

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

_____)	
SECURITIES AND EXCHANGE)	
COMMISSION,)	
)	
Plaintiff,)	Civil Action No.
)	
v.)	
)	
DANIEL O’RIORDAN,)	JURY TRIAL DEMANDED
)	
Defendant.)	
_____)	

COMPLAINT

Plaintiff Securities and Exchange Commission (the “Commission”) alleges the following against defendant Daniel O’Riordan (“O’Riordan”):

SUMMARY

1. O’Riordan violated the registration and anti-fraud provisions of the federal securities laws in connection with the sale of the common stock of Paradigm Tactical Products, Inc. (“Paradigm”) in a public market that had been deprived of accurate information about Paradigm and its investors. O’Riordan, who had been appointed the figure head “president” of Paradigm, signed a false Form D that was filed on June 13, 2005 with the Commission. The Form D was false because it gave notice of a purported private placement of Paradigm’s stock which in fact never took place. O’Riordan also signed backdated stock certificates and assisted in preparing a list of people who had purportedly made independent investments in Paradigm’s stock to make it appear on paper that Paradigm had been funded in 2002 by a group of unaffiliated investors who now held “free trading” stock. Moreover, O’Riordan, as “president,”

made false and misleading statements in press releases concerning Paradigm's sales revenues that were issued to increase the price of Paradigm's stock. Further, O'Riordan sold his shares of Paradigm stock in an unregistered public offering in which he received proceeds of approximately \$112,000.

2. By engaging in the conduct alleged herein, O'Riordan violated Sections 5 and 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77e and 77q(a)] and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

3. Based on these violations, the Commission seeks the following relief against O'Riordan: (i) entry of a permanent injunction prohibiting O'Riordan from violating Sections 5 and 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder; (ii) an order barring O'Riordan from serving as an officer or director of a public company; (iii) an order permanently barring O'Riordan from participating in any offering of a penny stock.

JURISDICTION AND VENUE

4. The Commission brings this action pursuant to the enforcement authority conferred upon it by Section 20(b) of the Securities Act [15 U.S.C. § 77t(b)] and Sections 21(d) and 21A of the Exchange Act [15 U.S.C. §§ 78u(d), 78u-1]. This Court has jurisdiction over this action pursuant to 28 U.S.C. §1331, Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)], and Sections 21(e), 21A and 27 of the Exchange Act [15 U.S.C. §§ 78u(e), 78u-1 and 78aa].

5. Venue is proper in this district pursuant to 28 U.S.C. §1391(b)(2), Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)], and Section 27 of the Exchange Act [15 U.S.C. §

78aa] because a substantial part of the acts constituting the alleged violations occurred in the District of Massachusetts.

6. In connection with the conduct alleged in this Complaint, O’Riordan directly or indirectly made use of the means or instruments of transportation or communication in interstate commerce, the facilities of a national securities exchange, or the mails.

7. Unless enjoined, O’Riordan will continue to engage in the securities law violations alleged herein, or in similar conduct that would violate the federal securities laws.

DEFENDANT

8. Daniel O’Riordan is an individual residing in Providence Village, Texas. At all times material to the allegations in this Complaint, O’Riordan resided in Boxford, Massachusetts. From at least June 2005 until April 2007, O’Riordan was employed by Paradigm in sales and held the title of president.

FACTUAL ALLEGATIONS

9. Paradigm was a Delaware corporation located, at all times material to the allegations in this Complaint, in Georgetown, Massachusetts. Paradigm purportedly sold hand-held metal detectors known as the “FriskerPro” to law enforcement and security companies. In July 2009, Paradigm announced that it had completed a reverse merger with Zenergy International, Inc. (“Zenergy”), a Chicago, Illinois based business that intends to produce ethanol and other chemicals from bio-waste. As a result of the merger, Paradigm changed its name to Zenergy. Paradigm’s (now Zenergy’s) stock has been quoted on the Pink Sheets operated by Pink OTC Markets Inc. (“Pink Sheets”) from August 10, 2005 until present. Paradigm is not obligated to file periodic reports with the Commission because the value of its assets and number of equity holders of record are too low to subject it to the Commission’s filing requirements.

A. O’Riordan Knowingly Signed a False Form D

10. Section 4 of the Securities Act [15 U.S.C. § 77d] provides certain exemptions from the rules that generally require securities that are sold to the public to be registered with the Commission. One such exemption, Section 4(6) [15 U.S.C. § 77d(6)], applies to offers and sales of securities solely to “accredited investors” where the value of the securities offered to such investors does not exceed \$5 million. Issuers of stock may claim this exemption by filing a Form D (as provided by Regulation D, 17 C.F.R. § 230.501 *et seq.*) with the Commission.

11. On June 13, 2005, Paradigm filed Form D with the Commission, to provide notice that it was relying on the Section 4(6) registration exemption to conduct a purported \$500,000 private placement of Paradigm’s common stock to a group of accredited investors in two states. The Form D was signed by O’Riordan, as the president and a director of Paradigm, and was mailed to the Commission in Washington, D.C. Like other documents filed with the Commission, it was then uploaded to an electronic database known as EDGAR and was made available to the public via interstate electronic communications networks. A copy of the Form D filed by Paradigm is attached hereto as Exhibit A.

12. Form D required Paradigm to disclose “[e]ach 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.” Paradigm did not disclose any investor as holding a 10% or more interest in its common stock. Paradigm’s Form D omitted material facts about investors owning 10% or more of its equity securities.

13. Form D also required Paradigm to disclose “the aggregate offering price of securities included in this offering and the total amount already sold.” Paradigm reported that it had raised \$500,000 from the reported offering. Paradigm also filed a Form D Appendix

describing the offered stock as having been purchased by 1 Connecticut accredited investor and 13 Massachusetts accredited investors. These representations by Paradigm were false.

14. At the time the Form D was filed, O’Riordan knew, should have known, or was reckless in not knowing, that it contained false and misleading information. He also knew, should have known, or was reckless in not knowing, that Paradigm did not receive \$500,000 from the purported offering, and that the vast majority of Paradigm’s outstanding stock was ultimately controlled by Paradigm’s founder, whose name was not listed in the Form D. Nevertheless, O’Riordan signed the Form D.

15. O’Riordan knew, should have known, or was reckless in not knowing, that the false and misleading Form D was filed with the Commission to make it appear that Paradigm had been funded by a group of independent unaffiliated investors.

16. O’Riordan also knew, should have known, or was reckless in not knowing, that Paradigm used the fraudulent Form D as support for its efforts to obtain a market maker to provide quotes on the Pink Sheets to facilitate the sale of its stock to the public.

B. O’Riordan Assisted In Fraudulently Creating A Public Market for Paradigm’s Stock.

17. O’Riordan, and others acting with him, wanted Paradigm’s stock to be quoted in a public market so that they could more easily sell their holdings of stock to the public. In order to be quoted on the Pink Sheets (the public market they chose), Paradigm needed a broker-dealer to act as a “market maker” for its stock. Under Exchange Act Rule 15c2-11, a broker-dealer is required to obtain and review certain documents from an issuer before it seeks regulatory approval to initiate quotes on that issuer’s stock as a market maker. One of the types of documents that Paradigm’s prospective broker-dealer reviewed was information about its purported investors.

18. On or about the date that the Form D was filed, O’Riordan assisted others in preparing a list of the purported accredited investors in Paradigm. O’Riordan knew, should have known, or was reckless in not knowing, that certain of the listed investors had not received any Paradigm stock, and that certain other listed investors had not paid any money to purchase Paradigm stock, but were instead being used as nominee investors for stock controlled by Paradigm’s founder. O’Riordan even knew, should have known, or was reckless in not knowing, that the name of a dead person he obtained (who did not appear to be deceased in public records) was included on the list of accredited investors.

19. O’Riordan knew, should have known, or was reckless in not knowing, that the purported accredited investors’ names he participated in compiling would be provided to a market maker to make it appear that Paradigm had been funded, and its stock was held, by a group of independent unaffiliated investors.

20. On or about the date that the Form D was filed, O’Riordan signed Paradigm stock certificates that were falsely backdated to June 2002 by others. Under Commission Rule 144 [17 C.F.R. §230.144 *et seq.*], securities obtained directly from an issuer are subject to resale limitations for certain periods of time. The fact that a certificate is subject to resale limitations is noted as a restrictive legend on the face of that stock certificate issued by a stock transfer agent. O’Riordan signed backdated Paradigm stock certificates so that it appeared that the purported private placement had occurred three years earlier, and thus the time period of any resale restriction had expired, so the stock certificates did not require a restrictive legend on their face. Because of O’Riordan’s, and others’, actions, he and others received “free trading” Paradigm stock certificates (without restrictive legends) that could be freely sold to the public.

21. On or about August 10, 2005, regulators approved the market maker's request to initiate quotes of Paradigm's stock on the Pink Sheets. That approval was based in part on the purported investor list and bogus backdated supporting documents that were provided to the broker-dealer and forwarded to regulators.

22. By at least August 2005, the unrestricted Paradigm stock certificates were being deposited into the various nominee securities accounts controlled by Paradigm's founder. Beginning in or about August 2005 and continuing through March 2006, Paradigm's founder directly or indirectly sold approximately 2 million shares of Paradigm's stock into the public market for proceeds of approximately \$956,000.

23. Between 2007 and 2009, O'Riordan sold his Paradigm shares into the public market for total proceeds of approximately \$112,000.

24. No registration statements for any of these sales of Paradigm stock to the public were filed with the Commission.

C. O'Riordan Participated In Issuing False and Misleading Press Releases

25. In the second half of 2005, Paradigm issued a series of press releases that contained misrepresentations pertaining to Paradigm's increasing sales revenues. Between August 8, 2005 and September 19, 2005 Paradigm's stock climbed from \$2.32 per share to an all-time high of \$5.62.

26. For example, Paradigm's stock price increased from \$2.85 per share to \$3.15 per share over the two day period following an August 18, 2005 announcement that its revenues grew 80 % as compared to the prior fiscal year. O'Riordan is quoted in the press release as stating that "[b]ased on our strong revenue increase and expanding margins, Paradigm was profitable for the year 2004 and we expect our positive growth to continue."

27. O’Riordan, who was employed by Paradigm in sales, knew, should have known, or was reckless in not knowing, that Paradigm had only sold a very limited amount of product, far below the amount required to support the sales and revenue claims made in its August 18 press release and in other 2005 press releases.

28. The misrepresentations about sales revenue and profitability made by O’Riordan in the 2005 press releases were material, and were made to inflate the price of Paradigm’s stock.

First Claim for Relief
(Violation of Section 5 of Securities Act)

29. Plaintiff repeats and incorporates by reference the allegations in paragraphs 1 through 28 above as if set forth fully herein.

30. O’Riordan directly or indirectly made use of the means or instruments of transportation or communication in interstate commerce, or the mails, to offer to sell or to sell securities, or to carry or cause securities to be carried through the mails or in interstate commerce for the purposes of sale or delivery after sale.

31. No registration statement has been filed with the Commission or has been in effect for any of the Paradigm securities that O’Riordan sold or offered for sale in 2007 through 2009.

32. By engaging in the conduct described above, O’Riordan has violated, and unless enjoined will continue to violate, Section 5 of the Securities Act [15 U.S.C. § 77e].

Second Claim for Relief
(Violation of Section 17(a) of Securities Act)

33. Plaintiff repeats and incorporates by reference the allegations in paragraphs 1 through 28 above as if set forth fully herein.

34. O’Riordan, directly or indirectly, acting intentionally, knowingly or recklessly, by

use of the means or instruments of transportation or communication in interstate commerce or by the use of the mails, in the offer or sale of securities: (a) employed devices, schemes, or artifices to defraud; (b) obtained money or property by means of untrue statements of material fact or omissions to state a material fact necessary to make the statements not misleading; or (c) engaged in transactions, practices, or courses of business which operated as a fraud or deceit upon the purchasers of such securities.

35. By engaging in the conduct described above, O’Riordan has violated, and unless enjoined will continue to violate, Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)].

Third Claim for Relief
(Violation of Section 10(b) of Exchange Act and Rule 10b-5)

36. Plaintiff repeats and incorporates by reference the allegations in paragraphs 1 through 28 above as if set forth fully herein.

37. O’Riordan, directly or indirectly, acting intentionally, knowingly or recklessly, in connection with the purchase or sale of securities, by use of the means or instrumentalities of interstate commerce or the facilities of a national securities exchange or the mail: (a) employed devices, schemes, or artifices to defraud; (b) made untrue statements of material fact or omitted to state material fact(s) necessary to make the statements made not misleading; or (c) engaged in acts, practices, or courses of business which operated as a fraud or deceit upon certain persons.

38. By engaging in the conduct described above, O’Riordan has violated, and unless enjoined will continue to violate, Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. §240.10b-5].

PRAYER FOR RELIEF

WHEREFORE, the Commission requests that this Court enter an order:

A. Permanently enjoining O’Riordan from violating, directly or indirectly, Sections 5 and 17(a) of the Securities Act [15 U.S.C. §§ 77e and 77q(a)] and Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5];

B. Pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], prohibiting O’Riordan, from acting as an officer or director of any issuer that has a class of securities registered under Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

C. Permanently barring O’Riordan from participating in any offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock under Section 20(g) of the Securities Act [15 U.S.C. § 77t(g)] and Section 21(d)(6) of the Exchange Act [15 U.S.C. § 78u(d)(6)];

D. Retain jurisdiction over this action to implement and carry out the terms of all orders and decrees that may be entered; and

E. Grant such other and further relief as the Court deems just and proper.

JURY DEMAND

The Commission hereby demands a trial by jury on all claims so triable.

Respectfully submitted,

SECURITIES AND EXCHANGE COMMISSION

By its attorneys,

/s/ Kathleen Burdette Shields
Kathleen Burdette Shields (BBO No. 637438)
Carlos Costa-Rodrigues (BBO No. 555912)
33 Arch Street, 23rd Floor
Boston, Massachusetts 02110
Telephone: (617) 573-8904 (Shields direct)
Facsimile: (617) 573-4590
E-mail: ShieldsKa@SEC.gov

Dated: April 2, 2010

EXHIBIT A

1530254



FORM D

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated average burden hours per response:	16.00

FORM D

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering: () check if this is an amendment and name has changed, and indicate change.)

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

A. BASIC IDENTIFICATION DATA



05057821

1. Enter the information requested about the issuer

Name of Issuer () check if this is an amendment and name has changed, and indicate change.)

PARADIGM TACTICAL PRODUCTS, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 64 Central Street Georgetown, MA 10833 (866) 374-7535

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

Brief Description of Business

Type of Business Organization

- (x) corporation () limited partnership, already formed () other (please specify): () business trust () limited partnership, to be formed

PROCESSED

JUN 20 2005

Actual or Estimated Date of Incorporation or Organization: [08] [02] (x) Actual () Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: [DE] CN for Canada; FN for other foreign jurisdiction)

THOMSON FINANCIAL

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 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 the 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.

SEC 1972(5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

Handwritten signature



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/or Managing Partner

Full Name (Last name first, if individual)
O'RIORDAN, DANIEL

Business or Residence Address (Number and Street, City, State, Zip Code)
64 Central Street, Georgetown, MA 10833

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

Full Name (Last name first, if individual)
MARR, JAMES F.

Business or Residence Address (Number and Street, City, State, Zip Code)
64 Central Street, Georgetown, MA 10833

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

Full Name (Last name first, if individual)
FIELDS, JAMES C.

Business or Residence Address (Number and Street, City, State, Zip Code)
64 Central Street, Georgetown, MA 10833

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)

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)

COMPANY PUBLIC OFFERING FINANCIAL STATEMENTS AND STATEMENT OF RECEIPTS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the 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	\$ 0	\$ 0
Equity	\$ 500,000	\$ 500,000
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total	\$ 500,000	\$ 500,000

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	0	\$ 0
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

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
Regulation A	0	\$ 0
Rule 504	0	\$ 0
Total	0	\$ 0

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 insurer. 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 checked="" type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 1,000
Legal Fees	<input checked="" type="checkbox"/>	\$ 5,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ 5,000
Engineering Fees	<input checked="" type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ 0
Other Expenses (identify)	<input checked="" type="checkbox"/>	\$ 0
Total	<input checked="" type="checkbox"/>	\$ 11,000




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 state 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 person.

Issuer (Print or Type) Paradigm Tactical Products, Inc.	Signature 	Date June 1, 2005
Name (Print or Type) Daniel O'Riordan	Title (Print or Type) President, Director	

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.

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT		x	Equity \$500,000	1	\$30,000	0	0		x
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		x	Equity \$500,000	13	\$470,000	0	0		x
MI									
MN									
MS									

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 Non-Accredited Investors	Amount	Yes	No
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									

SCHEDULE									
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 Non-Accredited Investors	Amount	Yes	No
WY									
PR									