## FORM D

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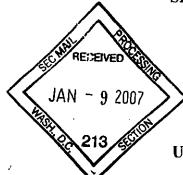
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

	OMB	APPRO	VAL
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OMB Number: 3235-0076

May 31, 2005 Expires:

Estimated average burden hours per form......16.00



### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR**



UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering ( check if this is an amen Mediavest, Inc. \$530,000 Private Placement	dment and name has changed, and indicate change.) of Units (consisting of common stock and warrants					
	<del>_</del>	tion 4(6) ULOPROCESSED				
•	A. BASIC IDENTIFICATION DATA	JAN 1 6 2007				
1. Enter the information requested about the is	suer					
Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)  THOMSO FINANCY						
Address of Executive Offices 2121 Avenue of the Stars, Suite 1650, Los A		Telephone Number (Including Area Code) (310) 601-2500				
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.)  Mediavest, Inc.  Address of Executive Offices (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)						
	nanagement services					
□ corporation		other (please specify):				
	Organization:	9 8 ⊠ Actual ☐ Estimated				
Jurisdiction of Incorporation or Organization:	CN for Canada; FN for other foreign jurisdiction					

### 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

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.

		****		<del></del> -	
, <u>, , , , , , , , , , , , , , , , , , </u>			IFICATION DATA	····	<u>:</u>
2. Enter the information re	quested for the follo	wing:			
Each beneficial ow issuer:	ner having the powe		ct the vote or disposition of,		
<ul> <li>Each executive offi</li> <li>Each general and m</li> </ul>	cer and director of containing the containing partner of p	orporate issuers and of corporation	orate general and managing p	artners of partnership	issuers; and
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Trinad Capital Master Fun					·
Business or Residence Addre 2121 Avenue of the Stars, S					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☑ Director	General and/or Managing Partner
Full Name (Last name first, i David Chazen					
Business or Residence Addre 2121 Avenue of the Stars, S	ess (Number and Stroute 1650, Los Ang	eet, City, State, Zip Code) eles, CA 90067			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i Robert S. Ellin	f individual)		· · · · · · · · · · · · · · · · · · ·		
Business or Residence Addre 2121 Avenue of the Stars, S				· · ·	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		□ Director	General and/or Managing Partner
Full Name (Last name first, Jay A. Wolf	findividual)				
Business or Residence Addre 2121 Avenue of the Stars, S	ess (Number and Str Suite 1650, Los Ang	eet, City, State, Zip Code) eles, CA 90067			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, Barry Regenstein	if individual)				
Business or Residence Addr 2121 Avenue of the Stars, S	ess (Number and Str Suite 1650, Los Ang	eet, City, State, Zip Code) eles, CA 90067		<b>**</b> *** ·	
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, David E. Smith	if individual)				
Business or Residence Addr 2121 Avenue of the Stars, S				· · · · · ·	1000 J
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,					·
Business or Residence Addr	ess (Number and Str	eet, City, State, Zip Code)			

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

r					* <b>B.</b> I	NFORMA	ΓΙΟΝ ΑΒΟΙ	T OFFERI	NG ·	e e e e e e e e e e e e e e e e e e e			
1.	Has the												Yes No □ ⊠
			•		Answer also	in Append	lix, Column 2	2, if filing und	der ULOE.				
2.													no minimum Yes No
3.	Does the	e offering pe	ermit joint	ownership o	f a single ur	it?		,				,	⊠ □
4.	similar to be lis list the r or deale	remuneration ted is an ass name of the r, you may	on for solociated per broker or set forth the	icitation of crson or ag dealer. If c informatio	purchasers ent of a b	in connection in in connection in connection in the connection in	ction with s ealer registe persons to b	d or given, disales of secured with the listed are	urities in the SEC and/o	ne offering or with a	. If a p state or :	erson states,	
	l Name (L gis Capita	ast name final Corp.	rst, if indiv	idual)									
Bus 810	iness or I Seventh	Residence A Avenue, 11	ddress (Nu l <sup>th</sup> Floor, N	mber and Silew York, N	treet, City, S NY 10019	tate, Zip Co	ode)		·				
Nar	ne of Ass	ociated Bro	ker or Deal	ler			<u>.</u>		<u></u>		··	<del>-</del>	
Stat	tes in Wh	ich Person I	isted Has	Solicited or	Intends to S	olicit Purch	asers		<del></del> -		<del></del>		
	(AL) [IL]X [MT]	[AK] [IN] [NE]	[AZ] [lA] [NV]	[AR] [KS] [NH]	[CA]X [KY] [NJ]X	[CO]X [LA] [NM] [UT]	[CT]X [ME] [NY]X [VT]	[DE] [MD]X [NC] [VA]	[DC]X [MA] [ND] [WA]	[FL]X [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	All States [ID] [MO] [PA]X [PR]
Full	[RI] I Name (I	[SC]  Last name fi	[SD]	[TN] idual)	[TX]X	[01]	[[1]	[VA]	[WA]		[ ,,,1]		(***)
	·			·				•					
Bus	siness or I	Residence A	ddress (Nu	imber and S	treet, City, S	State, Zip Co	ode)						
Nar	ne of Ass	ociated Bro	ker or Dea	ler								-	···
Stat	tes in Wh	ich Person I	isted Has	Solicited or	Intends to S	olicit Purch	asers				· <del></del> -		
	(Check [AL] [IL] [MT] [RI]	"All States" [AK] [IN] [NE] [SC]	or check i [AZ] [IA] [NV] [SD]	ndividual St [AR] [KS] [NH] [TN]	tates) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	
Ful	l Name (l	Last name fi	rst, if indiv	ridual)				····	<del></del>		<u></u>		
Bus	siness or	Residence A	ddress (Nu	ımber and S	street, City, S	State, Zip C	ode)		<u>_</u>	· · ·			<del></del>
Naı	me of Ass	sociated Bro	ker or Dea	ler						· · · · · · · · · · · · · · · · · · ·	· <u>-</u>		
Sta	tes in Wh	ich Person	Listed Has	Solicited or	Intends to S	Solicit Purch	nasers				. <u> </u>		<del></del>
	(Check [AL] [IL] [MT]	"All States' [AK] [IN] [NE]	or check in [AZ] [IA] [NV]	individual S [AR] [KS] [NH]	tates) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	All States [1D] [MO] [PA] [PR]

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

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Price	Amount Already Sold	
	Debt	\$	_ \$	_
	Equity	\$	<u> </u>	_
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	\$ <u> </u>	\$	_
	Partnership Interests	\$	_ \$	_
	Other (Specify) Units, consisting of common stock and warrants to purchase common stock	\$ 10,000,000	\$ 6,730,000	<i>:</i>
	Total	\$_10,000,000	\$ 6,730,000	_
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
	•	Number Investors	Aggregate Dollar Amount of Purchases	
	Accredited Investors	46	\$ 6,730,000	
	Non-accredited Investors	<u></u>	<u> </u>	
	Total (for filings under Rule 504 only)		<u> </u>	
	•	<del></del>		_
	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 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 N/A	Type of Security	Dollar Amount Sold	
	Rule 505		\$	
	Regulation A		\$	
	Rule 504		\$	
	Total		\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		ė	
	Transfer Agent's Fees		\$2,500	
	Printing and Engraving Costs		\$	_
	Legal Fees	⊠	\$ 35,000	
	Accounting Fees		\$	
	Engineering Fees	. $\square$	\$	_
	Sales Commissions (specify finders' fees separately)		\$	
	Other Expenses (identify)		\$	_
	Total	. 🛛	\$37,500	_
	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."		\$6,692,500	

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

SEC 1972 (7/00)

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

of the purposes shown. If the amount for any	s proceeds to the issuer used or proposed to be used to purpose is not known, furnish an estimate and check yments listed must equal the adjusted gross proceed 4.b above.	the box		
			Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		. 🗆 :	\$	. 🗆 \$
Purchase of real estate		. 🗆	\$	. 🗆 \$
Purchase, rental or leasing and installation	of machinery and equipment		\$	. 🗆 \$
Construction or leasing of plant buildings a	nd facilities	. 🗆	\$	. 🗆 \$
	the value of securities involved in this offering that securities of another issuer pursuant to a merger)	· 	\$	_ D \$
Repayment of indebtedness			\$	□ \$
• •			\$	<b>⊠</b> \$ 6,692,500
• •			\$	_ 🗆 \$
Column Totals	d)	. 🗆	\$ \$ \( \sigma \) \$_	□ \$ □ \$
	D. FEDERAL SIGNATURE			
following signature constitutes an undertaking	signed by the undersigned duly authorized personal by the issuer to furnish to the U.S. Securities assuer to any non-accredited investor pursuant to para-	and Excl	hange Commissio	under Rule 505, the on, upon written re-
Issuer (Print or Type) Mediavest, Inc.	Signature	Date 01/03/07		
Name of Signer (Print or Type) Jay Wolf	Title of Signer (Print or Type) CFO			
		•		
•				
	ATTENTION		-	
Intentional misstatements or omiss	ions of fact constitute federal crimin	al violat	ions. (See 18	U.S.C. 1001.)
				,

·				<del></del>
	E. STATE	SIGNATURE		. •
Is any party described in 17 CFR 230.2 of such rule?	52 presently subject to any of the	disqualification provision	ns	Yes No
	See Appendix, Colu	nn 5, for state response.		
The undersigned issuer hereby undertal 239.500) at such times as required by states.	tes to furnish to any state admin ate law.	istrator of any state in w	hich this notice is filed,	a notice on Form D (17 CFR
3. The undersigned issuer hereby undertak	es to furnish to the state administ	rators, upon written reque	est, information furnished	d by the issuer to offerees.
4. The undersigned issuer represents that Exemption (ULOE) of the state in which establishing that these conditions have	h this notice is filed and underst	onditions that must be sa ands that the issuer claim	atisfied to be entitled to ing the availability of thi	the Uniform limited Offering s exemption has the burden of
The issuer has read this notification and knauthorized person.	nows the contents to be true and	has duly caused this not	ice to be signed on its b	ehalf by the undersigned duly
Issuer (Print or Type) Mediavest, Inc.	Signature	~	Date 01/03/07	•
Name of Signer (Print or Type) Jay Wolf	Title (Print or Type) CFO			

## Instruction:

Jay Wolf

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	Intend to non-a investor	2 I to sell accredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of amount pur (Part (		5 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
AL				-			_		
AK									
AZ									
AR									
CA		X	Units (\$1.00 per Unit)	1	\$2,000,000				
со		x	Units (\$1.00 per Unit)	2	\$80,000				
СТ		X	Units (\$1.00 per Unit)	2	\$150,000				
DE									
DC		X	Units (\$1.00 per Unit)	l	\$50,000				
FL		X	Units (\$1.00 per Unit)	3	\$165,000				
GA									<u> </u>
ні									
ID									<u>.</u>
IL		X	Units (\$1.00 per Unit)	1	\$100,000		ļ	<u> </u>	<u> </u>
IN					-		,		<del>                                     </del>
lA	<u>.</u>							<u> </u>	<del> </del> _
KS	ļ	ļ <u>.</u>						ļ	<del> </del>
KY		ļ <u>.</u>					<u> </u>		-
LA	ļ	-			<u> </u>		-	ļ	<del> </del>
ME			-		#100 000	<del> </del>	<del> </del>		<del> </del>
MD		X	Units (\$1.00 per Unit)	1	\$100,000		<u> </u>	<del> </del> -	-
MA	-	ļ				<u> </u>	<del> </del>	<del> </del>	-
MI			<u> </u>		<u> </u>	<del>                                     </del>	-	<del> </del>	<del> </del>
MN NG		<u> </u>		<u> </u>					<del> </del> -
MS		<del> </del>					-		<del> </del>
МО		_l			<u> </u>		<u> </u>	<u> </u>	

# APPENDIX

1	Intend to non-ac investors (Part B-	to sell ccredited s in State	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
МТ									
NE									
NV									-
NH			10101011		_				
NJ		X	Units (\$1.00 per Unit)	7	\$450,000				
NM				·					
NY		X	Units (\$1.00 per Unit)	22	\$3,135,000				ļ <u></u>
NC									
ND									
ОН									
OK	-								
OR									
PA		. <b>X</b>	Units (\$1.00 per Unit)	5	\$250,000				
RI							<u> </u>		
SC							ļ		
SD							ļ		<u></u>
TN									
TX		Х	Units (\$1.00 per Unit)	1	\$250,000	<u></u>	<u> </u>		
UT									
VT									
VA					·		ļ		
WA									
wv									
WI						<u> </u>			
WY					-				
PR			·						1