FORM I

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

OM	B APPROVAL	
OMB NUMBER:	3235-0076	
Expires:	April 30, 2008	
Estimated average burd	ien	
hours per response	16.00	

	SEC USE ONLY
Prefix	Serial
	DATE RECEIVED
1	1

Name of Offering (check if this is an amend	ment and name has changed, and	l indicate change	:.)		<u> </u>
Series A Preferred Stock and the Common	Stock issuable upon conversion	thereof.			
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505	■ Rule 506	□ Section 4(6) [SEC
Type of Filing: ■ New Filing	t		P	ROCESSE	Jail Processing Section
	A. BASIC I	DENTIFICATI	ON DATA	****	
1. Enter the information requested about the is	suer		/	MAR 2 0 2000	3 HAR 13 X008
Name of Issuer (check if this is an amendme	nt and name has changed, and ir	ndicate change.)		THOMSON	
Pacira, Inc. (f/k/a Blue Acquisition Corp.)			MI	FINANCIAL	Washington, DC
Address of Executive Offices (Number a	nd Street, City, State, Zip Code)	- "	Tel	ephone Number (Inc	luding Area Code)
10450 Science Center Drive, San Diego, CA	92121		(85	8) 625-2424	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City	y, State, Zip Coo	e) Tel	ephone Number (Inc	eluding Area Code)
Brief Description of Business:					
Research and development of pharmaceutic	als				
Type of Business Organization					
■ corporation	☐ limited partnership, al	•		other (1	
□ business trust	 limited partnership, to 	be formed			08043225
	Month Year				
Actual or Estimated Date of Incorporation or C		Actual	☐ Estimated		
Jurisdiction of Incorporation or Organization:	Enter two-letter U.S. Postal Serv CN for Canada; FN for			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 USC 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.

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

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

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

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

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

FORM D

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

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

OMB APPROVAL					
3235-0076					
Expires: April 30, 2008					
Estimated average burden					
hours per response16.00					
	3235-0076 April 30, 2008 den				

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Prefix		Serial
	DATE RECEIV	ED
1	1	

Name of Offering (check if this is an amendment a	nd name has changed, and indicate change.)	•	
Series A Preferred Stock and the Common Stock	issuable upon conversion thereof.		
Filing Under (Check box(es) that apply):	Rule 504 ☐ Rule 505 ■ Rule 506 ☐ Section	4(6) 🗆 ULOE	Mail pubC
Type of Filing: ■ New Filing			Cotion
	A. BASIC IDENTIFICATION DATA		1
			1
1. Enter the information requested about the issuer			~ (UOA
Name of Issuer (check if this is an amendment and	name has changed, and indicate change.)	·- <u>-</u> · · ·	Wood:
Pacira, Inc. (f/k/a Blue Acquisition Corp.)			Westillerron, DC
Address of Executive Offices (Number and Str	eet, City, State, Zip Code)	Telephone Number (Inclu	ding Area Code)
10450 Science Center Drive, San Diego, CA 9212	1	(858) 625-2424	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Inclu	ding Area Code)
Brief Description of Business:		<u> </u>	
Research and development of pharmaceuticals			
Type of Business Organization			
■ corporation	☐ limited partnership, already formed	□ other (please specify):	
□ business trust	☐ limited partnership, to be formed		
	Month Year		
Actual or Estimated Date of Incorporation or Organization (Cartesian Control of Cartesian Con			
Jurisdiction of Incorporation or Organization: (Enter	CN for Canada; FN for other foreign jurisdiction)	DE	

GENERAL INSTRUCTIONS

Federal

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

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

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

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

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

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

2. Enter the information requested for t			. 6		
Each promoter of the issuer, if				0/	land of annies and suiting of the income
Each executive officer and directions					ass of equity securities of the issuer;
Each general and managing particles			general and managing pa	indicis of particis	mp issuers, and
Check Box(es) that Apply:			- F : - O	_ D'	5 C 1 1/- 14 B
	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Evnin, Luke					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
	•	• • •	•		
c/o MPM Capital, 601 Gateway Blvd., S	uite 350, South	San Francisco, CA 940	080		
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Caralana Carali					
Gordon, Carl L. Business or Residence Address	(Number and 1	Street, City, State, Zip Co	do)		
Business of Residence Address	(Nullibel and	Sireet, City, State, Zip Ct	de)		
c/o OrbiMed Advisors, LLC, 767 Third	Avenue, 30th F	loor, New York, NY 10	017		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
,,					
Middleton, Fred A.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
		##### C .	0.4.40.0		
Challe Barden) that Arabay					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Wicki, Andreas					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
	•	•	•		
c/o HBM BioVentures (Cayman) Ltd., C	Centennial Tow	ers, 3rd Floor, 2454 Wes	t Bay Road, Grand Cay	man, Cayman Is	lands
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Muscarella, Thomas	(N	Ctt Cit. Ct-t- 7i- C-	J.,\		
Business or Residence Address	(Number and	Street, City, State, Zip Co	ue)		
c/o Sanderling Ventures, 400 S. El Cam	ino Real. Suite	#1200, San Mateo, CA	94402		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	<u> </u>	B benefiteian e miner	= 13/10041110 0111001		
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					2 Conord and of Francisco
Mo, Curtis L.					Control and of managing runner
Mo, Curtis L. Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		C CONTRACTOR MANAGEMENT AND
Business or Residence Address		, ,	·		O O O O O O O O O O O O O O O O O O O
Business or Residence Address c/o Wilmer Cutler Pickering Hale and I	Oorr LLP, 1117	California Avenue, Pal	o Alto, CA 94304		
Business or Residence Address c/o Wilmer Cutler Pickering Hale and I Check Box(es) that Apply:		, ,	·	□ Director	☐ General and/or Managing Partner
Business or Residence Address	Oorr LLP, 1117	California Avenue, Pal	o Alto, CA 94304	□ Director	
Business or Residence Address c/o Wilmer Cutler Pickering Hale and I Check Box(es) that Apply: Full Name (Last name first, if individual)	Oorr LLP, 1117	California Avenue, Pal	o Alto, CA 94304	□ Director	
Business or Residence Address c/o Wilmer Cutler Pickering Hale and I Check Box(es) that Apply: Full Name (Last name first, if individual) HBM BioVentures (Cayman) Ltd.	Dorr LLP, 1117	California Avenue, Pal Beneficial Owner	o Alto, CA 94304 □ Executive Officer	□ Director	
Business or Residence Address c/o Wilmer Cutler Pickering Hale and I Check Box(es) that Apply: Full Name (Last name first, if individual)	Dorr LLP, 1117	California Avenue, Pal	o Alto, CA 94304 □ Executive Officer	□ Director	
Business or Residence Address c/o Wilmer Cutler Pickering Hale and I Check Box(es) that Apply: Full Name (Last name first, if individual) HBM BioVentures (Cayman) Ltd.	Oorr LLP, 1117 Promoter (Number and	California Avenue, Pal Beneficial Owner Street, City, State, Zip Co	o Alto, CA 94304 □ Executive Officer ode)	□ Director	
Business or Residence Address c/o Wilmer Cutler Pickering Hale and I Check Box(es) that Apply: Full Name (Last name first, if individual) HBM BioVentures (Cayman) Ltd. Business or Residence Address	Oorr LLP, 1117 Promoter (Number and	California Avenue, Pal Beneficial Owner Street, City, State, Zip Co	o Alto, CA 94304 □ Executive Officer ode)	□ Director	
Business or Residence Address c/o Wilmer Cutler Pickering Hale and I Check Box(es) that Apply: Full Name (Last name first, if individual) HBM BioVentures (Cayman) Ltd. Business or Residence Address Centennial Towers, 3 rd Floor, 2454 Wes	Oorr LLP, 1117 Promoter (Number and t Bay Road, Gr	California Avenue, Pal Beneficial Owner Street, City, State, Zip Corand Cayman, Cayman	o Alto, CA 94304 Executive Officer ode)		☐ General and/or Managing Partner
Business or Residence Address c/o Wilmer Cutler Pickering Hale and I Check Box(es) that Apply: Full Name (Last name first, if individual) HBM BioVentures (Cayman) Ltd. Business or Residence Address Centennial Towers, 3 rd Floor, 2454 Wes Check Box(es) that Apply: Full Name (Last name first, if individual)	Oorr LLP, 1117 Promoter (Number and t Bay Road, Gr	California Avenue, Pal Beneficial Owner Street, City, State, Zip Corand Cayman, Cayman	o Alto, CA 94304 Executive Officer ode)		☐ General and/or Managing Partner
Business or Residence Address c/o Wilmer Cutler Pickering Hale and I Check Box(es) that Apply: Full Name (Last name first, if individual) HBM BioVentures (Cayman) Ltd. Business or Residence Address Centennial Towers, 3 rd Floor, 2454 Wes Check Box(es) that Apply: Full Name (Last name first, if individual) MPM BioVentures IV-QP, L.P.	Oorr LLP, 1117 Promoter (Number and t Bay Road, Gr	California Avenue, Pal Beneficial Owner Street, City, State, Zip Co and Cayman, Cayman Beneficial Owner	o Alto, CA 94304 □ Executive Officer ode) Islands □ Executive Officer		☐ General and/or Managing Partner
Business or Residence Address c/o Wilmer Cutler Pickering Hale and I Check Box(es) that Apply: Full Name (Last name first, if individual) HBM BioVentures (Cayman) Ltd. Business or Residence Address Centennial Towers, 3 rd Floor, 2454 Wes Check Box(es) that Apply: Full Name (Last name first, if individual)	Oorr LLP, 1117 Promoter (Number and t Bay Road, Gr	California Avenue, Pal Beneficial Owner Street, City, State, Zip Corand Cayman, Cayman	o Alto, CA 94304 □ Executive Officer ode) Islands □ Executive Officer		☐ General and/or Managing Partner

A: BASIC IDENTIFICATION DATA

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

•		A. BASIC IDENT	IFICATION DATA					
Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.								
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
OrbiMed Advisors, LLC								
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		····			
767 Third Avenue, 30th Floor, New York		,,,,,	,					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)	<u> </u>	_ Beneficial Owner	LI LACOULTY OTHER	a biitato.	a control and or managing t armor			
Sanderling Venture Partners								
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)					
400 G 70 G		1400						
400 S. El Camino Real, Suite #1200, Sar Check Box(es) that Apply:		□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)	□ Promoter	□ beneficial Owner	D Executive Officer	■ Director	delicial and of Managing Fattier			
Turi varie (East radio 1113), it morrosary								
Longenecker, John P.								
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)					
c/o Pacira, Inc., 10450 Science Center D	rive, San Dieg	o, CA 92121						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Stock David								
Stack, David Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)					
			,					
c/o Pacira, Inc., 10450 Science Center D								
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 Co	de)					
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 S	Street, City, State, Zip Co	de)	· · - · · - · · · · · · · · · · ·				
Dasiness of Iterative Italian	(Transcrand	, , , , , , , , , , , , , , , , , , ,	50 /					
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 Co	ode)					
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 Co	rde)					

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

	B. INFORMATION ABOUT OFFERING	 -	
	Yes	No	
1.		•	
2.	\$ n/a		
	What is the minimum investment that will be accepted from any individual?	Yes	No
	Does the offering permit joint ownership of a single unit?	•	0
4. 1			
Full N None	Name (Last name first, if individual)		
	ness or Residence Address (Number and Street, City, State, Zip Code)		
Name	of Associated Broker or Dealer		
States	s in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States	
_[A] _ [IL _ [M _ [R	L] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] 1T] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full n	name (Last name first, if individual)		
Busin	ness 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 _ [IL _ [M _ [R	L] _ [IN) _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] IT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	[HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full N	Name (Last name first, if individual)		
Busin	less 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		<u> </u>
	(Check "All States" or check individual States)	All States	
_ [A! _ [IL _ [M _ [R	L]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $% \left(\mathbf{r}\right) =\left(\mathbf{r}\right)$

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		ggregate ring Price		Already old
	Type of Security			¢	0.00
	Debt	s	0.00	3	
	Equity	\$ <u>30</u> ,	000,000.00	3 <u>15,000</u>	0,000.00
	■ Common ■ Preferred				
	Convertible Securities (including warrants)	\$	0.00	s	0.00
	Partnership Interests	\$	0.00	\$	0.00
	Other (Specify)	s	0.00	s	0.00
	Total	\$ <u>30,</u>	00.000,000	\$ <u>15,00</u>	0,000.00
	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."		umber of evestors	Dollar a	egate Amount chases
	Accredited Investors		_11	\$ <u>15,000</u>	<u>00.000.00</u>
	Non-accredited Investors			2	
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering		ype of ecurity		Amount old
	Rule 505		N/A	?	0.00
	Regulation A		N/A	\$	0.00
	Rule 504		N/A	\$	0.00
	Total		IVA	\$	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			s	
	Printing and Engraving Costs		<u>D</u>	\$	
	Legal Fees		D	s	
	Accounting Fees		-	\$	
	Engineering Fees		_	\$	
	Sales Commissions (specify finders' fees separately)		0	s	
	Other Expenses (identify) Securities Compliance		_	S 3(00.00
	Total		_		00.00
			-	<u> </u>	

_						
	b. Enter the difference between the aggregate offel and total expenses furnished in response to Part "adjusted gross proceeds to the issuer."	C – Question 4.a. This difference is the			\$_	29,999,700.00
•	Indicate below the amount of the adjusted gross pr for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in re	any purpose is not known, furnish an extotal of the payments listed must equal t	stimate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees	······································		\$	0	\$
	Purchase of real estate		Ö	\$		\$
	Purchase, rental or leasing and installation of macl	hinery and equipment		s	0	s
	Construction or leasing of plant buildings and faci	lities		\$		\$
	Acquisition of other business (including the value that may be used in exchange for the assets or section).	rrities of another issuer pursuant to a	_	•		c
	merger)		Ď	\$		J
	Repayment of indebtedness		0	3		3
	Working capital			s	D	3
	Other (specify):		. 0	\$	•	\$
			•	_		
				3		S
	Column Totals		O	\$		s
	Total Payments Listed (column totals added)	,,,	S 29,999,700.00			
		D. FEDERAL SIGNATI	URE			
n u	issuer has duly caused this notice to be signed by the issuer to furnish to the U.S. Secur accredited investor pursuant to paragraph (b)(2) of	ities and Exchange Commission, upon	If this notice i	is filed under Rule 505, the tof its staff, the information	following sing furnished	ignature constitutes by the issuer to any
SUE	er (Print or Type)	Signature		Date		
	ra, Inc.	Signature Curlin Mu		March 11, 2008		
lam	e of Signer (Print or Type)	Title of Signer (Print or Type)				
	tis L. Mo	Secretary				
		-				

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

ATTENTION

b. Enter the difference between the aggregate of and total expenses furnished in response to Paradjusted gross proceeds to the issuer."	rt C - Question 4.a. This difference is the			s.	29,999,700,00
Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in	for any purpose is not known, furnish an est ne total of the payments listed must equal th	imate			
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees		ם	\$	0	\$
Purchase of real estate			s	0	s
Purchase, rental or leasing and installation of m	achinery and equipment		s	۵	\$
Construction or leasing of plant buildings and f	acilities		s	D	S
Acquisition of other business (including the val that may be used in exchange for the assets or s merger)	ecurities of another issuer pursuant to a	0	s	0	S
Repayment of indebtedness			<u> </u>	٥	<u> </u>
Working capital			s	0	s
Other (specify):		_	s		s
Office (Specify).		ш		u	
			s	a	S
Column Totals			s		\$
Total Payments Listed (column totals added)		\$ 29,99			<u>0</u>
	D. FEDERAL SIGNATU	RE			
issuer has duly caused this notice to be signed by indertaking by the issuer to furnish to the U.S. Se accredited investor pursuant to paragraph (b)(2)	curities and Exchange Commission, upon w	f this notice ritten reque	is filed under Rule 505, the st of its staff, the information	following s 1 furnished	ignature constitu by the issuer to a
er (Print or Type)	Signature Curtor Mo		Date		
ira, Inc.	Circus, G		March 11, 2008		
ne of Signer (Print or Type)	Title of Signer (Print or Type)				
rtis L. Mo	Secretary				

	C. OFFERING PR	ICE, NUMBER OF INVESTORS, EXI	PENSES AN	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate off l and total expenses furnished in response to Pan "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is the			S.	29,999,700.00
5.	Indicate below the amount of the adjusted gross p for each of the purposes shown. If the amount fo and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in t	r any purpose is not known, furnish an es total of the payments listed must equal th	timate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$	Ď	\$
	Purchase, rental or leasing and installation of made	chinery and equipment		\$	O	\$
	Construction or leasing of plant buildings and fac-	ilities		s	0	s
	Acquisition of other business (including the value that may be used in exchange for the assets or sec	curities of another issuer pursuant to a		•		
	merger)		ā	3		\$
	Repayment of indebtedness		Ö	\$		\$
	Working capital		0	\$	0	\$
	Other (specify):	· · ·		\$	0	\$
				\$		S
	Column Totals		٥	\$		s
	Total Payments Listed (column totals added)			■ \$ <u>29</u> ,	999,700.00	
		D. FEDERAL SIGNATU	Dr			
		D. FEDERAL SIGNATO	KE.			
n u	issuer has duly caused this notice to be signed by the indertaking by the issuer to furnish to the U.S. Secu-accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission, upon w	f this notice i	s filed under Rule 505, the f to f its staff, the information	ollowing si furnished	gnature constitutes by the issuer to any
ssu	er (Print or Type)	Signature /		Date		
	ira, Inc.	Signature Curtis Mo		March 11, 2008		
√an	ne of Signer (Print or Type)	Title of Signer (Print or Type)		<u> </u>		
	tis L. Mo	Secretary				
						

	C. OFFERING PR	ICE, NUMBER OF INVESTORS, EX				
	b. Enter the difference between the aggregate of 1 and total expenses furnished in response to Par "adjusted gross proceeds to the issuer."	t C - Question 4.a. This difference is the	-		s	29,999,700.00
5.	Indicate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in the state of the insuer set forth in the state of the state of the insuer set forth in the state of the	or any purpose is not known, furnish an est total of the payments listed must equal t	stimate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees	,,	ä	\$		s
	Purchase of real estate		D	s	ā	\$
	Purchase, rental or leasing and installation of mac	chinery and equipment		S		\$
	Construction or leasing of plant buildings and fac	cilities	0	s	0	s
	Acquisition of other business (including the value	e of securities involved in this offering				
	that may be used in exchange for the assets or second merger)		а	S	0	s
	Repayment of indebtedness		О	s		\$
	Working capital		Ö	s		\$
	Other (specify):			\$		\$
	<u> </u>			s	0	\$
	Column Totals	,	۵	s	0	s
	Total Payments Listed (column totals added)			■ \$ 29	,999,700.00	0
						
		D. FEDERAL SIGNATU	IRE			
he	issuer has duly caused this notice to be signed by t	he undersigned duly authorized person. I	If this notice i	is filed under Rule 505, the	following s	signature constitu
	ndertaking by the issuer to furnish to the U.S. Secu- accredited investor pursuant to paragraph (b)(2) of		vritten reques	t of its staff, the information	ı furnished	by the issuer to a
	er (Print or Type)	Signature /		Date		
	ra, Inc.	Signature Curtis Mo		March 11, 2008		
	,			1	·—-	
	e of Signer (Print or Type)	Title of Signer (Print or Type)				
Cur	tis L. Mo	Secretary				

	C. OFFE	RING PRICE, NUMBER OF INVESTORS, E	EXPENSES AN	D USE OF PROCEEDS	·	 -
	I and total expenses furnished in respo	gregate offering price given in response to Part C onse to Part C – Question 4.a. This difference is t	he		S	29,999,700.00
5.	for each of the purposes shown. If the and check the box to the left of the esti	sted gross proceeds to the issuer used or proposed amount for any purpose is not known, furnish ar imate. The total of the payments listed must equa et forth in response to Part C – Question 4.b abov	estimate al the			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate		п	s		\$
	Purchase, rental or leasing and installa	tion of machinery and equipment		s	0	\$
	Construction or leasing of plant building	ngs and facilities		\$		\$
	that may be used in exchange for the a	g the value of securities involved in this offering ssets or securities of another issuer pursuant to a	a	S	0	s
	• ,		_	\$		s
				\$	D	ss
	.		0			·———
		•		\$		\$
			- 	s	a	s
	Column Totals		_	\$	0	s
	Total Payments Listed (column totals a	dded)		■ \$ <u>29</u> .	999,700.00	<u>)</u>
						
		D. FEDERAL SIGNA	TURE			
מ מ	issuer has duly caused this notice to be s ndertaking by the issuer to furnish to the accredited investor pursuant to paragrap	signed by the undersigned duly authorized person U.S. Securities and Exchange Commission, upon h (b)(2) of Rule 502.	. If this notice in written reques	s filed under Rule 505, the at of its staff, the information	following s furnished	ignature constitutes by the issuer to any
	er (Print or Type) ira, Inc.	Signature Curtis Mo		Date March 11, 2008		
lan	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
	tis L. Mo	Secretary				

					
1 and total expenses furnished in respon	gregate offering price given in response to Part C- nse to Part C – Question 4.a. This difference is th	e		S	29,999,700.00
for each of the purposes shown. If the and check the box to the left of the estimate	ted gross proceeds to the issuer used or proposed to amount for any purpose is not known, furnish an e- mate. The total of the payments listed must equal to forth in response to Part C - Question 4.b above.	stimate the			
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees			\$		s
Purchase of real estate		ο.	\$	0	\$
Purchase, rental or leasing and installat	ion of machinery and equipment	0	s	0	\$
Construction or leasing of plant building	gs and facilities		s	0	S
that may be used in exchange for the as	g the value of securities involved in this offering sets or securities of another issuer pursuant to a	ם	\$	ם	\$
• .			\$		\$
Working capital		0	s _		s
Other (specify):		_ 0	\$	0	\$
		- -	\$	0	\$
		٥	s	_	\$
Total Payments Listed (column totals added)			■ \$ <u>29</u> ,	999,700.00	1
	D. FEDERAL SIGNAT	URE			
	igned by the undersigned duly authorized person. U.S. Securities and Exchange Commission, upon h (b)(2) of Rule 502.				
suer (Print or Type)	Signature Curtis Mo		Date March 11, 2008		
lame of Signer (Print or Type)	Title of Signer (Print or Type)				

.	C. OFFERING	G PRICE, NUMBER OF INVESTORS, EX	KPENSES AN	ND USE OF PROCEEDS		
1 and total (expenses furnished in response t	ate offering price given in response to Part C- o Part C – Question 4.a. This difference is the	e		s	29,999,700.00
for each of and check to	the purposes shown. If the amount he box to the left of the estimate	cross proceeds to the issuer used or proposed to unt for any purpose is not known, furnish an e to The total of the payments listed must equal th in response to Part C – Question 4.b above.	stimate the			
				Payments to Officers, Directors, & Affiliates		Payments T Others
Salaries and	d fees		O	s	D	S
Purchase of	real estate		0	s		S
Purchase, re	ental or leasing and installation o	of machinery and equipment		s	D	\$
Construction	n or leasing of plant buildings ar	nd facilities		\$		\$
that may be	used in exchange for the assets	value of securities involved in this offering or securities of another issuer pursuant to a	0	\$	_	s
• .			ם	s	0	ss
				<u> </u>	0	\$\$
			_	<u> </u>	0	\$
					U	<u> </u>
				\$	0	s
Column Tot	tals		D	s		s
Total Payme	ents Listed (column totals added)		\$ \$ <u>29,999,700.00</u>		
		D. FEDERAL SIGNATI	URE			
undertaking by	ly caused this notice to be signed y the issuer to furnish to the U.S. vestor pursuant to paragraph (b)	d by the undersigned duly authorized person. Securities and Exchange Commission, upon (2) of Rule 502.	If this notice written reques	is filed under Rule 505, the f t of its staff, the information	furnished	ignature constitut by the issuer to a
suer (Print or Ty	ype)	Signature /		Date		
cira, Inc.		Signature Curtas Mo		March 11, 2008		
ame of Signer (I	Print or Type)	Title of Signer (Print or Type)			•	

END

ATTENTION