zip Code)
275 McCollum Drive Canton, GA 30115

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

Full Name (Last name first, if individual)
David Milam

Business or Residence Address (Number and Street, City, State, Zip Code)
275 McCollum Drive Canton, GA 30115

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

Salaries and fees	<input type="checkbox"/>	<input type="checkbox"/>
Purchase of real estate	<input type="checkbox"/>	<input type="checkbox"/>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	<input type="checkbox"/>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	<input type="checkbox"/>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	<input type="checkbox"/>
Repayment of indebtedness	<input type="checkbox"/>	<input type="checkbox"/>
Working capital	<input type="checkbox"/>	<input checked="" type="checkbox"/> \$ 1,395,000
Other (specify):		
Surrender of certain receivables	<input checked="" type="checkbox"/> \$391,826	<input type="checkbox"/>
Assignment of intellectual property	<input checked="" type="checkbox"/> \$ 36,312	
Column Totals	<input checked="" type="checkbox"/> \$428,138	<input checked="" type="checkbox"/> \$ 1,395,000
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ 1,823,138

NJ									
NM									
NV									
NY									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

END