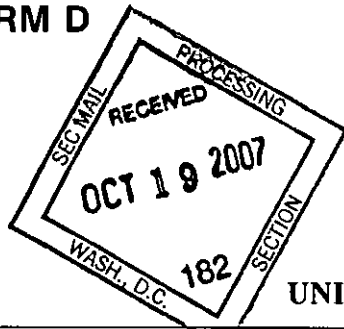


1416007

FORM D

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

| OMB APPROVAL  |           |
|---|-----------|
| OMB Number:   | 3235-0076 |
| Expires:  |           |
| Estimated average burden<br>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.)  
**Moodlerooms, Inc. - Common Stock Offering**

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment

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.)  
**Moodlerooms, Inc.**

|   |   |
|---|---|
| Address of Executive Offices (Number and Street, City, State, Zip Code)<br><b>1101 E. 33rd Street, Suite C 301, Baltimore, Maryland 21228</b> | Telephone Number (Including Area Code)<br><b>443-451-7220</b> |
| 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  
**Provides solutions to make on-line education affordable, effective, and accessible.**

Type of Business Organization

corporation  limited partnership, already formed  other (please specify):

business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: 019 015  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) **DE**

**PROCESSED**  
**OCT 25 2007**  
**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.**

**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/or Managing Partner

Full Name (Last name first, if individual)

Martin G. Knott

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

1101 E. 33rd Street, Suite C 301, Baltimore, Maryland 21228

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

Full Name (Last name first, if individual)

Stephen A. Hoffman

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

1101 E. 33rd Street, Suite C 301, Baltimore, Maryland 21228

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

Full Name (Last name first, if individual)

Thomas J. Murdock

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

1101 E. 33rd Street, Suite C 301, Baltimore, Maryland 21228

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

Full Name (Last name first, if individual)

Stuart Sim

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

1101 E. 33rd Street, Suite C 301, Baltimore, Maryland 21228

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

Full Name (Last name first, if individual)

Michael Penney

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

1101 E. 33rd Street, Suite C 301, Baltimore, Maryland 21228

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? ..... \$ 50,000.00
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)

Not applicable.

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

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

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

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

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

|                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> 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 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<br>Offering Price   | Amount Already<br>Sold |
|---|---|------------------------|
| Debt .....  | \$ 0.00   | \$ 0.00                |
| Equity .....                                      | \$ 1,075,815.00   | \$ _____               |
|   | <input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred |                        |
| Convertible Securities (including warrants) ..... | \$ 0.00   | \$ 0.00                |
| Partnership Interests .....                       | \$ 0.00   | \$ 0.00                |
| Other (Specify <u>Warrants</u> ) .....            | \$ 0.00   | \$ 0.00                |
| <b>Total</b> .....                                | <b>\$ 1,075,815.00</b>  | <b>\$ 0.00</b>         |

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<br>Investors | Aggregate<br>Dollar Amount<br>of Purchases |
|--|---------------------|--|
| Accredited Investors .....                           | _____               | \$ _____                                   |
| Non-accredited Investors .....                       | _____               | \$ _____                                   |
| <b>Total (for filings under Rule 504 only)</b> ..... | _____               | <b>\$ _____</b>                            |

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<br>Security | Dollar Amount<br>Sold |
|--------------------|---------------------|-----------------------|
| Rule 505 .....     | _____               | \$ _____              |
| Regulation A ..... | _____               | \$ _____              |
| Rule 504 .....     | _____               | \$ _____              |
| <b>Total</b> ..... | _____               | <b>\$ 0.00</b>        |

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 type="checkbox"/> \$ _____                |
| Printing and Engraving Costs .....                         | <input type="checkbox"/> \$ _____                |
| Legal Fees .....   | <input checked="" type="checkbox"/> \$ 25,000.00 |
| Accounting Fees .....                                      | <input type="checkbox"/> \$ _____                |
| Engineering Fees .....                                     | <input type="checkbox"/> \$ _____                |
| Sales Commissions (specify finders' fees separately) ..... | <input type="checkbox"/> \$ _____                |
| Other Expenses (identify) _____                            | <input type="checkbox"/> \$ _____                |
| <b>Total</b> .....   | <input checked="" type="checkbox"/> \$ 25,000.00 |

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

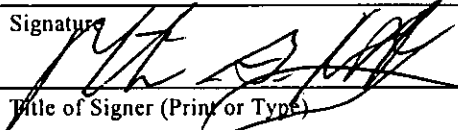
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... \$ 1,050,815.00

5. Indicate below the amount of the adjusted gross proceed 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.

|  | Payments to<br>Officers,<br>Directors, &<br>Affiliates | Payments to<br>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<br>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<br>offering that may be used in exchange for the assets or securities of another<br>issuer pursuant to a merger) ..... | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____                        |
| Repayment of indebtedness .....  | <input type="checkbox"/> \$ <u>29,663.91</u>           | <input type="checkbox"/> \$ <u>70,336.09</u>             |
| Working capital .....  | <input type="checkbox"/> \$ _____                      | <input checked="" type="checkbox"/> \$ <u>750,815.00</u> |
| Other (specify): <u>Marketing and Promotion</u> .....  | <input type="checkbox"/> \$ _____                      | <input checked="" type="checkbox"/> \$ <u>200,000.00</u> |
| .....  | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____                        |
| .....  | <input type="checkbox"/> \$ _____                      | <input type="checkbox"/> \$ _____                        |
| Column Totals .....  | <input type="checkbox"/> \$ <u>29,663.91</u>           | <input type="checkbox"/> \$ <u>1,021,151.09</u>          |
| Total Payments Listed (column totals added) .....  | <input type="checkbox"/> \$ <u>1,050,815.00</u>        |  |

**D. FEDERAL SIGNATURE**

The issuer has 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)<br>Moodlerooms, Inc.       | Signature<br> | Date<br>October 18, 2007 |
| Name of Signer (Print or Type)<br>Martin G. Knott | Title of Signer (Print or Type)<br>Chief Executive Officer  |                          |

**ATTENTION**

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


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 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)<br>Moodlerooms, Inc. | Signature<br> | Date<br>October 18, 2007 |
| Name (Print or Type)<br>Martin G. Knott     | Title (Print or Type)<br>Chief Executive Officer  |                          |

**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<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B-Item 1) |    | 3<br>Type of security and aggregate offering price offered in state (Part C-Item 1) | 4<br>Type of investor and amount purchased in State (Part C-Item 2) |        |                                    |        | 5<br>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         |  |    |   |   |        |                                    |        |   |    |
| DE         |  |    |   |   |        |                                    |        |   |    |
| DC         |  |    |   |   |        |                                    |        |   |    |
| FL         |  |    |   |   |        |                                    |        |   |    |
| GA         |  |    |   |   |        |                                    |        |   |    |
| HI         |  |    |   |   |        |                                    |        |   |    |
| ID         |  |    |   |   |        |                                    |        |   |    |
| IL         |  |    |   |   |        |                                    |        |   |    |
| IN         |  |    |   |   |        |                                    |        |   |    |
| IA         |  |    |   |   |        |                                    |        |   |    |
| KS         |  |    |   |   |        |                                    |        |   |    |
| KY         |  |    |   |   |        |                                    |        |   |    |
| LA         |  |    |   |   |        |                                    |        |   |    |
| ME         |  |    |   |   |        |                                    |        |   |    |
| MD         |  |    |   |   |        |                                    |        |   |    |
| MA         |  |    |   |   |        |                                    |        |   |    |
| MI         |  |    |   |   |        |                                    |        |   |    |
| MN         |  |    |   |   |        |                                    |        |   |    |
| MS         |  |    |   |   |        |                                    |        |   |    |

**APPENDIX**

| 1<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B-Item 1) |    | 3<br>Type of security and aggregate offering price offered in state (Part C-Item 1) | 4<br>Type of investor and amount purchased in State (Part C-Item 2) |        |                                    |        | 5<br>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 |
| 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         |  |    |   |   |        |                                    |        |   |    |



**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 Non-Accredited Investors | Amount | Yes                      | No   |
| WY    | <input type="checkbox"/>  | <input type="checkbox"/> |   |  |  |                                    |        | <input type="checkbox"/> | <input type="checkbox"/>   |
| PR    | <input type="checkbox"/>  | <input type="checkbox"/> |   |  |  |                                    |        | <input type="checkbox"/> | <input type="checkbox"/>   |

*END*

141 6007

U.S. Securities and Exchange Commission  
Washington, DC 20549

|   |
|---|
| OMB APPROVAL                                      |
| OMB Number: 3235-0076                             |
| Expires: February 28, 2009                        |
| Estimated average burden hours per response: 4.00 |

(See instructions beginning on page 5)

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

Item 1. Issuer's Identity

|   |  |   |
|---|--|---|
| Name of Issuer<br>Moodlerooms, Inc.   | Previous Name(s)<br><input checked="" type="checkbox"/> None | Entity Type (Select one)<br><input checked="" type="checkbox"/> Corporation |
| Jurisdiction of Incorporation/Organization<br>Delaware  |  | <input type="checkbox"/> Limited Partnership                                |
| Year of Incorporation/Organization (Select one)<br><input type="radio"/> Over Five Years Ago <input checked="" type="radio"/> Within Last Five Years (specify year) 2005 <input type="radio"/> Yet to Be Formed |  | <input type="checkbox"/> Limited Liability Company                          |
|   |  | <input type="checkbox"/> General Partnership                                |
|   |  | <input type="checkbox"/> Business Trust                                     |
|   |  | <input type="checkbox"/> Other (Specify)                                    |

(If more than one issuer is filing this notice, check this box  and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

|   |                                    |  |
|---|------------------------------------|--|
| Street Address 1<br>1101 E. 33rd Street | Street Address 2<br>Suite C 301    | <p><b>PROCESSED</b></p> <p>MAR 10 2009</p> <p><b>THOMSON REUTERS</b></p> |
| City<br>Baltimore                       | State/Province/Country<br>Maryland |  |
| ZIP/Postal Code<br>21218                | Phone No.<br>(443) 451-7220        |  |

Item 3. Related Persons

|  |                                    |   |
|--|------------------------------------|---|
| Last Name<br>Knott   | First Name<br>Martin               | Middle Name<br>G.   |
| Street Address 1<br>1101 E. 33rd Street  | Street Address 2<br>Suite C 301    | <p><b>SEC</b></p> <p><b>Mail Processing Section</b></p> <p>FEB 26 2009</p> <p>Washington, DC</p> <p>101</p> |
| City<br>Baltimore  | State/Province/Country<br>Maryland |   |
| Relationship(s):<br><input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | ZIP/Postal Code<br>21218           |   |
| Clarification of Response (if Necessary)   |                                    |   |

(Identify additional related persons by checking this box  and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

|  |  |   |
|--|--|---|
| <input type="radio"/> Agriculture  | <input type="radio"/> Business Services      | <input type="radio"/> Construction                |
| <input type="radio"/> Banking and Financial Services   | <input type="radio"/> Energy                 | <input type="radio"/> REITS & Finance             |
| <input type="radio"/> Commercial Banking   | <input type="radio"/> Electric Utilities     | <input type="radio"/> Residential                 |
| <input type="radio"/> Insurance  | <input type="radio"/> Energy Conservation    | <input type="radio"/> Other Real Estate           |
| <input type="radio"/> Investing  | <input type="radio"/> Coal Mining            | <input type="radio"/> Retailing                   |
| <input type="radio"/> Investment Banking   | <input type="radio"/> Environmental Services | <input type="radio"/> Restaurants                 |
| <input type="radio"/> Pooled Investment Fund   | <input type="radio"/> Oil & Gas              | <input type="radio"/> Technology                  |
| If selecting this industry group, also select one fund type below and answer the question below:   | <input type="radio"/> Other Energy           | <input type="radio"/> Computers                   |
| <input type="radio"/> Hedge Fund   | <input type="radio"/> Health Care            | <input type="radio"/> Telecommunications          |
| <input type="radio"/> Private Equity Fund  | <input type="radio"/> Biotechnology          | <input checked="" type="radio"/> Other Technology |
| <input type="radio"/> Venture Capital Fund   | <input type="radio"/> Health Insurance       | <input type="radio"/> Travel                      |
| <input type="radio"/> Other Investment Fund  | <input type="radio"/> Hospitals & Physicians | <input type="radio"/> Airlines & Airports         |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? <input type="radio"/> Yes <input type="radio"/> No | <input type="radio"/> Pharmaceuticals        | <input type="radio"/> Lodging & Conventions       |
| <input type="radio"/> Other Banking & Financial Services   | <input type="radio"/> Other Health Care      | <input type="radio"/> Tourism & Travel Services   |
|  | <input type="radio"/> Manufacturing          |   |
|  | <input type="radio"/> Real Estate            |   |
|  | <input type="radio"/> Commercial             |   |



Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)

Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)

- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

Item 7. Type of Filing

- New Notice
- OR**
- Amendment

Date of First Sale in this Offering:  OR  First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year?  Yes  No

Item 9. Type(s) of Securities Offered (Select all that apply)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (Describe)

See Item 9 Continuation Page

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 25,000.00

Item 12. Sales Compensation

Recipient: None; Recipient CRD Number: [ ]; (Associated) Broker or Dealer: [ ]; Street Address 1: [ ]; City: [ ]; States of Solicitation: [X] 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

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 500,000.00 OR [ ] Indefinite; (b) Total Amount Sold \$ 0.00; (c) Total Remaining to be Sold \$ 500,000.00 OR [ ] Indefinite; Clarification of Response (if Necessary) [ ]

Item 14. Investors

Check this box [ ] if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: [ ]; Enter the total number of investors who already have invested in the offering: 0

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 [ ] Estimate; Finders' Fees \$ 0 [ ] Estimate; Clarification of Response (if Necessary) [ ]

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)
Moodlerooms, Inc.

Name of Signer
Martin G. Knott

Signature
[Handwritten signature]

Title
Chief Executive Officer

Number of continuation pages attached: 2

Date
2/23/09

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 number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Hoffman, First Name: Stephen, Middle Name: A.  
Street Address 1: 1101 E. 33rd Street, Street Address 2: Suite C 301  
City: Baltimore, State/Province/Country: Maryland, ZIP/Postal Code: 21218  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Murdock, First Name: Thomas, Middle Name: J.  
Street Address 1: 1101 E. 33rd Street, Street Address 2: Suite C 301  
City: Baltimore, State/Province/Country: Maryland, ZIP/Postal Code: 21218  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Penney, First Name: Michael, Middle Name:  
Street Address 1: 1101 E. 33rd Street, Street Address 2: Suite C 301  
City: Baltimore, State/Province/Country: Maryland, ZIP/Postal Code: 21218  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Bonsal, First Name: Frank, Middle Name: A.  
Street Address 1: 1101 E. 33rd Street, Street Address 2: Suite C 301  
City: Baltimore, State/Province/Country: Maryland, ZIP/Postal Code: 21218  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 9 Continuation Page

Moodlerooms, Inc. is offering up to 20 units of its securities (the "Units"), each Unit comprised of one \$25,000 Unsecured Subordinated Convertible Promissory Note and stock purchase warrants to purchase 4,068 shares of Company Series A Preferred Stock exercisable at \$6.13 per share.

*END*

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D**

**Notice of Exempt Offering of Securities**

**OMB APPROVAL**

OMB Number: 3235-0076

Expires: June 30, 2012

Estimated average burden

hours per response: 4.00

**1. Issuer's Identity**

|  |                |  |  |
|--|----------------|--|--|
| CIK (Filer ID Number)  | Previous Names | <input checked="" type="checkbox"/> None | Entity Type  |
| <a href="#">0001416007</a>   |                |  | <input checked="" type="checkbox"/> Corporation    |
| Name of Issuer   |                |  | <input type="checkbox"/> Limited Partnership       |
| <a href="#">Moodlerooms Inc.</a>   |                |  | <input type="checkbox"/> Limited Liability Company |
| Jurisdiction of Incorporation/Organization   |                |  | <input type="checkbox"/> General Partnership       |
| <a href="#">DELAWARE</a>   |                |  | <input type="checkbox"/> Business Trust            |
| Year of Incorporation/Organization   |                |  | <input type="checkbox"/> Other (Specify)           |
| <input type="checkbox"/> Over Five Years Ago   |                |  |  |
| <input checked="" type="checkbox"/> Within Last Five Years (Specify Year) <a href="#">2005</a> |                |  |  |



Yet to Be Formed

---

## 2. Principal Place of Business and Contact Information

---

Name of Issuer

[Moodlerooms Inc.](#)

Street Address 1

[1101 E. 33rd Street](#)

Street Address 2

[Suite A306](#)

City

[Baltimore](#)

State/Province  
/Country

[MD](#)

ZIP/PostalCode

[21218](#)

Phone Number  
of Issuer

[\(443\)  
451-7220](#)

---

## 3. Related Persons

---

Last Name

[Knott](#)

First Name

[Martin](#)

Middle Name

[G.](#)

Street Address 1

[1101 E. 33rd Street](#)

Street Address 2

[Suite A306](#)

City

[Baltimore](#)

State/Province  
/Country

[MD](#)

ZIP/PostalCode

[21218](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name

[Hoffman](#)

First Name

[Stephen](#)

Middle Name

[A.](#)

Street Address 1

[1101 E. 33rd Street](#)

Street Address 2

[Suite A306](#)

City State/Province ZIP/PostalCode  
/Country

Baltimore MD 21218

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name

Murdock Thomas J.

Street Address 1 Street Address 2

1101 E. 33rd Street Suite A306

City State/Province ZIP/PostalCode  
/Country

Baltimore MD 21218

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name

Bonsal III Frank A.

Street Address 1 Street Address 2

1101 E. 33rd Street Suite A306

City State/Province ZIP/PostalCode  
/Country

Baltimore MD 21218

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

## 4. Industry Group

---

|   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture  | Health Care                                     | <input type="checkbox"/> Retailing                   |
| <input type="checkbox"/> Banking & Financial Services                                       | <input type="checkbox"/> Biotechnology          | <input type="checkbox"/> Restaurants                 |
| <input type="checkbox"/> Commercial Banking   | <input type="checkbox"/> Health Insurance       | Technology   |
| <input type="checkbox"/> Insurance  | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers                   |
| <input type="checkbox"/> Investing  | <input type="checkbox"/> Pharmaceuticals        | <input type="checkbox"/> Telecommunications          |
| <input type="checkbox"/> Investment Banking   | <input type="checkbox"/> Other Health Care      | <input checked="" type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund   | <input type="checkbox"/> Manufacturing          | Travel   |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Real Estate            | <input type="checkbox"/> Airlines & Airports         |
| <input type="checkbox"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial             | <input type="checkbox"/> Lodging & Conventions       |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction           | <input type="checkbox"/> Tourism & Travel Services   |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance        | <input type="checkbox"/> Other Travel                |
| Energy  | <input type="checkbox"/> Residential            | <input type="checkbox"/> Other                       |
| <input type="checkbox"/> Coal Mining  | <input type="checkbox"/> Other Real Estate      |  |
| <input type="checkbox"/> Electric Utilities   |   |  |

- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy

---

## 5. Issuer Size

---

| Revenue Range   | OR | Aggregate Net Asset Value Range                       |
|---|----|---|
| <input type="checkbox"/> No Revenues                          |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000                    |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input checked="" type="checkbox"/> \$1,000,001 - \$5,000,000 |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000           |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000         |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000                   |    | <input type="checkbox"/> Over \$100,000,000           |
| <input type="checkbox"/> Decline to Disclose                  |    | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                       |    | <input type="checkbox"/> Not Applicable               |

---

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

---

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input checked="" type="checkbox"/> Rule 504 (b)(1)(i)           | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |
|  | <input type="checkbox"/> Section 3(c)(1)                     |
|  | <input type="checkbox"/> Section 3(c)(9)                     |
|  | <input type="checkbox"/> Section 3(c)(2)                     |
|  | <input type="checkbox"/> Section 3(c)(10)                    |
|  | <input type="checkbox"/> Section 3(c)(3)                     |
|  | <input type="checkbox"/> Section 3(c)(11)                    |
|  | <input type="checkbox"/> Section 3(c)(4)                     |
|  | <input type="checkbox"/> Section 3(c)(12)                    |
|  | <input type="checkbox"/> Section 3(c)(5)                     |
|  | <input type="checkbox"/> Section 3(c)(13)                    |
|  | <input type="checkbox"/> Section 3(c)(6)                     |
|  | <input type="checkbox"/> Section 3(c)(14)                    |
|  | <input type="checkbox"/> Section 3(c)(7)                     |

---

## 7. Type of Filing

---

New Notice Date of First Sale [2009-12-31](#)  First Sale Yet to Occur  
 Amendment

---

## 8. Duration of Offering

---

Does the Issuer intend this offering to last more than one year?  Yes  No

---

**9. Type(s) of Securities Offered (select all that apply)**

---

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input checked="" type="checkbox"/> Debt   | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon  | <input checked="" type="checkbox"/> Other (describe)      |
| <input checked="" type="checkbox"/> Exercise of Option, Warrant or                             |   |
| <input type="checkbox"/> Other Right to Acquire Security                                       |   |

Purchasers of unsecured promissory notes are entitled to convert the notes into securities to be offered and sold to accredited investors, subject to satisfactory completion of investor due diligence and satisfaction of other terms of the equity offering.

---

**10. Business Combination Transaction**

---

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

Yes  No

Clarification of Response (if Necessary):

---

**11. Minimum Investment**

---

Minimum investment accepted from any outside investor \$25,000 USD

---

**12. Sales Compensation**

---

Recipient Recipient CRD Number  None  
 (Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None  
 Street Address 1 Street Address 2  
 City State/Province/Country ZIP/Postal Code  
 State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
 Check "All States" or check individual States

---

### 13. Offering and Sales Amounts

---

Total Offering Amount \$750,000 USD or  Indefinite  
 Total Amount Sold \$450,000 USD  
 Total Remaining to be Sold \$300,000 USD or  Indefinite

Clarification of Response (if Necessary):

---

### 14. Investors

---

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors

3

who already have invested in the offering:

---

## 15. Sales Commissions & Finder's Fees Expenses

---

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

---

## 16. Use of Proceeds

---

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

---

## Signature and Submission

---

**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

### Terms of Submission



In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer           | Signature       | Name of Signer  | Title                   | Date       |
|------------------|-----------------|-----------------|-------------------------|------------|
| Moodlerooms Inc. | Martin G. Knott | Martin G. Knott | Chief Executive Officer | 2010-02-09 |

*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 number.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D**

**Notice of Exempt Offering of Securities**

**OMB APPROVAL**

OMB Number: 3235-0076

Expires: June 30, 2012

Estimated average burden

hours per response: 4.00

**1. Issuer's Identity**

|  |                |  |  |
|--|----------------|--|--|
| CIK (Filer ID Number)  | Previous Names | <input checked="" type="checkbox"/> None | Entity Type  |
| <a href="#">0001416007</a>   |                |  | <input checked="" type="checkbox"/> Corporation    |
| Name of Issuer   |                |  | <input type="checkbox"/> Limited Partnership       |
| <a href="#">Moodlerooms Inc.</a>   |                |  | <input type="checkbox"/> Limited Liability Company |
| Jurisdiction of Incorporation/Organization   |                |  | <input type="checkbox"/> General Partnership       |
| <a href="#">DELAWARE</a>   |                |  | <input type="checkbox"/> Business Trust            |
| Year of Incorporation/Organization   |                |  | <input type="checkbox"/> Other (Specify)           |
| <input type="checkbox"/> Over Five Years Ago   |                |  |  |
| <input checked="" type="checkbox"/> Within Last Five Years (Specify Year) <a href="#">2005</a> |                |  |  |

Yet to Be Formed

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## 2. Principal Place of Business and Contact Information

---

Name of Issuer

[Moodlerooms Inc.](#)

Street Address 1

[190 West Ostend Street](#)

Street Address 2

[Suite 100](#)

City

[Baltimore](#)

State/Province  
/Country

[MARYLAND](#)

ZIP/PostalCode

[21230](#)

Phone Number  
of Issuer

[410-779-3400](#)

---

## 3. Related Persons

---

Last Name

[Knott](#)

First Name

[Martin](#)

Middle Name

[G.](#)

Street Address 1

[190 West Ostend  
Street](#)

Street Address 2

[Suite 110](#)

City

[Baltimore](#)

State/Province  
/Country

[MARYLAND](#)

ZIP/PostalCode

[21230](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name

[Savage](#)

First Name

[James](#)

Middle Name

Street Address 1

[1050 Winter Street](#)

Street Address 2

[Suite 2600](#)

City State/Province ZIP/PostalCode  
/Country  
Waltham MASSACHUSETTS 02451

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name  
Palmer Jason

Street Address 1 Street Address 2  
888 Seventh Avenue

City State/Province ZIP/PostalCode  
/Country  
New York NEW YORK 10106

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name  
Grovic Mark

Street Address 1 Street Address 2  
2518 Van Munching  
Hall

City State/Province ZIP/PostalCode  
/Country  
College Park MARYLAND 20742

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

|                        |  |  |
|------------------------|--|--|
| Last Name              | First Name                                 | Middle Name  |
| Murdock                | Thomas                                     | J.   |
| Street Address 1       | Street Address 2                           |  |
| 190 West Ostend Street | Suite 110                                  |  |
| City                   | State/Province /Country                    | ZIP/PostalCode   |
| Baltimore              | MARYLAND                                   | 21230  |
| Relationship:          | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary):

---

|                        |  |  |
|------------------------|--|--|
| Last Name              | First Name                                 | Middle Name  |
| Hoffman                | Stephen                                    | A.   |
| Street Address 1       | Street Address 2                           |  |
| 190 West Ostend Street | Suite 110                                  |  |
| City                   | State/Province /Country                    | ZIP/PostalCode   |
| Baltimore              | MARYLAND                                   | 21230  |
| Relationship:          | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary):

---

|                        |                  |             |
|------------------------|------------------|-------------|
| Last Name              | First Name       | Middle Name |
| Pugliese               | Louis            |             |
| Street Address 1       | Street Address 2 |             |
| 190 West Ostend Street | Suite 110        |             |

|           |                            |                |
|-----------|----------------------------|----------------|
| City      | State/Province<br>/Country | ZIP/PostalCode |
| Baltimore | MARYLAND                   | 21230          |

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

|                           |                            |                |
|---------------------------|----------------------------|----------------|
| Last Name                 | First Name                 | Middle Name    |
| Miceli                    | James                      |                |
| Street Address 1          | Street Address 2           |                |
| 190 West Ostend<br>Street | Suite 110                  |                |
| City                      | State/Province<br>/Country | ZIP/PostalCode |
| Baltimore                 | MARYLAND                   | 21230          |

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

|                           |                            |                |
|---------------------------|----------------------------|----------------|
| Last Name                 | First Name                 | Middle Name    |
| Leuba                     | Mark                       |                |
| Street Address 1          | Street Address 2           |                |
| 190 West Ostend<br>Street | Suite 110                  |                |
| City                      | State/Province<br>/Country | ZIP/PostalCode |
| Baltimore                 | MARYLAND                   | 21230          |

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

## 4. Industry Group

---

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture  | Health Care                                     | <input type="checkbox"/> Retailing                   |
| <input type="checkbox"/> Banking & Financial Services                                       | <input type="checkbox"/> Biotechnology          | <input type="checkbox"/> Restaurants                 |
| <input type="checkbox"/> Commercial Banking   | <input type="checkbox"/> Health Insurance       | Technology   |
| <input type="checkbox"/> Insurance  | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers                   |
| <input type="checkbox"/> Investing  | <input type="checkbox"/> Pharmaceuticals        | <input type="checkbox"/> Telecommunications          |
| <input type="checkbox"/> Investment Banking   | <input type="checkbox"/> Other Health Care      | <input checked="" type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund   | <input type="checkbox"/> Manufacturing          | Travel   |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate                                     | <input type="checkbox"/> Airlines & Airports         |
| <input type="checkbox"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial             | <input type="checkbox"/> Lodging & Conventions       |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction           | <input type="checkbox"/> Tourism & Travel Services   |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance        | <input type="checkbox"/> Other Travel                |
| Energy  | <input type="checkbox"/> Residential            | <input type="checkbox"/> Other                       |
| <input type="checkbox"/> Coal Mining  | <input type="checkbox"/> Other Real Estate      |  |



- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy

---

## 5. Issuer Size

---

| Revenue Range   | OR | Aggregate Net Asset Value Range                       |
|---|----|---|
| <input type="checkbox"/> No Revenues                          |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000                    |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input checked="" type="checkbox"/> \$1,000,001 - \$5,000,000 |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000           |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000         |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000                   |    | <input type="checkbox"/> Over \$100,000,000           |
| <input type="checkbox"/> Decline to Disclose                  |    | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                       |    | <input type="checkbox"/> Not Applicable               |

---

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that

apply)

---

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input checked="" type="checkbox"/> Rule 504 (b)(1)(i)           | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |
|  | <input type="checkbox"/> Section 3(c)(1)                     |
|  | <input type="checkbox"/> Section 3(c)(9)                     |
|  | <input type="checkbox"/> Section 3(c)(2)                     |
|  | <input type="checkbox"/> Section 3(c)(10)                    |
|  | <input type="checkbox"/> Section 3(c)(3)                     |
|  | <input type="checkbox"/> Section 3(c)(11)                    |
|  | <input type="checkbox"/> Section 3(c)(4)                     |
|  | <input type="checkbox"/> Section 3(c)(12)                    |
|  | <input type="checkbox"/> Section 3(c)(5)                     |
|  | <input type="checkbox"/> Section 3(c)(13)                    |
|  | <input type="checkbox"/> Section 3(c)(6)                     |
|  | <input type="checkbox"/> Section 3(c)(14)                    |
|  | <input type="checkbox"/> Section 3(c)(7)                     |

---

## 7. Type of Filing

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- New Notice Date of First Sale [2010-06-14](#)  First Sale Yet to Occur  
 Amendment

---

## 8. Duration of Offering

---

Does the Issuer intend this offering to last more than one year?  Yes  No

---

### 9. Type(s) of Securities Offered (select all that apply)

---

|  |   |
|--|---|
| <input checked="" type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)                 |

---

### 10. Business Combination Transaction

---

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

---

### 11. Minimum Investment

---

Minimum investment accepted from any outside investor \$6,130 USD

---

### 12. Sales Compensation

---

|                               |  |  |
|-------------------------------|--|--|
| Recipient                     | Recipient CRD Number                     | <input checked="" type="checkbox"/> None |
| (Associated) Broker or Dealer | (Associated) Broker or Dealer CRD Number | <input checked="" type="checkbox"/> None |

Street Address 1                      Street Address 2  
City                                      State/Province/Country              ZIP/Postal Code

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States

All States     Foreign/non-US

---

### 13. Offering and Sales Amounts

---

Total Offering Amount      \$7,150,000 USD or  Indefinite  
Total Amount Sold            \$7,150,000 USD  
Total Remaining to be Sold      \$0 USD or  Indefinite

Clarification of Response (if Necessary):

---

### 14. Investors

---

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

---

### 15. Sales Commissions & Finder's Fees Expenses

---

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide

an estimate and check the box next to the amount.

Sales Commissions \$0 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

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## 16. Use of Proceeds

---

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

---

## Signature and Submission

---

**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*

- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer | Signature | Name of Signer | Title | Date |
|--------|-----------|----------------|-------|------|
|--------|-----------|----------------|-------|------|

| Issuer           | Signature       | Name of Signer  | Title                   | Date       |
|------------------|-----------------|-----------------|-------------------------|------------|
| Moodlerooms Inc. | Martin G. Knott | Martin G. Knott | Chief Executive Officer | 2010-06-29 |

*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 number.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

---

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete. The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D**

**Notice of Exempt Offering of Securities**

**OMB APPROVAL**

OMB Number: 3235-0076  
 Expires: June 30, 2012  
 Estimated average burden hours per response: 4.00

**1. Issuer's Identity**

|  |   |  |
|--|---|--|
| CIK (Filer ID Number)  | Previous Names <input checked="" type="checkbox"/> None | Entity Type  |
| <a href="#">0001416007</a>                                     |   | <input checked="" type="checkbox"/> Corporation    |
| Name of Issuer   |   | <input type="checkbox"/> Limited Partnership       |
| <a href="#">Moodlerooms Inc.</a>                               |   | <input type="checkbox"/> Limited Liability Company |
| Jurisdiction of Incorporation/Organization                     |   | <input type="checkbox"/> General Partnership       |
| <a href="#">DELAWARE</a>                                       |   | <input type="checkbox"/> Business Trust            |
| Year of Incorporation/Organization                             |   | <input type="checkbox"/> Other (Specify)           |
| <input checked="" type="checkbox"/> Over Five Years Ago        |   |  |
| <input type="checkbox"/> Within Last Five Years (Specify Year) |   |  |



Yet to Be Formed

---

## 2. Principal Place of Business and Contact Information

---

Name of Issuer

[Moodlerooms Inc.](#)

Street Address 1

[190 West Ostend Street](#)

Street Address 2

[Suite 110](#)

City

[Baltimore](#)

State/Province  
/Country

[MARYLAND](#)

ZIP/PostalCode

[21230](#)

Phone Number  
of Issuer

[410-779-3400](#)

---

## 3. Related Persons

---

Last Name

[Knott](#)

First Name

[Martin](#)

Middle Name

[G.](#)

Street Address 1

[190 West Ostend  
Street](#)

Street Address 2

[Suite 110](#)

City

[Baltimore](#)

State/Province  
/Country

[MARYLAND](#)

ZIP/PostalCode

[21230](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name

[Savage](#)

First Name

[James](#)

Middle Name

Street Address 1

[1050 Winter Street](#)

Street Address 2

[Suite 2600](#)

City State/Province ZIP/PostalCode  
/Country  
Waltham MASSACHUSETTS 02451

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name

Palmer Jason

Street Address 1 Street Address 2

888 Seventh Avenue

City State/Province ZIP/PostalCode  
/Country

New York NEW YORK 10106

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name

Grovic Mark

Street Address 1 Street Address 2

2518 Van Munching  
Hall

City State/Province ZIP/PostalCode  
/Country

College Park MARYLAND 20742

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

|                        |   |  |
|------------------------|---|--|
| Last Name              | First Name  | Middle Name  |
| Murdock                | Thomas  | J.   |
| Street Address 1       | Street Address 2                                      |  |
| 190 West Ostend Street | Suite 110   |  |
| City                   | State/Province /Country                               | ZIP/PostalCode   |
| Baltimore              | MARYLAND  | 21230  |
| Relationship:          | <input checked="" type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary):

---

|                        |   |  |
|------------------------|---|--|
| Last Name              | First Name  | Middle Name  |
| Pugliese               | Louis   |  |
| Street Address 1       | Street Address 2                                      |  |
| 190 West Ostend Street | Suite 110   |  |
| City                   | State/Province /Country                               | ZIP/PostalCode   |
| Baltimore              | MARYLAND  | 21230  |
| Relationship:          | <input checked="" type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary):

---

|                        |                  |             |
|------------------------|------------------|-------------|
| Last Name              | First Name       | Middle Name |
| Wyatt                  | Christine        |             |
| Street Address 1       | Street Address 2 |             |
| 190 West Ostend Street | Suite 110        |             |

City State/Province ZIP/PostalCode  
/Country  
Baltimore MARYLAND 21230

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name  
McAvoy Joseph

Street Address 1 Street Address 2  
190 West Ostend Suite 110  
Street

City State/Province ZIP/PostalCode  
/Country  
Baltimore MARYLAND 21230

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

#### 4. Industry Group

---

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture                  | Health Care                                     | <input type="checkbox"/> Retailing                   |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology          | <input type="checkbox"/> Restaurants                 |
| <input type="checkbox"/> Commercial Banking           | <input type="checkbox"/> Health Insurance       | Technology   |
| <input type="checkbox"/> Insurance                    | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers                   |
| <input type="checkbox"/> Investing                    | <input type="checkbox"/> Pharmaceuticals        | <input type="checkbox"/> Telecommunications          |
|   |   | <input checked="" type="checkbox"/> Other Technology |
|   |   | Travel   |

Investment  
Banking

Pooled  
Investment  
Fund

Is the issuer  
registered as  
an investment  
company under  
the Investment  
Company  
Act of 1940?

Yes  No

Other Banking  
& Financial  
Services

Business Services

Energy

Coal Mining

Electric  
Utilities

Energy  
Conservation

Environmental  
Services

Oil & Gas

Other Energy

Other Health  
Care

Manufacturing  
Real Estate

Commercial

Construction

REITS &  
Finance

Residential

Other Real  
Estate

Airlines & Airports

Lodging &  
Conventions

Tourism & Travel  
Services

Other Travel

Other

---

## 5. Issuer Size

---

| Revenue Range   | OR | Aggregate Net Asset Value Range                       |
|---|----|---|
| <input type="checkbox"/> No Revenues                    |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000              |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000      |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000     |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000   |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000             |    | <input type="checkbox"/> Over \$100,000,000           |
| <input checked="" type="checkbox"/> Decline to Disclose |    | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                 |    | <input type="checkbox"/> Not Applicable               |

---

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

---

|  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |
|  | <input type="checkbox"/> Section 3(c)(1)                     |
|  | <input type="checkbox"/> Section 3(c)(9)                     |
|  | <input type="checkbox"/> Section 3(c)(2)                     |
|  | <input type="checkbox"/> Section 3(c)(10)                    |

- |  |   |
|--|---|
| <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Section 3(c)(7) |   |

---

### 7. Type of Filing

---

- New Notice Date of First Sale [2011-05-11](#)
 First Sale Yet to Occur  
 Amendment

---

### 8. Duration of Offering

---

Does the Issuer intend this offering to last more than one year?  Yes  No

---

### 9. Type(s) of Securities Offered (select all that apply)

---

- |  |   |
|--|---|
| <input type="checkbox"/> Equity  | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input checked="" type="checkbox"/> Debt   | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe)      |

Unsecured promissory notes  
convertible into Company equity.

---

## 10. Business Combination Transaction

---

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

Yes  No

Clarification of Response (if Necessary):

---

## 11. Minimum Investment

---

Minimum investment accepted from any outside investor \$0 USD

---

## 12. Sales Compensation

---

Recipient Recipient CRD Number  None

(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States

All States

Foreign/non-US



---

**13. Offering and Sales Amounts**

---

Total Offering Amount      \$1,500,000 USD or  Indefinite

Total Amount Sold              \$425,000 USD

Total Remaining to be Sold \$1,075,000 USD or  Indefinite

Clarification of Response (if Necessary):

---

**14. Investors**

---

Select if securities in the offering have been or may be  
 sold to persons who do not qualify as accredited  
investors, and enter the number of such non-accredited  
investors who already have invested in the offering.

Regardless of whether securities in the offering have  
been or may be sold to persons who do not qualify as  
accredited investors, enter the total number of investors  
who already have invested in the offering:

---

**15. Sales Commissions & Finder's Fees Expenses**

---

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

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**16. Use of Proceeds**

---

Provide the amount of the gross proceeds of the offering that has been or

is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

---

### **Signature and Submission**

---

**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

### **Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of

securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer           | Signature       | Name of Signer  | Title                                | Date       |
|------------------|-----------------|-----------------|--------------------------------------|------------|
| Moodlerooms Inc. | Martin G. Knott | Martin G. Knott | Vice President and Managing Director | 2011-05-26 |

*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 number.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them

to do so under NSMIA's preservation of their anti-fraud authority.

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The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.  
The reader should not assume that the information is accurate and complete.

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

**OMB  
APPROVAL**

OMB Number: 3235-0076  
Expires: June 30, 2012  
Estimated average burden hours per response: 4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

|  |   |  |
|--|---|--|
| CIK (Filer ID Number)  | Previous Names <input checked="" type="checkbox"/> None | Entity Type  |
| <a href="#">0001416007</a>                                     |   | <input checked="" type="checkbox"/> Corporation    |
| Name of Issuer   |   | <input type="checkbox"/> Limited Partnership       |
| <a href="#">Moodlerooms Inc.</a>                               |   | <input type="checkbox"/> Limited Liability Company |
| Jurisdiction of Incorporation/Organization                     |   | <input type="checkbox"/> General Partnership       |
| <a href="#">DELAWARE</a>                                       |   | <input type="checkbox"/> Business Trust            |
| Year of Incorporation/Organization                             |   | <input type="checkbox"/> Other (Specify)           |
| <input checked="" type="checkbox"/> Over Five Years Ago        |   |  |
| <input type="checkbox"/> Within Last Five Years (Specify Year) |   |  |
| <input type="checkbox"/> Yet to Be Formed                      |   |  |

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## 2. Principal Place of Business and Contact Information

---

Name of Issuer

Moodlerooms Inc.

Street Address 1

190 West Ostend Street

Street Address 2

Suite 110

City

Baltimore

State/Province  
/Country

MARYLAND

ZIP/PostalCode

21230

Phone Number  
of Issuer

4107793400

---

## 3. Related Persons

---

Last Name

Knott

First Name

Martin

Middle Name

G.

Street Address 1

190 West Ostend  
Street

Street Address 2

Suite 110

City

Baltimore

State/Province  
/Country

MARYLAND

ZIP/PostalCode

21230

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name

Savage

First Name

James

Middle Name

Street Address 1

1050 Winter Street

Street Address 2

Suite 2600

City

Waltham

State/Province  
/Country

MASSACHUSETTS

ZIP/PostalCode

02451

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

|                    |  |  |
|--------------------|--|--|
| Last Name          | First Name                                 | Middle Name  |
| Palmer             | Jason                                      |  |
| Street Address 1   | Street Address 2                           |  |
| 888 Seventh Avenue |  |  |
| City               | State/Province<br>/Country                 | ZIP/PostalCode   |
| New York           | NEW YORK                                   | 10106  |
| Relationship:      | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary):

---

|                           |  |  |
|---------------------------|--|--|
| Last Name                 | First Name                                 | Middle Name  |
| Grovic                    | Mark                                       |  |
| Street Address 1          | Street Address 2                           |  |
| 2518 Van Munching<br>Hall |  |  |
| City                      | State/Province<br>/Country                 | ZIP/PostalCode   |
| College Park              | MARYLAND                                   | 20742  |
| Relationship:             | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary):

---

|                           |                  |             |
|---------------------------|------------------|-------------|
| Last Name                 | First Name       | Middle Name |
| Murdock                   | Thomas           | J.          |
| Street Address 1          | Street Address 2 |             |
| 190 West Ostend<br>Street | Suite 110        |             |

City State/Province ZIP/PostalCode  
/Country  
Baltimore MARYLAND 21230  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name  
Pugliese Louis  
Street Address 1 Street Address 2  
190 West Ostend Suite 110  
Street  
City State/Province ZIP/PostalCode  
/Country  
Baltimore MARYLAND 21230  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name  
Wyatt Christine  
Street Address 1 Street Address 2  
190 West Ostend Suite 110  
Street  
City State/Province ZIP/PostalCode  
/Country  
Baltimore MARYLAND 21230  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---



|                        |   |   |
|------------------------|---|---|
| Last Name              | First Name  | Middle Name   |
| McAvoy                 | Joseph  |   |
| Street Address 1       | Street Address 2                                      |   |
| 190 West Ostend Street | Suite 110   |   |
| City                   | State/Province /Country                               | ZIP/PostalCode  |
| Baltimore              | MARYLAND  | 21230   |
| Relationship:          | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary):

---

|                        |  |  |
|------------------------|--|--|
| Last Name              | First Name                                 | Middle Name  |
| Gonick                 | Lev  |  |
| Street Address 1       | Street Address 2                           |  |
| 190 West Ostend Street | Suite 110                                  |  |
| City                   | State/Province /Country                    | ZIP/PostalCode   |
| Baltimore              | MARYLAND                                   | 21230  |
| Relationship:          | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter |

Clarification of Response (if Necessary):

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#### 4. Industry Group

---

|   |   |                                      |
|---|---|--------------------------------------|
| <input type="checkbox"/> Agriculture                  | Health Care                               | <input type="checkbox"/> Retailing   |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology    | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking           | <input type="checkbox"/> Health Insurance | Technology                           |
|   |   | <input type="checkbox"/> Computers   |

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Insurance  | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Telecommunications          |
| <input type="checkbox"/> Investing  | <input type="checkbox"/> Pharmaceuticals        | <input checked="" type="checkbox"/> Other Technology |
| <input type="checkbox"/> Investment Banking   | <input type="checkbox"/> Other Health Care      | Travel   |
| <input type="checkbox"/> Pooled Investment Fund   | <input type="checkbox"/> Manufacturing          | <input type="checkbox"/> Airlines & Airports         |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate                                     | <input type="checkbox"/> Lodging & Conventions       |
| <input type="checkbox"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial             | <input type="checkbox"/> Tourism & Travel Services   |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction           | <input type="checkbox"/> Other Travel                |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance        | <input type="checkbox"/> Other                       |
| Energy  | <input type="checkbox"/> Residential            |  |
| <input type="checkbox"/> Coal Mining  | <input type="checkbox"/> Other Real Estate      |  |
| <input type="checkbox"/> Electric Utilities   |   |  |
| <input type="checkbox"/> Energy Conservation  |   |  |
| <input type="checkbox"/> Environmental Services   |   |  |
| <input type="checkbox"/> Oil & Gas  |   |  |
| <input type="checkbox"/> Other Energy   |   |  |

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## 5. Issuer Size

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| Revenue Range   | OR | Aggregate Net Asset Value Range                       |
|---|----|---|
| <input type="checkbox"/> No Revenues                    |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000              |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000      |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000     |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000   |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000             |    | <input type="checkbox"/> Over \$100,000,000           |
| <input checked="" type="checkbox"/> Decline to Disclose |    | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable                 |    | <input type="checkbox"/> Not Applicable               |

---

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

---

|  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |
|  | <input type="checkbox"/> Section 3(c)(1)                     |
|  | <input type="checkbox"/> Section 3(c)(9)                     |
|  | <input type="checkbox"/> Section 3(c)(2)                     |
|  | <input type="checkbox"/> Section 3(c)(10)                    |
|  | <input type="checkbox"/> Section 3(c)(3)                     |
|  | <input type="checkbox"/> Section 3(c)(11)                    |

|  |   |
|--|---|
| <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Section 3(c)(7) |   |

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### 7. Type of Filing

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New Notice Date of First Sale [2011-06-07](#)  First Sale Yet to Occur  
 Amendment

---

### 8. Duration of Offering

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Does the Issuer intend this offering to last more than one year?  Yes  No

---

### 9. Type(s) of Securities Offered (select all that apply)

---

|  |   |
|--|---|
| <input checked="" type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                       | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)                 |

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### 10. Business Combination Transaction

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Is this offering being made in connection with a business combination transaction, such as a  Yes  No

merger, acquisition or exchange offer?

Clarification of Response (if Necessary):

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### 11. Minimum Investment

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Minimum investment accepted from any outside investor \$0 USD

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### 12. Sales Compensation

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|   |  |  |  |
|---|--|--|--|
| Recipient   |  | Recipient CRD Number                     | <input checked="" type="checkbox"/> None |
| (Associated) Broker or Dealer   | <input checked="" type="checkbox"/> None | (Associated) Broker or Dealer CRD Number | <input checked="" type="checkbox"/> None |
| Street Address 1  |  | Street Address 2                         |  |
| City  |  | State/Province/Country                   | ZIP/Postal Code                          |
| State(s) of Solicitation (select all that apply)<br>Check "All States" or check individual States | <input type="checkbox"/> All States      | <input type="checkbox"/> Foreign/non-US  |  |

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### 13. Offering and Sales Amounts

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|                            |                 |    |                                     |
|----------------------------|-----------------|----|-------------------------------------|
| Total Offering Amount      | \$3,394,001 USD | or | <input type="checkbox"/> Indefinite |
| Total Amount Sold          | \$2,991,238 USD |    |                                     |
| Total Remaining to be Sold | \$402,763 USD   | or | <input type="checkbox"/> Indefinite |

Clarification of Response (if Necessary):

---

**14. Investors**

---

Select if securities in the offering have been or may be sold  to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

---

**15. Sales Commissions & Finder's Fees Expenses**

---

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

---

**16. Use of Proceeds**

---

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

---

**Signature and Submission**

---

**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

### **Terms of Submission**

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- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer           | Signature       | Name of Signer  | Title                                | Date       |
|------------------|-----------------|-----------------|--------------------------------------|------------|
| Moodlerooms Inc. | Martin G. Knott | Martin G. Knott | Vice President and Managing Director | 2011-06-22 |

*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 number.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.