

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 20, 2006

MEDIAVEST, INC.
(Exact name of registrant as specified in its charter)

New Jersey (State or Other Jurisdiction of Incorporation)	00-10039 (Commission File Number)	22-2267658 (I.R.S. Employer Identification No.)
---	--------------------------------------	---

2121 Avenue of the Stars, Suite 1650
Los Angeles, CA 90067

(Address of principal executive
offices including zip code)

(310) 601-2500

(Registrant's telephone number,
including area code)

N.A.

(Former name or former address, if changed since last report)

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On March 20, 2006, the registrant executed a loan agreement with Trinad Capital Master Fund, Ltd. ("Trinad") whereby Trinad agreed to loan the Company up to a principal amount of \$100,000 (the "Loan"), at any time and from time to time, prior to the registrant's consummation of a Next Financing (as defined below). Trinad shall make advances to the registrant in such amounts as the registrant shall request from time to time. The Loan bears interest at the rate of 10% per annum. The entire outstanding principal amount of the Loan and any accrued interest thereon shall be due and payable by the registrant upon, and not prior to, the consummation of a sale of securities (other than a sale of shares of the registrant's common stock, \$0.01 par value per share, to officers, directors or employees of, or consultants to, the registrant in connection with their provision of services to the registrant), to a third party or parties with proceeds to the registrant of not less than \$200,000 (a "Next Financing").

ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT.

The information contained in Item 1.01 of this Current Report on Form 8-K is

incorporated by reference herein and made a part hereof.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

EXHIBIT NUMBER	DESCRIPTION
10.1	Loan Agreement with Trinad Capital Master Fund, Ltd., dated March 20, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDIAVEST, INC.
(Registrant)

Dated: March 21, 2006

By: /s/ Robert Ellin

Robert Ellin
Chairman, Chief Executive Officer
and President

TRINAD CAPITAL MASTER FUND LTD
2121 AVENUE OF THE STARS, SUITE 1650
LOS ANGELES, CA 90067

March 20, 2006

Jay Wolf
Chief Financial Officer
MediaVest, Inc
2121 Avenue of the Stars, Suite 1650
Los Angeles, CA 90067

Dear Mr. Wolf:

Trinad Capital Master Fund, Ltd ("Trinad") hereby agrees to loan MediaVest, Inc. (the "Company") up to a principal amount of \$100,000 (the "Loan") at any time and from time to time prior to the Company's consummation of a Next Financing (as hereinafter defined). Trinad shall make advances to the Company in such amounts as the Company shall request from time to time. The Loan shall bear interest at 10% (ten percent) per annum. The entire outstanding principal amount of the Loan and any accrued interest thereon shall be due and payable by the Company upon, and not prior to, the consummation of a sale of securities (other than a sale of shares of the Company's Common Stock, \$0.01 par value per share (the "Common Stock"), to officers, directors or employees of, or consultants to, the Company in connection with their provision of services to the Company), to a third party or parties with proceeds to the Company of not less than \$200,000 (a "Next Financing").

Please acknowledge the Company's acceptance of the terms of this letter agreement by signing where indicated below.

Sincerely,

Trinad Capital Master Fund, Ltd

By: /s/ Robert Ellin

Name: Robert Ellin

Title: Director

Acknowledged and agreed to:

MediaVest, Inc.

By: /s/ Jay Wolf

Name: Jay Wolf

Title: Chief Financial Officer