SARGEANT JAY Form 4 October 27, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

Expires:

Number:

OMB APPROVAL

January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and SARGEA							5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/25/2006				_	(Check all applicable) _X Director				
	(Street)		Filed(Month/Day/Year) App					Individual or Joint/Group Filing(Check plicable Line) _ Form filed by One Reporting Person _ Form filed by More than One Reporting eson				
(City)	(State)	(Zip)	Ta	ble I - N	on-	-Deri	vative Sec	uritie	s Acqui	red, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	ate, if	3. Transac Code (Instr. 8	etion	nDisp (Inst	ecurities According to the consect of (D r. 3, 4 and)	d (A) or Price	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
common stock	10/25/2006			P		17,7	732,520	A	\$ 0.006	17,732,520	D	
common stock										146,419	D	
common stock										50,000	I	see footnote
common stock										42,232,465	I	see footnote

Edgar Filing: SARGEANT JAY - Form 4

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 1474 (9-02)

D

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercis	sable and	7. Title and	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Dat	e	Underlying	Securities
Security	or Exercise		any	Code	of	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	Derivative			
	Derivative		•		Securities				
	Security				Acquired				
	,				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					.,				
						Date	Expiration		Amount or
						Exercisable	Date	Title	Number of
				Code V	V (A) (D)	Exercisable	Dute		Shares
non									
qualified	\$ 0.06					02/09/2005	02/09/2007	common	1,500,000
stock	φ 0.00					02/09/2003	02/09/2007	stock	1,500,000
options									
options									

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SARGEANT JAY								
	X	X	President & CEO					

Signatures

/s/ Jay Sargeant 10/27/2006

**Signature of Date
Reporting Person

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) 50,000 shares are held in the name of Northern Colorado, Inc. a company controlled by Mr. Sargeant
- (2) 42,232,465 shares are held in the name of Viper Network, Inc. a company controlled by Mr. Jay Sargeant

Note: File three copies of this Form, one of which must be manually signed. If space 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