LANDIES GORDON

Form 5

February 07, 2008

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005 Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden hours per OWNERSHIP OF SECURITIES

response... 1.0

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1(b).

1. Name and Address of Reporting Person * LANDIES GORDON			<u> </u>				5. Relationship of Reporting Person(s) to Issuer			
(Last)		(Montl	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2007				_X_ Director Officer (given the contraction)		able) 10% Owner Other (specify	
35 WOODSI	DE COURT						below) below)			
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Reporting			
Filed(Month/Day/Y							(check applicable line)			
NOVATO,Â							_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person			
(City)	(State)	Zip) Ta	able I - Non-Der	ivative Sec	uritie	s Acqu	ired, Disposed	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code	4. Securi Acquired Disposed (Instr. 3,	d (A) od of (E) 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
COMMON STOCK	Â	Â	Â	Â	Â	Â	1,600,000	D	Â	
COMMON STOCK	Â	Â	Â	Â	Â	Â	400,000	I	CHILDREN	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 2270 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivati Securitic Acquire (A) or Dispose of (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y we es d	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
					(A) (D	Date Exercisable	Expiration Date	Title	Am Nu Sha	
STOCK WARRANTS (RIGHTS TO BUY) (1)	\$ 0.032	Â	Â	Â	Â	08/31/2007	07/08/2010	COMMON STOCK	1,3	
STOCK WARRANTS (RIGHTS TO BUY) (1)	\$ 0.032	Â	Â	Â	Â	01/01/2008	07/08/2010	COMMON STOCK	1,	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
LANDIES GORDON 35 WOODSIDE COURT NOVATO, CA 94947	ÂΧ	Â	Â	Â			

Signatures

Person

GORDON A.
LANDIES

**Signature of Reporting Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) THESE WARRANTS WERE ISSUED AS COMPENSATION FOR A CONSULTING AGREEMENT.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2