



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

Full Name (Last name first, if individual)  
**Howe, Jason**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101**

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

Full Name (Last name first, if individual)  
**Solomon, Gregory**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101**

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

Full Name (Last name first, if individual)  
**Strobridge, Rick**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**338 Galloway Valley Court, Alpine, CA 91901**

Check Boxes  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 that Apply:

Full Name (Last name first, if individual)  
**Hegli, Ronald**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101**

Check Boxes  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 that Apply:

Full Name (Last name first, if individual)  
**Nierenberg, Nicholas**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**9494 La Jolla Farms Road, La Jolla, CA 92037**

Check Boxes  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 that Apply:

Full Name (Last name first, if individual)  
**Nierenberg Family Trust**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**9494 La Jolla Farms Road, La Jolla, CA 92037**

Check Boxes  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 that Apply:

Full Name (Last name first, if individual)  
**Tomlin, Stephen**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Avalon Ventures, 888 Prospect Street, Suite 320, La Jolla, CA 92037**

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

Full Name (Last name first, if individual)  
**Koenig, Harold**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101**

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

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

Full Name (Last name first, if individual)

**Avalon Ventures VII, L.P.**

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

**888 Prospect Street, Suite 320, La Jolla, CA 92037**

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

Full Name (Last name first, if individual)

**Myers, Chuck**

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

**c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101**

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

Full Name (Last name first, if individual)

**Adams, James**

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

**c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101**

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

Full Name (Last name first, if individual)

**Smith, Derek**

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

**c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101**

Check Boxes  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 that Apply:

Full Name (Last name first, if individual)

**Lutz, Michael**

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

**c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101**

**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 X  
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 X
- 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.

Not Applicable

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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

[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]	[VA]	[WV]	[WI]	[WY]	[PR]

**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 columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants): Notes; Warrants to Purchase Preferred Stock..	<u>\$2,400,000.00*</u>	<u>\$2,400,000.00*</u>
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total .....	<u>\$2,400,000.00*</u>	<u>\$2,400,000.00*</u>

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.....	<u>2</u>	<u>\$2,400,000.00*</u>
Non-accredited Investors.....	<u>0</u>	<u>\$ 0</u>
Total (for filings under Rule 504 only).....	_____	\$ _____

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

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

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total .....	_____	\$ _____

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"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	<u>\$15,000.00</u>
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (Identify) Blue Sky Filing Fees.....	<input checked="" type="checkbox"/>	<u>\$300.00</u>
Total .....	<input checked="" type="checkbox"/>	<u>\$15,300.00</u>

\* Includes amounts receivable by the Company upon the exercise of certain warrants to purchase preferred stock (assuming no net issue exercise). The warrants have not yet been exercised.

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

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer" ..... \$2,384,700.00\*

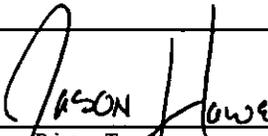
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payment to Officers, Directors, & Affiliates	Payment To Others
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"/> <u>\$2,384,700.00*</u>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> <u>\$2,384,700.00*</u>
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> <u>\$2,384,700.00*</u>

\* Includes amounts receivable by the Company upon the exercise of certain warrants to purchase preferred stock (assuming no net issue exercise). The warrants have not yet been exercised.

**D. FEDERAL SIGNATURE**

The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>AwarePoint Corporation</b>	Signature 	Date August <u>25</u> 2008
Name of Signer (Print or Type) <b>Jason Howe</b>	Title of Signer (Print or Type) <b>Chief Executive Officer</b>	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

**END**