Regal Midstream LLC
Form 424B5
February 06, 2014
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-185179

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Offered	**Maximum Aggregate Offering Price**	**Amount of Registration Fee(1)**
5.875% Senior Notes due 2022	$900,000,000	$115,920
Guarantees of Senior Notes	(2)	None
Total	$900,000,000	$115,920

(1) The filing fee, calculated in accordance with Rule 457(r), has been transmitted to the SEC in connection with the securities offered from Registration Statement File No. 333-185179 by means of this prospectus supplement.

(2) No separate consideration will be received for such guarantees. Pursuant to Rule 457(n) under the Securities Act, no registration fee is required with respect to such guarantees.

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PROSPECTUS SUPPLEMENT

(To prospectus dated November 28, 2012)

$900,000,000

Regency Energy Partners LP

Regency Energy Finance Corp.

5.875% Senior Notes due 2022

We are offering $900,000,000 aggregate principal amount of 5.875% Senior Notes due 2022 (the notes). We will pay interest on the notes on March 1 and September 1 of each year, beginning September 1, 2014. The notes will mature on March 1, 2022.

At any time prior to December 1, 2021, we may redeem some or all of the notes at 100% of the principal amount thereof, plus a make-whole redemption price and accrued and unpaid interest, if any, to the redemption date. On or after December 1, 2021, we may redeem some or all of the notes at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. If we undergo certain change of control transactions we may be required to offer to purchase the notes from holders.

The notes will be guaranteed on a senior basis by all of our existing consolidated subsidiaries (except the co-issuer, Regency Energy Finance Corp., Edwards Lime Gathering, LLC, ELG Oil LLC, ELG Utility LLC and the acquired Hoover entities (as defined herein)) and certain of our future subsidiaries. In accordance with the terms of the notes, the acquired Hoover entities will become guarantors of the notes within 20 business days of their guarantee of our obligations under our revolving credit facility, which is required to occur within 30 days of our acquisition of the acquired Hoover entities. The notes will rank equally in right of payment with all of our existing and future senior unsecured debt, including our outstanding 6 ⅞% Senior Notes due 2018, our 5 ¾% Senior Notes due 2020, our 6 ½% Senior Notes due 2021, our 5 ½% Senior Notes due 2023 and our 4 ½% Senior Notes due 2023, and senior in right of payment to all of our future subordinated debt. The notes will be effectively subordinated to our existing and future secured indebtedness, including indebtedness under our revolving credit facility, to the extent of the value of the collateral securing such indebtedness. The guarantees will rank equally in right of payment with all of the guarantors existing and future senior debt, including their guarantees of our outstanding senior notes, and senior in right of payment to all of the guarantors future subordinated debt. The guarantees will be effectively subordinated to the guarantors existing and future secured indebtedness, including their guarantees of indebtedness under our revolving credit facility, to the extent of the value of the collateral securing such indebtedness. The notes and the guarantees will be structurally subordinated to all indebtedness and obligations of our subsidiaries that do not guarantee the notes.

Investing in the notes involves risks. See Risk Factors beginning on page S-12 of this prospectus supplement and on page 3 of the accompanying base prospectus.

	Per Note	Total
Public offering price(1)	98.423%	$ 885,807,000.00
Underwriting discount	1.500%	$ 13,500,000.00
Proceeds, before expenses, to us(1)	96.923%	$ 872,307,000.00

(1) Plus accrued interest from February 10, 2014, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying base prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

The notes offered by this prospectus supplement will not be listed on any securities exchange and there is no existing trading market for the notes.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, *société anonyme*, on or about February 10, 2014.

BofA Merrill Lynch	**Citigroup**	**Credit Suisse**
J.P. Morgan	**Natixis**	**RBC Capital Markets**
RBS	**SunTrust Robinson Humphrey**	**Wells Fargo Securities**
PNC Capital Markets LLC	**Scotiabank**	**UBS Investment Bank**

The date of this prospectus supplement is February 4, 2014.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of the notes. The second part is the accompanying base prospectus, some of which may not apply to this offering of the notes. Generally, when we refer only to the prospectus, we are referring to both parts combined. If the information about the offering varies between this prospectus supplement and the accompanying base prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus supplement, the accompanying base prospectus or in a document incorporated or deemed to be incorporated by reference into this prospectus supplement or the accompanying base prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated by reference into this prospectus supplement or the accompanying base prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement or the accompanying base prospectus. Please read Incorporation of Certain Documents by Reference in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying base prospectus and any free writing prospectus prepared by or on behalf of us relating to this offering of the notes. Neither we nor the underwriters have authorized anyone to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. We are offering to sell the notes, and seeking offers to buy the notes, only in jurisdictions where offers and sales are permitted. You should not assume that the information contained in this prospectus supplement, the accompanying base prospectus or any free writing prospectus is accurate as of any date other than the dates shown in these documents or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since such dates.

We expect delivery of the notes will be made against payment therefor on or about February 10, 2014, which will be the fourth business day following the date of pricing of the notes (such settlement being referred to as T+4). Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended (the Exchange Act), trades in the secondary market generally are required to settle in three business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes prior to the delivery of such notes will be required, by virtue of the fact that the notes initially will settle in T+4, to specify an alternate settlement cycle at the time of any such trade to prevent failed settlement and should consult their own advisers.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying base prospectus. It does not contain all of the information you should consider before making an investment decision. You should read this entire prospectus supplement, the accompanying base prospectus, the documents incorporated by reference and the other documents to which we refer for a more complete understanding of this offering. Please read Risk Factors beginning on page S-12 of this prospectus supplement and on page 3 of the accompanying base prospectus for more information about important factors that you should consider before buying the notes in this offering.

Except as otherwise indicated or the context otherwise requires, as used in this prospectus supplement, Regency Energy Partners, the Partnership, we, our, us or like terms mean Regency Energy Partners LP and its subsidiaries. References to our general partner refer to Regency GP LP, the general partner of the Partnership, and its general partner, Regency GP LLC, which effectively manages the business and affairs of the Partnership. References to Regency Finance refer to Regency Energy Finance Corp.

Regency Energy Partners LP

We are a growth-oriented publicly-traded Delaware limited partnership engaged in the gathering and processing, compression, treating and transportation of natural gas and the transportation, fractionation and storage of natural gas liquids (NGLs). We focus on providing midstream services in some of the most prolific natural gas producing regions in the United States, including the Eagle Ford, Haynesville, Barnett, Fayetteville, Marcellus, Utica, Bone Spring, Avalon and Granite Wash shales. Our assets are located in Texas, Louisiana, Arkansas, Pennsylvania, California, Mississippi, Alabama, New Mexico and the mid-continent region of the United States, which includes Kansas, Colorado and Oklahoma. On February 3, 2014, we completed our acquisition of subsidiaries (the acquired Hoover entities) of Hoover Energy Partners, L.P. (Hoover) that are engaged in crude oil gathering, transportation and terminaling, condensate handling, natural gas gathering, treating and processing, and water gathering and disposal services in the Southern Delaware Basin in West Texas. Please see Recent Developments Hoover Acquisition.

We divide our operations into five business segments:

Gathering and Processing. We provide wellhead-to-market services to producers of natural gas, which include transporting raw natural gas from the wellhead through gathering systems, processing raw natural gas to separate NGLs from the raw natural gas and selling or delivering the pipeline-quality natural gas and NGLs to various markets and pipeline systems. This segment also includes our 33.33% membership interest in Ranch Westex JV LLC (Ranch JV), which processes natural gas delivered from the NGLs-rich Bone Spring and Avalon shale formations in west Texas.

Natural Gas Transportation. We own a 49.99% general partner interest in RIGS Haynesville Partnership Co. (HPC), which owns Regency Intrastate Gas System, a 450-mile intrastate pipeline that delivers natural gas from northwest Louisiana to downstream pipelines and markets, and a 50% membership interest in Midcontinent Express Pipeline LLC (MEP), which owns an interstate natural gas pipeline with approximately 500 miles stretching from southeast Oklahoma through northeast Texas, northern Louisiana and central Mississippi to an interconnect with the Transcontinental Gas Pipe Line system in Butler, Alabama. This segment also includes Gulf States Transmission LLC, which owns a 10-mile interstate pipeline that extends from Harrison County, Texas to Caddo Parish, Louisiana.

NGL Services. We own a 30% membership interest in Lone Star NGL LLC (Lone Star), an entity owning a diverse set of midstream energy assets including pipelines, storage, fractionation and processing facilities located in the states of Texas, Mississippi and Louisiana.

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Contract Services. We own and operate a fleet of compressors used to provide turn-key natural gas compression services for customer specific systems. We also own and operate a fleet of equipment used to provide treating services, such as carbon dioxide and hydrogen sulfide removal, natural gas cooling, dehydration and BTU management.

Corporate. The Corporate segment comprises our corporate offices.

Recent Developments

Pending Acquisitions

PVR Merger

On October 9, 2013, we, RVP LLC, a Delaware limited liability company and our wholly owned subsidiary, and our general partner entered into an Agreement and Plan of Merger with PVR Partners, L.P., a Delaware limited partnership (PVR), and PVR GP, LLC, a Delaware limited liability company and the general partner of PVR. Pursuant to the Agreement and Plan of Merger, as amended by Amendment No. 1 thereto dated as of November 7, 2013 (the PVR merger agreement), PVR will merge with and into us (the PVR merger), and we will continue our existence under Delaware law as the surviving entity in the PVR merger.

The PVR merger agreement provides that, at the effective time of the PVR merger, each PVR common unit and each PVR class B unit issued and outstanding or deemed issued and outstanding as of immediately prior to the effective time of the PVR merger will be converted into the right to receive the merger consideration, consisting of (i) 1.020 of our common units and (ii) an amount of cash equal to the difference (if positive) between (x) the PVR annualized distribution and (y) our adjusted annualized distribution. The PVR annualized distribution is the product of four and the amount of the quarterly cash distribution most recently declared by PVR prior to the closing of the PVR merger. Our adjusted annualized distribution is the product of four and the amount of the quarterly cash distribution most recently declared by us prior to the closing of the PVR merger, multiplied by the exchange ratio of 1.020. The total merger consideration is valued at approximately $5.6 billion as of the date the parties entered into the PVR merger agreement.

Upon the consummation of the PVR merger, we will become the obligor with respect to PVR s $1.3 billion in aggregate principal amount of senior notes, consisting of (i) $400 million of 6.5% Senior Notes due 2021, (ii) $300 million of 8.25% Senior Notes due 2018 and (iii) $600 million of 8.375% Senior Notes due 2020 (the PVR notes). In addition, upon consummation of the PVR merger any amounts outstanding under PVR s revolving credit facility will be repaid with borrowings under our revolving credit facility and any remaining commitments under the PVR revolving credit facility will be terminated.

The completion of the PVR merger is subject to the satisfaction or waiver of certain customary closing conditions, including, among other things: (i) approval of the PVR merger agreement by PVR s unitholders, (ii) approval for listing of our common units issuable as part of the merger consideration on the New York Stock Exchange, (iii) there being no law or injunction prohibiting the consummation of the PVR merger, (iv) expiration or termination of any waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act), (v) the effectiveness of a registration statement on Form S-4, (vi) subject to specified materiality standards, the accuracy of the representations and warranties of each party, (vii) compliance by each party in all material respects with its covenants, (viii) the receipt of certain legal opinions by us and PVR and (ix) the conversion of 10,346,257 special units of PVR outstanding as of the date of the PVR merger agreement into an aggregate of 10,346,257 common units of PVR. On November 7, 2013, the PVR special units converted into PVR common units and on November 8, 2013, the Federal Trade Commission (FTC) granted early termination of the waiting period under the HSR Act.

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PVR is a publicly traded Delaware limited partnership that is principally engaged in the gathering and processing of natural gas and the management of coal and natural resource properties in the United States. PVR s assets are primarily located in Pennsylvania, Texas, Oklahoma and West Virginia.

PVR manages its business in three operating segments: (i) eastern midstream, (ii) midcontinent midstream and (iii) coal and natural resource management. PVR s eastern midstream segment is engaged in providing natural gas gathering and other related services in Pennsylvania and West Virginia. In addition, PVR owns membership interests in a joint venture that transports fresh water to natural gas producers. PVR s midcontinent midstream segment is engaged in providing natural gas processing, gathering services and other related services. PVR s coal and natural resource management segment primarily involves the management and leasing of coal properties and the subsequent collection of royalties. This segment also earns revenues from other land management activities, such as selling standing timber, leasing coal-related infrastructure facilities and collecting oil and gas royalties.

Eagle Rock Midstream Acquisition

On December 23, 2013, we, Eagle Rock Energy Partners, L.P., a Delaware limited partnership (Eagle Rock), and Regal Midstream LLC, a Delaware limited liability company and our wholly owned subsidiary, entered into a contribution agreement pursuant to which we have agreed to acquire from Eagle Rock all of the issued and outstanding (i) membership interests in (a) Eagle Rock Marketing, LLC, a Delaware limited liability company, (b) Eagle Rock Pipeline GP, LLC, a Delaware limited liability company, and (c) Eagle Rock Gas Services, LLC, a Delaware limited liability company, and (ii) partnership interests in (a) Eagle Rock Pipeline, L.P., a Delaware limited partnership, and (b) EROC Midstream Energy, L.P., a Delaware limited partnership (collectively, the acquired Eagle Rock entities). We refer to this transaction as the Eagle Rock midstream acquisition, and, together with the PVR merger, as the pending acquisitions. The assets held and operated by the acquired Eagle Rock entities collectively comprise what we refer to herein as the Eagle Rock midstream business.

The consideration to be paid by us in exchange for the acquired Eagle Rock entities is valued at approximately $1.3 billion (subject to customary post-closing adjustments) and will consist of (i) 8,245,859 common units issued to Eagle Rock having a value equal to approximately $200 million, (ii) the assumption by us of up to $550 million of Eagle Rock s existing 8.375% Senior Notes due 2019 (the existing Eagle Rock notes) through an exchange offer (the exchange offer) in exchange for notes newly issued by us and Regency Finance (the Regency exchange notes) and (iii) cash equal to the remainder of the purchase price. If less than $550 million of existing Eagle Rock notes are tendered for exchange in the exchange offer, then we have agreed to pay Eagle Rock an amount equal to 1.1x the principal amount of existing Eagle Rock notes not tendered for exchange. Any such notes not tendered will remain as an obligation of Eagle Rock upon consummation of the transactions contemplated by the contribution agreement. A portion of the consideration will be held in escrow as security for any indemnification claims. We expect to finance the cash portion of the purchase price through an issuance of common units equal to approximately $400 million to Energy Transfer Equity, L.P. (ETE), the indirect owner of our general partner, and borrowings under our revolving credit facility. Each of our and Eagle Rock s obligations to consummate the Eagle Rock midstream acquisition is subject to customary conditions, including the approval of the contribution agreement and the Eagle Rock midstream acquisition by Eagle Rock s unitholders and the expiration or termination of any applicable waiting period (and any extension thereof) under the HSR Act.

The acquired Eagle Rock entities are engaged in the business of gathering, compressing, treating, processing and transporting natural gas, fractionating and transporting NGLs, crude oil and condensate logistics and marketing and natural gas marketing and trading. The Eagle Rock midstream business is located in four significant natural gas producing regions: the Texas Panhandle, East Texas/Louisiana, South Texas and the Gulf of Mexico. These four regions are productive, mature, natural gas producing basins that have historically experienced significant drilling activity.

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The Eagle Rock midstream acquisition is expected to complement our core gathering and processing business, and, when combined with the PVR merger, further diversify our basin exposure in the Texas Panhandle, East Texas and South Texas.

Hoover Acquisition

On February 3, 2014, we consummated our previously announced acquisition of the subsidiaries of Hoover that conduct substantially all of Hoover s business (the Hoover acquisition). The acquired operations include crude oil gathering, transportation and terminaling, condensate handling, natural gas gathering, treating and processing, and water gathering and disposal services in the Southern Delaware Basin in West Texas. Hoover s Perry Ranch Station is a major destination for crude oil gathered by a customer in the region and is backed by a 20-year dedication. In addition, Hoover s Delaware Water System is the only open-access water gathering and disposal system in the Delaware Basin. These assets are expected to complement our existing footprint in the southern portion of the Delaware Basin and expand our services offered to producers to include crude oil and water gathering.

The consideration paid by us in exchange for the acquired Hoover entities was valued at $281.6 million (subject to customary post-closing adjustments) and consisted of (i) 4,040,471 common units issued to Hoover and (ii) $183.6 million in cash. A portion of the consideration is being held in escrow as security for certain indemnification claims. We financed the cash portion of the purchase price through borrowings under our revolving credit facility.

Credit Facility Amendment

In connection with the pending acquisitions, we expect to amend our revolving credit facility (the credit facility amendment) to, among other things, expressly permit the pending acquisitions thereunder, increase the aggregate commitments from $1.2 billion to $1.5 billion and increase the uncommitted incremental facility from $300 million to $500 million. The credit facility amendment may not be entered into on such terms or at all and remains subject to negotiation and agreement by us and the lenders under our revolving credit facility.

Partnership Structure and Management

Our operations are conducted through, and our operating assets are owned by, our subsidiaries. We own our interests in our operating subsidiaries through an operating partnership, Regency Gas Services LP. Regency GP LP, our general partner, has direct responsibility for conducting our business and for managing our operations. Because our general partner is a limited partnership, its general partner, Regency GP LLC, is ultimately responsible for the business and operations of Regency GP LP and conducts our business and operations. Thus, the board of directors and officers of Regency GP LLC make decisions on our behalf.

Regency Finance, our wholly owned subsidiary, has no material assets or any liabilities other than as a co-issuer of our debt securities, including the notes offered hereby and our existing senior notes. Its business activities are limited to co-issuing our debt securities and engaging in other activities incidental thereto.

Other Information

Our principal executive offices are located at 2001 Bryan Street, Suite 3700, Dallas, Texas 75201, and our telephone number is (214) 750-1771. Our periodic reports and other information filed with or furnished to the Securities and Exchange Commission (the SEC) are available, free of charge, through our website, at www.regencyenergy.com, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC. Information on our website or any other website is not incorporated by reference into this prospectus supplement and does not constitute a part of this prospectus supplement.

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The Offering

Issuers	Regency Energy Partners LP and Regency Energy Finance Corp.
Notes Offered	$900,000,000 aggregate principal amount of 5.875% senior notes due 2022.
Interest	5.875% per year. Interest on the notes is payable semi-annually on March 1 and September 1 of each year, beginning September 1, 2014 and interest will accrue from February 10, 2014.
Maturity	March 1, 2022.
Guarantees	The notes will be guaranteed on a senior basis by all of our existing consolidated subsidiaries (except the co-issuer, Regency Finance, Edwards Lime Gathering, LLC, ELG Oil LLC and ELG Utility LLC (collectively, the Edwards Lime Entities) and the acquired Hoover entities) and certain of our future subsidiaries. In accordance with the terms of the notes, the acquired Hoover entities will become guarantors of the notes within 20 business days of their guarantee of our obligations under our revolving credit facility, which is required to occur within 30 days of our acquisition of the acquired Hoover entities.
Ranking	The notes will be unsecured and will rank equally with all of our existing and future unsubordinated unsecured obligations, including our outstanding 6 $^{7}/_{8}$% Senior Notes due 2018, our 5 $^{3}/_{4}$% Senior Notes due 2020, our 6 $^{1}/_{2}$% Senior Notes due 2021, our 5 $^{1}/_{2}$% Senior Notes due 2023 and our 4 $^{1}/_{2}$% Senior Notes due 2023 (collectively, our existing senior notes). The notes will be senior in right of payment to any of our future obligations that are, by their terms, expressly subordinated in right of payment to the notes. The notes will be effectively subordinated to our existing and future secured indebtedness, including indebtedness under our revolving credit facility, to the extent of the value of the collateral securing such obligations.
	The guarantees will be unsecured and will rank equally with all of the guarantors existing and future unsubordinated unsecured obligations, including their guarantees of our existing senior notes. The guarantees will be senior in right of payment to any of the guarantors future obligations that are, by their terms, expressly subordinated in right of

payment to the guarantees. The guarantees will be effectively subordinated to the guarantors existing and future secured indebtedness, including their guarantees of indebtedness under our revolving credit facility, to the extent of the value of the collateral securing such indebtedness.

The notes and guarantees will be structurally subordinated to all indebtedness and obligations of our subsidiaries that do not guarantee the notes.

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	As of September 30, 2013, after giving pro forma effect to (i) the consummation and financing of the Hoover acquisition, (ii) the consummation and financing of the pending acquisitions (including (a) the exchange of all of the existing Eagle Rock notes for Regency exchange notes in the exchange offer and (b) the assumption of the PVR notes and the repayment of PVR s revolving credit facility with borrowings under our revolving credit facility in connection with the PVR merger), (iii) the credit facility amendment and (iv) this offering and the application of the net proceeds therefrom as set forth under Use of Proceeds, we and the guarantors would have had approximately $5.5 billion in principal amount of senior indebtedness outstanding (including the notes offered hereby), none of which would have been secured indebtedness under our revolving credit facility, and we would have had approximately $1.5 billion of availability under our revolving credit facility. However, the availability under our revolving credit facility is likely to be less after accounting for our borrowing on January 30, 2014 to pay the cash portion of the Hoover acquisition and the borrowings we may make to pay for the pending acquisitions, if consummated. Upon the closing of the PVR merger and the closing of the Eagle Rock midstream acquisition, the PVR notes and the Regency exchange notes, respectively, will rank equal in right of payment with the notes and all of our existing senior notes. As of September 30, 2013, our non-guarantor subsidiaries, the Edwards Lime Entities, did not have any indebtedness other than ordinary trade indebtedness and our unconsolidated subsidiaries, HPC, MEP, Lone Star and Ranch JV, had an aggregate of $1.2 billion of indebtedness outstanding.
Optional Redemption	At any time prior to December 1, 2021, we may redeem some or all of the notes at a redemption price of 100% of the principal amount of the notes redeemed plus a make-whole premium and accrued and unpaid interest, if any, to the redemption date. On or after December 1, 2021, we may redeem some or all of the notes at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any. See Description of Notes Optional Redemption.
Change of Control	Upon the occurrence of a change of control event, which occurrence (other than one involving the adoption of a plan relating to liquidation or dissolution) is followed by a ratings decline within 90 days of the consummation of the transaction, we must offer to repurchase the notes at 101% of the principal amount of the notes repurchased, plus accrued and unpaid interest, if any, to the date of repurchase. A ratings decline is defined as a decrease in the rating of the notes by both Moody s Investors Service, Inc. (Moody s) and Standard & Poor s Ratings Services (Standard & Poor s) by one or more gradations of the notes. See Description of Notes Repurchase at the Option of Holders Change of Control. We may not have enough funds available at the time of a change of control to

make any required debt payment (including repurchases of the notes).

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	Our ability to repurchase the notes upon a change of control will be limited by the terms of our debt agreements, including our revolving credit facility. We cannot assure you that we will have the financial resources to repurchase the notes in such circumstances.
Covenants	We will issue the notes under a supplement to an indenture with Wells Fargo Bank, National Association, as trustee. The covenants in the indenture supplement will, among other things, limit our ability and the ability of certain of our subsidiaries to: • incur additional indebtedness; • pay distributions on, or repurchase or redeem our equity interests; • make certain investments; • incur liens; • enter into certain types of transactions with our affiliates; and • sell assets or consolidate or merge with or into other companies. These and other covenants that will be contained in the indenture supplement are subject to important exceptions and qualifications, which are described under Description of Notes Certain Covenants. If the notes achieve investment grade ratings by either Moody s or Standard & Poor s and no default or event of default has occurred and is continuing under the indenture, we and our restricted subsidiaries will no longer be subject to many of the foregoing covenants. See Description of Notes Certain Covenants Termination of Covenants.
Use of Proceeds	The net proceeds, after deducting underwriting discounts and commissions and estimated offering expenses, to us from the sale of the notes offered hereby will be approximately $871.3 million, which we will use to repay borrowings outstanding under our revolving credit

	facility and for general partnership purposes. See Use of Proceeds.
Risk Factors	You should read Risk Factors beginning on page S-12 of this prospectus supplement, on page 3 of the accompanying base prospectus and as found in the documents incorporated by reference, as well as the other cautionary statements throughout this prospectus supplement and in the accompanying base prospectus, to ensure you understand the risks associated with an investment in the notes.

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SUMMARY HISTORICAL CONSOLIDATED AND PRO FORMA FINANCIAL DATA

The following table sets forth our summary historical consolidated financial data for the periods and as of the dates presented. The summary historical consolidated balance sheet data as of December 31, 2012, 2011 and 2010 and the summary historical consolidated statement of operations and cash flow data for the years ended December 31, 2012, 2011 and 2010 are derived from our audited historical consolidated financial statements incorporated by reference into this prospectus supplement. The summary historical consolidated balance sheet data as of September 30, 2013 and the summary historical consolidated statement of operations and cash flow data for the nine months ended September 30, 2013 and 2012 are derived from our unaudited historical consolidated financial statements incorporated by reference into this prospectus supplement, and the summary historical consolidated balance sheet data as of September 30, 2012 are derived from our unconsolidated financial statements not incorporated by reference into this prospectus supplement.

On August 9, 2013, we retrospectively adjusted our financial statements as of December 31, 2012 and for the year then ended to reflect our acquisition of Southern Union Gathering Company LLC (SUGS) on April 30, 2013. We accounted for this acquisition in a manner similar to the pooling of interest method of accounting as it was a transaction between commonly controlled entities. Under this method of accounting, we reflected the historical balance sheet data for us and SUGS instead of reflecting the fair market value of SUGS assets and liabilities. We retrospectively adjusted our financial statements as of December 31, 2012 and for the year then ended to include the balances and operations of SUGS from March 26, 2012 (the date upon which common control began).

You should read our historical consolidated financial data in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2012, our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 and our Current Report on Form 8-K filed with the SEC on August 9, 2013, as well as our historical financial statements and notes thereto, which are incorporated by reference into this prospectus supplement. Historical results are not necessarily indicative of results that may be expected for any future period.

The following table also sets forth our summary unaudited condensed combined financial data on a pro forma basis for the periods and as of the dates indicated after giving effect to (i) the consummation and financing of the PVR merger, the Eagle Rock midstream acquisition (including (a) the exchange of all of the existing Eagle Rock notes in the exchange offer for Regency exchange notes and (b) the assumption of the PVR notes and the repayment of PVR s revolving credit facility with borrowings under our revolving credit facility in connection with the PVR merger) and the Hoover acquisition and (ii) the credit facility amendment. The pro forma balance sheets as of September 30, 2012 and as of December 31, 2012 reflect such transactions and the pro forma adjustments as though they had occurred on September 30, 2013, while the pro forma combined statements of operations for the nine months ended September 30, 2013 and for the year ended December 31, 2012 reflect such transactions and the pro forma adjustments as though they had occurred as of January 1, 2012.

The accounting for an acquisition of a business is based on the authoritative guidance for business combinations. Purchase accounting requires, among other things, that the assets and liabilities assumed be recognized at their fair values as of the date the acquisition is completed. The allocation of the purchase price is dependent upon certain valuations of the assets and liabilities and other studies that have yet to commence or progress to a stage where there is sufficient information for a definitive measurement. Accordingly, the pro forma adjustments reflect the assets and liabilities at their historical book values. Differences between these historical bases and the final purchase accounting will occur, and these differences could have a material impact on the unaudited pro forma combined per unit information set forth below.

The following summary unaudited condensed combined pro forma financial data has been prepared for illustrative purposes only and is not necessarily indicative of what the combined organization s condensed financial position or results of operations actually would have been had such transactions been completed as of

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the dates indicated and does not purport to project the future financial position or operating results of the combined organization. Future results may vary significantly from the results reflected because of various factors, including those set forth in Risk Factors beginning on page S-12 of this prospectus supplement and in the other information and documents included or incorporated by reference in this prospectus supplement and the accompanying base prospectus. The following summary unaudited condensed combined pro forma financial data should be read in conjunction with, and is qualified in its entirety by reference to, the audited historical consolidated and unaudited pro forma combined financial statements and the accompanying notes incorporated by reference into this prospectus supplement.

Although we have entered into definitive agreements with respect to the PVR merger and the Eagle Rock midstream acquisition, we cannot guarantee when, or whether, either or both of the pending acquisitions will be completed. Such definitive agreements contain a number of important conditions that must be satisfied before the acquisitions which they contemplate can be consummated. If these conditions are not met, either or both of the pending acquisitions may not be completed. In addition, either or both of the pending acquisitions may ultimately be consummated on terms different than those provided in the respective definitive agreements. This offering is not conditioned upon the closing of either of the pending acquisitions. See Risk Factors Risks Relating to the Pending Acquisitions and the Hoover Acquisition for a discussion of the risks related to these acquisitions.

	Historical						**Pro Forma**	
	Successor					**Predecessor**	**Successor**	
(Dollars in millions)	**Nine Months Ended September 30, 2013 (Unaudited)**	**Nine Months Ended September 30, 2012 (Unaudited)**	**Year Ended December 31, 2012**	**Year Ended December 31, 2011**	**Period from Acquisition (May 26, 2010) to December 31, 2010**	**Period from January 1, 2010 to May 25, 2010**	**Nine Months Ended September 30, 2013 (Unaudited)**	**Year Ended December 31, 2012 (Unaudited)**
Statement of Operations Data:								
Total revenues	$ 1,844	$ 1,413	$ 2,000	$ 1,434	$ 716	$ 505	$ 3,442	$ 3,813
Total operating costs and expenses	1,801	1,391	1,970	1,394	702	485	3,327	3,889
Operating income (loss)	43	22	30	40	14	20	115	(76)
Other income and deductions:								
Income from unconsolidated affiliates	103	87	105	120	54	16	104	103
Gain on sale of investment in unconsolidated affiliate							14	
Interest expense, net	(119)	(86)	(122)	(103)	(48)	(35)	(240)	(235)
	(7)	(8)	(8)		(16)	(2)	(7)	(8)

Loss on debt refinancing, net								
Other income and deductions, net	3	26	29	17	(8)	(4)	4	29
Income (loss) from continuing operations before income taxes	23	41	34	74	(4)	(5)	(10)	(187)
Income tax expense (benefit)	(1)	(1)			1		1	
Income (loss) from continuing operations	24	42	34	74	(5)	(5)	(9)	(187)
Discontinued operations:								
Net income (loss) from operations of east Texas assets					(1)			
Net income (loss)	24	42	34	74	(6)	(5)	(9)	(187)
Net income (loss) attributable to noncontrolling interest	(4)	(2)	(2)	(2)			(4)	(2)
Net income (loss) attributable to Regency Energy Partners LP	$ 20	$ 40	$ 32	$ 72	$ (6)	$ (5)	$ (13)	(189)
Cash Flow Data:								
Net cash flows provided by (used in):								
Operating activities	$ 381	$ 256	$ 324	$ 254	$ 80	$ 89	$ 619	$ 513
Investing activities	(1,105)	(581)	(807)	(955)	(297)	(148)	(1,482)	(2,539)
Financing activities	683	360	535	693	203	72	812	2,091
Other Financial Data:								
Ratio of earnings to fixed charges(1)	1.20	1.62	1.35	1.63				
Adjusted EBITDA(2)	$ 446	$ 398	$ 525	$ 422	$ 218	$ 108	$ 724	$ 849

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(Dollars in millions)	Historical September 30, 2013 (Unaudited)	September 30, 2012 (Unaudited)	December 31, 2012	December 31, 2011	December 31, 2010	Pro Forma September 30, 2013 (Unaudited)	December 31, 2012 (Unaudited)
Balance Sheet Data (at period end):							
Property, plant and equipment, net	$ 4,242	$ 2,059	$ 3,686	$ 1,886	$ 1,660	$ 7,513	$ 3,686
Total assets	8,566	5,968	8,123	5,568	4,770	16,047	8,123
Long-term debt (long-term portion only)	2,976	1,960	2,157	1,687	1,141	5,477	2,157
Series A Preferred Units	32	73	73	71	71	32	73
Partners capital	4,918	3,628	5,340	3,531	3,294	9,521	5,340

(1) For purposes of computing the ratio of earnings to fixed charges, earnings consist of income from continuing operations before adjustment for equity income from equity method investees plus fixed charges, amortization of capitalized interest and distributed income from investees accounted for under the equity method. Fixed charges consist of interest expensed and capitalized and an estimated interest component of rent expense. Earnings were insufficient to cover fixed charges by $2.0 million and $8.8 million for the period from May 26, 2010 to December 31, 2010 and the period from January 1, 2010 to May 25, 2010, respectively. Earnings were insufficient to cover fixed charges by $17.0 million and $192.0 million for the pro forma nine months ended September 30, 2013 and the pro forma year ended December 31, 2012, respectively.

(2) Adjusted EBITDA is a supplemental non-GAAP financial measure that is used by management and external users of our consolidated financial statements, such as industry analysts, investors, lenders and rating agencies and is not a measure of net income or cash flows as determined by GAAP. We define EBITDA as net income (loss) plus interest expense, net; income tax expense, net; and depreciation and amortization expense. We define adjusted EBITDA as EBITDA plus or minus: non-cash loss (gain) from commodity and embedded derivatives; unit-based compensation expenses; loss (gain) on asset sales, net; loss on debt refinancing; other non-cash (income) expense, net; net income attributable to noncontrolling interest; and our interest in adjusted EBITDA from unconsolidated affiliates less income from unconsolidated affiliates.

Adjusted EBITDA is used as supplemental measure by our management and by external users of our financial statements to assess, among other things: the financial performance of our assets without regard to financing methods, capital structure or historical cost basis; the ability of our assets to generate cash sufficient to pay interest costs, support our indebtedness and make cash distributions to our unitholders and general partner; our operating performance and return on capital as compared to those of other companies in the midstream energy sector, without regard to financing or capital structure; and the viability of acquisitions and capital expenditure projects and the overall rates of return on alternative investment opportunities.

Adjusted EBITDA should not be considered an alternative to, or more meaningful than net income, operating income, cash flows from operating activities or any other measure of financial performance presented in accordance with GAAP. Adjusted EBITDA may not be comparable to a similarly titled measure of another company because other entities may not calculate adjusted EBITDA in the same manner. Adjusted EBITDA is the starting point in determining cash available for distribution, which is an important non-GAAP financial measure for a publicly traded partnership.

Adjusted EBITDA does not include interest expense, income tax expense or depreciation and amortization expense. Because we have borrowed money to finance our operations, interest expense is a necessary element of our costs and our ability to generate cash available for distribution. Because we use capital assets, depreciation and amortization are also necessary elements of our costs. Therefore, any measures that exclude these elements have material limitations. To compensate for these limitations, we believe that it is important to consider both net earnings determined under GAAP, as well as adjusted EBITDA, to evaluate our performance.

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The following table provides a reconciliation of net cash flows provided by operating activities and of net income (loss) to adjusted EBITDA for the periods presented:

	Historical						Pro Forma	
	Successor					Predecessor	Successor	
(Dollars in millions)	Nine Months Ended September 30, 2013 (Unaudited)	Nine Months Ended September 30, 2012 (Unaudited)	Year Ended December 31, 2012	Year Ended December 31, 2011	Period from Acquisition (May 26, 2010) to December 31, 2010	Period from January 1, 2010 to May 25, 2010	Nine Months Ended September 30, 2013 (Unaudited)	Year Ended December 31, 2012 (Unaudited)
Net cash flows provided by operating activities	$ 381	$ 256	$ 324	$ 254	$ 80	$ 89	$ 619	$ 513
Add (deduct):								
Depreciation and amortization, including debt issuance cost amortization, bond premium write-off and amortization and impairment	(211)	(197)	(259)	(175)	(78)	(51)	(418)	(725)
Income from unconsolidated affiliates	103	87	105	120	54	16	104	103
Derivative valuation change	(3)	11	12	21	(33)	(12)	(27)	32
Loss (gain) on assets sales, net	(1)	(2)	(3)	2			(1)	28
Gain on sale of investment in unconsolidated affiliates							14	
Unit-based compensation expenses	(5)	(3)	(5)	(3)	(2)	(12)	(14)	(14)
Non-cash interest expense							(5)	(6)
Trade accounts receivable, accrued revenues and related party receivables	73	(9)		8		11	90	43
Other current assets and other current liabilities	26	(53)	(10)	(11)	13	(25)	29	(10)
Trade accounts payable, accrued cost of gas and liquids, related party payables and deferred revenues	(103)	33	(18)	(23)	15	(9)	(159)	(30)

Distributions of earnings received from unconsolidated affiliates	(108)	(92)	(121)	(119)	(57)	(12)	(115)	(130)
Cash flow changes in other assets and liabilities	(128)	11	9		2		(126)	9
Net income (loss)	24	42	34	74	(6)	(5)	(9)	(187)
Add (deduct):								
Interest expense, net	119	86	122	103	48	35	240	235
Depreciation and amortization	207	193	252	169	77	46	410	458
Income tax (benefit) expense	(1)	(1)			1		(1)	
EBITDA	349	320	408	346	120	76	640	506
Add (deduct):								
Partnership s interest in unconsolidated affiliates adjusted EBITDA	188	171	227	213	102	21	188	227
Income from unconsolidated affiliates	(103)	(87)	(105)	(120)	(54)	(16)	(104)	(103)
Non-cash (gain) loss from commodity and embedded derivatives		(17)	(19)	(18)	31	11		(21)
Impairment of long-lived assets								257
Other expense, net	12	11	14	1	19	16	6	(17)
Adjusted EBITDA	$ 446	$ 398	$ 525	$ 422	$ 218	$ 108	$ 724	$ 849

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RISK FACTORS

An investment in the notes involves risks. You should carefully consider the following risk factors, together with the risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2012 and in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, as well as all of the other information and documents included or incorporated by reference in this prospectus supplement and the accompanying base prospectus in evaluating an investment in the notes. If any of the described risks actually were to occur, our business, financial condition or results of operations could be affected materially and adversely.

Risks Relating to the Notes

We have a holding company structure in which our subsidiaries conduct our operations and own our operating assets. Additionally, we are not able to control the amounts of cash that certain of our unconsolidated subsidiaries may distribute to us.

We are a holding company, and our subsidiaries conduct all of our operations and own all of our operating assets. We have no significant assets other than the partnership interests and the equity in our subsidiaries. As a result, our ability to make required payments on the notes depends on the performance of our subsidiaries and their ability to distribute funds to us. The ability of our subsidiaries to make distributions to us may be restricted by, among other things, our revolving credit facility and applicable state partnership or limited liability company laws and other laws and regulations. Pursuant to our revolving credit facility, we may be required to establish cash reserves for the future repayment of outstanding letters of credit under such facility. If we are unable to obtain the funds necessary to pay the principal amount of the notes at maturity, we may be required to adopt one or more alternatives, such as a refinancing of the notes. We cannot assure you that we would be able to refinance the notes on satisfactory terms or at all.

Additionally, the ability of certain of our unconsolidated subsidiaries, including HPC, MEP, Lone Star and Ranch JV, to make distributions to us may be restricted by, among other things, the terms of each such entity s partnership or limited liability company agreement, as applicable, and any debt instruments entered into by such entity, as well as applicable state partnership or limited liability company laws and other laws and regulations. We are not able to control the amounts of cash that HPC, MEP, Lone Star or Ranch JV may distribute to us. Specifically, cash distributions from HPC require the approval of at least 75% of the votes entitled to be cast by HPC s management committee members. The management committee consists of four members, with each partner appointing one member and each member having a vote equal to the sharing ratio of the partner that appointed such member. In addition to our vote, under a voting agreement we also have the vote of one other member. Additionally, under MEP s limited liability company agreement, MEP s board of directors determines the amount of available cash to be distributed to MEP s members. MEP s board of directors consists of three members, with each member appointing one member, and decisions relating to available cash require the approval of directors appointed by members collectively holding 65% or more of the membership interests. Lone Star s board of directors also determines the amount of available cash to be distributed to Lone Star s members. The Lone Star board consists of two members, one appointed by us and one appointed by Energy Transfer Partners, L.P. (ETP), and decisions relating to available cash require the unanimous consent of the board. Ranch JV is managed by a three-manager board, with each member appointing a manager who has a 33.33% sharing ratio. The amount of available cash to be distributed to members requires the affirmative vote of board members collectively holding a sharing ratio exceeding 50%.

Your right to receive payments on the notes and the guarantees is unsecured and will be effectively subordinated to our existing and future secured indebtedness.

The notes are effectively subordinated to claims of our secured creditors and the guarantees are effectively subordinated to the claims of our and the guarantors secured creditors, including the lenders under our revolving credit facility. As of September 30, 2013, after giving pro forma effect to (i) the consummation and financing of the Hoover acquisition, (ii) the consummation and financing of the pending acquisitions (including (a) the exchange of all of the existing Eagle Rock notes for Regency exchange notes in the exchange offer and (b) the assumption of the PVR notes and the repayment of PVR s revolving credit facility with borrowings under our revolving credit facility in connection with the PVR merger), (iii) the credit facility amendment and (iv) this offering and the application of the net proceeds therefrom as set forth under Use of Proceeds, we and the guarantors would have had approximately $5.5 billion in principal amount of senior indebtedness outstanding (including the notes offered hereby), none of which would have been secured indebtedness under our revolving credit facility, and we would have had approximately $1.5 billion of availability under our revolving credit facility. However, the availability under our revolving credit facility is likely to be less after accounting for our borrowing on January 30, 2014 to pay the cash portion of the Hoover acquisition and the borrowings we may make to pay for the pending acquisitions, if consummated.

Not all of our subsidiaries will initially guarantee the notes. Your right to receive payments on the notes could be adversely affected if any of our non-guarantor subsidiaries declares bankruptcy, liquidates or reorganizes.

Although substantially all of our consolidated subsidiaries will initially guarantee the notes, in the future the guarantees may be released under certain circumstances. Further, certain of our subsidiaries, including the Edwards Lime Entities, will not guarantee the notes initially. Our unconsolidated subsidiaries, HPC, MEP, Lone Star and Ranch JV, will not qualify as a Subsidiary for purposes of the indenture governing the notes, and therefore, will not guarantee the notes. The notes will be structurally subordinated to the claims of all creditors, including unsecured indebtedness, trade creditors and tort claimants, of our non-guarantor subsidiaries. In the event of the insolvency, bankruptcy, liquidation, reorganization, dissolution or winding up of the business of a non-guarantor subsidiary, creditors of that non-guarantor subsidiary would generally have the right to be paid in full before any distribution is made to us or the holders of the notes. As of September 30, 2013, the Edwards Lime Entities did not have any indebtedness other than ordinary trade indebtedness, and our unconsolidated subsidiaries, HPC, MEP, Lone Star and Ranch JV, had an aggregate of $1.2 billion of indebtedness outstanding.

We do not have the same flexibility as other types of organizations to accumulate cash, which may limit cash available to service the notes or to repay them at maturity.

Unlike a corporation, our partnership agreement requires us to distribute, on a quarterly basis, all of our available cash to our unitholders of record and our general partner subject to the limitations on restricted payments in the indentures governing our existing senior notes and in our revolving credit facility. Available cash is generally all of our cash and cash equivalents on hand and the amount of any cash reserves established by our general partner. Our general partner will determine the amount and timing of such distributions and has broad discretion to establish and make additions to our reserves or the reserves of our operating partnership in amounts the general partner determines in its reasonable discretion to be necessary or appropriate:

- to provide for the proper conduct of our business and the businesses of our operating partnership (including reserves for future capital expenditures and for our anticipated future credit needs);

- to provide funds for distributions to our unitholders and the general partner for any one or more of the next four calendar quarters; or to comply with applicable law or any of our loan or other agreements, including the indentures governing the notes and our existing senior notes and our revolving credit facility.

Although our payment obligations to our unitholders are subordinated to our payment obligations to you, the value of our common units decreases in correlation with decreases in the amount we distribute per unit. Accordingly, if we experience a liquidity problem in the future, we may not be able to issue equity to recapitalize.

Our leverage may limit our ability to borrow additional funds, comply with the terms of our indebtedness or capitalize on business opportunities.

Our leverage is significant in relation to our partners capital. As of September 30, 2013, after giving pro forma effect to (i) the consummation and financing of the Hoover acquisition, (ii) the consummation and financing of the pending acquisitions (including (a) the exchange of all of the existing Eagle Rock notes for Regency exchange notes in the exchange offer and (b) the assumption of the PVR notes and the repayment of PVR s revolving credit facility with borrowings under our revolving credit facility in connection with the PVR merger) and (iii) this offering and the application of the net proceeds therefrom as set forth under Use of Proceeds, we and the guarantors would have had approximately $5.5 billion in principal amount of senior indebtedness outstanding. We will be prohibited from making cash distributions during an event of default under our debt agreements. Various limitations in our revolving credit facility, as well as the indentures for the notes and our existing senior notes, may reduce our ability to incur additional debt, to engage in transactions and to capitalize on business opportunities. Any subsequent refinancing of our current indebtedness or any new indebtedness could have similar or greater restrictions. As of September 30, 2013, after giving pro forma effect to (i) the consummation and financing of the Hoover acquisition, (ii) the consummation and financing of the pending acquisitions (including (a) the exchange of all of the existing Eagle Rock notes for Regency exchange notes in the exchange offer and (b) the assumption of the PVR notes and the repayment of PVR s revolving credit facility with borrowings under our revolving credit facility in connection with the PVR merger), (iii) the credit facility amendment and (iv) this offering and the application of the net proceeds therefrom as set forth under Use of Proceeds, we would have had approximately $1.5 billion of availability under our revolving credit facility, although the availability under our revolving credit facility is likely to be less after accounting for our borrowing on January 30, 2014 to pay the cash portion of the Hoover acquisition and the borrowings we may make to pay for the pending acquisitions, if consummated.

Our leverage could have important consequences to investors in the notes. We will require substantial cash flow to meet our principal and interest obligations with respect to the notes and our other indebtedness. Our ability to make scheduled payments, to refinance our obligations with respect to our indebtedness or to obtain additional financing in the future will depend on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and to financial, business and other factors. We believe that we will have sufficient cash flow from operations and available borrowings under our revolving credit facility to service our indebtedness. However, a significant downturn in our business and the midstream sector of the natural gas industry or other development adversely affecting our cash flow could materially impair our ability to service our indebtedness. If our cash flow and capital resources are insufficient to fund our debt service obligations, we may be forced to refinance all or a portion of our debt or sell assets. We cannot assure you that we would be able to refinance our existing indebtedness or sell assets on terms that are commercially reasonable.

Our leverage may adversely affect our ability to fund future working capital, capital expenditures and other general partnership requirements, future acquisition, construction or development activities, or to otherwise fully realize the value of our assets and opportunities because of the need to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness or to comply with any restrictive terms of our indebtedness. Our leverage may also make our results of operations more susceptible to adverse economic and industry conditions by limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate and may place us at a competitive disadvantage as compared to our competitors that have less debt.

A court may use fraudulent conveyance considerations to avoid or subordinate the subsidiary guarantees.

Various applicable fraudulent conveyance laws have been enacted for the protection of creditors. A court may use fraudulent conveyance laws to subordinate or avoid the subsidiary guarantees of the notes issued by any of the guarantors. It is also possible that under certain circumstances a court could hold that the direct obligations of a subsidiary guaranteeing the notes could be superior to the obligations under that guarantee.

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A court could avoid or subordinate the guarantee of the notes by any of our subsidiaries in favor of that subsidiary s other debts or liabilities to the extent that the court determined either of the following were true at the time the subsidiary issued the guarantee:

- that subsidiary incurred the guarantee with the intent to hinder, delay or defraud any of its present or future creditors or that subsidiary contemplated insolvency with a design to favor one or more creditors to the total or partial exclusion of others; or

- that subsidiary did not receive fair consideration or reasonably equivalent value for issuing the guarantee and, at the time it issued the guarantee, that subsidiary (i) was insolvent or rendered insolvent by reason of the issuance of the guarantee, (ii) was engaged or about to engage in a business or transaction for which the remaining assets of that subsidiary constituted unreasonably small capital or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they matured.

The measure of insolvency for purposes of the foregoing will vary depending upon the law of the relevant jurisdiction. Generally, however, an entity would be considered insolvent for purposes of the foregoing if the sum of its debts, including contingent liabilities, were greater than the fair saleable value of all of its assets at a fair valuation, or if the present fair saleable value of its assets were less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and matured.

Among other things, a legal challenge of a subsidiary s guarantee of the notes on fraudulent conveyance grounds may focus on the benefits, if any, realized by that subsidiary as a result of our issuance of the notes. To the extent a subsidiary s guarantee of the notes is avoided as a result of fraudulent conveyance or held unenforceable for any other reason, the note holders would cease to have any claim in respect of that guarantee and the notes would be structurally subordinated to all liabilities of that subsidiary.

The indenture governing the notes will contain a savings clause, which limits the liability of each guarantor on its guarantee to the maximum amount that such guarantor can incur without risk that its guarantee will be subject to avoidance as a fraudulent transfer. We cannot assure you that this limitation will protect such guarantees from fraudulent transfer challenges or, if it does, that the remaining amount due and collectible under the guarantees would suffice, if necessary, to pay the notes in full when due. Furthermore, in a recent case, Official Committee of Unsecured Creditors of TOUSA, Inc. v. Citicorp North America, Inc., the U.S. Bankruptcy Court in the Southern District of Florida held that a savings clause similar to the savings clause that will be included in the indenture governing the notes was unenforceable. As a result, the subsidiary guarantees were found to be fraudulent conveyances. The United States Court of Appeals for the Eleventh Circuit recently affirmed the liability findings of the Bankruptcy Court without ruling directly on the enforceability of savings clauses generally. If the TOUSA decision were followed by other courts, the risk that the guarantees would be deemed fraudulent conveyances would be significantly increased.

Our reimbursement of our general partner s expenses and our payment of certain fees to affiliates of ETE and ETP under a services agreement and an operation and service agreement will reduce our cash available for debt service.

We reimburse our general partner and its affiliates for all expenses they incur on our behalf. These expenses include all costs incurred by our general partner and its affiliates in managing and operating us, including costs for rendering corporate staff and support services to us. In addition, we are a party to a services agreement with ETE and its affiliate, ETE Services Company, LLC (ETE Services), pursuant to which ETE Services provides certain general and administrative services to us and our general partner. Although ETE has agreed to eliminate the $10 million annual management fee paid by us until April 30, 2015, our obligation to make this payment will resume following such time. We are also party to an operation and service agreement with our general partner, our subsidiary, Regency Gas Services LP, and an affiliate of ETP, La Grange Acquisition, L.P. d/b/a Energy Transfer Company (ETC), pursuant to which ETC performs certain operations, maintenance and related services reasonably required to operate and maintain certain of our facilities. The reimbursement of expenses of our general partner and its affiliates, as well as our payments under the services agreement with ETE Services and the operation and service agreement with ETC, will reduce our cash available for debt service.

Your ability to transfer the notes may be limited by the absence of a trading market.

The notes will be new securities for which there is no trading market. We do not currently intend to apply for listing of the notes on any securities exchange. Although the underwriters have informed us that they currently intend to make a market in the notes, they are not obligated to do so. In addition, the underwriters may discontinue any such market-making at any time without notice. The liquidity of any market for the notes will depend on the number of holders of the notes, the interest of securities dealers in making a market in the notes and other factors. Accordingly, we cannot assure you as to the development or liquidity of any market for the notes.

Increases in interest rates, which experienced record lows in recent years, could adversely impact the market price of our common units and our ability to issue additional common units in order to make acquisitions or reduce debt or for other purposes.

The credit markets experienced 50-year record lows in interest rates in recent years. As the overall economy continues to strengthen, monetary policy is likely to tighten, which would result in higher interest rates. Following the issuance of the notes, the interest rate on all of the notes will be fixed, and the rate on loans outstanding under our revolving credit facility will bear interest at a floating rate, a portion of which we have converted to a fixed rate through the use of interest rate swaps. Additionally, interest rates on future credit facilities could be higher than current levels, causing our financing costs to increase accordingly. As with other yield-oriented securities, the market price for our common units will be affected by the level of our cash distributions and implied distribution yield. The distribution yield is often used by investors to compare and rank yield-oriented securities for investment decision-making purposes. Therefore, changes in interest rates, either positive or negative, may affect the yield requirements of investors who invest in our common units, and a rising interest rate environment could have an adverse effect on the market price of our common units and our ability to issue additional common units, in order to make acquisitions or reduce debt or for other purposes.

We may not have the ability to raise funds necessary to finance any change of control offer required under the indenture.

Upon the occurrence of a change of control event, which occurrence (other than one involving the adoption of a plan relating to liquidation or dissolution) is followed by a ratings decline within 90 days of consummation of the transaction, we will be required to offer to purchase the notes at 101% of their principal amount plus accrued and unpaid interest to the date of purchase. If a purchase offer obligation arises under the indenture governing the notes, a change of control could also have occurred under the terms of our other debt, including our revolving credit facility, which could result in the acceleration of the indebtedness outstanding thereunder. Any of our future debt agreements may contain similar restrictions and provisions. If a purchase offer were required under the indenture, we may not have sufficient funds to pay the purchase price of all debt, including the notes, that we are required to purchase or repay.

Many of the covenants in the indenture will terminate if the notes are rated investment grade by either Moody s or Standard & Poor s.

Many of the covenants in the indenture governing the notes (including those that will restrict our ability to pay distributions, incur debt and to enter into certain other transactions) will no longer apply to us if the notes

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are rated investment grade by either Moody s or Standard & Poor s, provided at such time no default or event of default has occurred and is continuing. There can be no assurance that the notes will ever be rated investment grade, or that if they are rated investment grade, that the notes will maintain these ratings. However, termination of these covenants would allow us to engage in certain transactions that would not be permitted while these covenants were in force. See Description of Notes Certain Covenants Termination of Covenants.

Risks Relating to the Pending Acquisitions and the Hoover Acquisition

We may be unable to obtain the regulatory clearances required to complete the pending acquisitions or, in order to do so, we, PVR or Eagle Rock may be required to comply with material restrictions or satisfy material conditions.

The pending acquisitions are subject to review by the Antitrust Division of the Department of Justice (the Antitrust Division) and the FTC under the HSR Act, and potentially by state regulatory authorities.

The closing of the PVR merger is subject to the condition that there is no law, injunction, judgment or ruling by a governmental authority in effect enjoining, restraining, preventing or prohibiting the transactions contemplated by the PVR merger agreeme

9,659,382

(b)

-

Retained (deficit) earnings

(14,558,262

)

19,607

(14,538,655

)

(13,499,693

)

(d)

(1,038,962)

Total stockholders' equity

-

21,607

21,607

(978,393)

Total liabilities and stockholders' equity

-
82,389
82,389
-
82,389

(a) Adjustment to reflect outstanding common shares post reverse merger with IPv6 Summit of 60,568,603 at $0.001 par value.
(b) Eliminate additional paid-in capital of Innofone post reverse merger with IPv6 Summit.
(c) Record $1,000,000 note payable to Alex Lightmann related to reverse merger with IPv6 Summit.
(d) Eliminate deficit earnings of Innofone post reverse merger, record $58,569 of expense reverse merger expense and $1,000,000 consideration given to Alex Lightmann related to reverse merger which has been accounted for as a distribution.

Innofone.com, Incorporated
Proforma Condensed Statement of Operations
June 30, 2005
(Unaudited)

	Innofone.com	IPv6 Summit	Total	Adjustments DR (CR)		Proforma Total
Revenues		545,588	545,588			545,588
Cost of revenues		118,164	118,164			118,164
Gross profit	-	427,424	427,424			427,424
Operating expenses						
Depreciation and amortization		2,941	2,941			2,941
Selling, general and administrative expenses	681,000	466,913	1,147,913	58,569	(a)	1,206,482
Total operating expenses	681,000	469,854	1,150,854			1,209,423
Loss from operations	(681,000)	(42,430)	(723,430)			(781,999)
Other income (expense)						
Interest income		3	3			3
Loss on disposal of asset		(2,756)	(2,756)			(2,756)
Total other income (expense)	-	(2,753)	(2,753)			(2,753)
Net loss before provision for income taxes	(681,000)	(45,183)	(726,183)			(784,752)
Provision for income taxes		10,285				
Net loss	(681,000)	(55,468)	(726,183)	58,569		(784,752)

(a) Record reverse merger expense.

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Innofone.com, Incorporated
Notes to the Unaudited Proforma Financial Statements
June 30, 2005

On August 8, 2005, Innofone.com, Incorporated ("Innofone," the "Company") entered into a stock purchase agreement with Mr. Alex Lightman, President and Chief Executive Officer of IPv6 Summit, inc., to purchase 100% of the issued and outstanding shares of IPv6 Summit Inc. ("IPv6 Summit"), an entity engaged in developing new technology referred to as Internet Protocol version 6. At the time of the Agreement, Mr. Lightman was the President, Treasurer, Director and sole shareholder of IPv6 Summit and was not an officer or director of Innofone. Pursuant to the agreement, on October 12, 2005 the Company issued to Mr. Lightman a promissory note in the principal amount of $1,000,000 with interest at the rate of four percent (4%) per annum. Further, the Company issued to Mr. Lightman approximately 33,333,000 shares of the Company's restricted common stock. As a result of the stock purchase agreement, IPv6 Summit became a wholly owned subsidiary of the Company. Prior to this acquisition, the Company had no operations, assets or liabilities.

The adjustments to the historical financial statements reflect the effect of the recording of the reverse merger of the Company and the previously privately-held IPv6 Summit, Inc. The reported results of operations and financial condition are those of IPv6 Summit, Inc. since the Company has no operations or capital transactions other than the above-described acquisitions which this transaction has been accounted for as reverse acquisition. The adjustments eliminate the results of operations of the Company for the periods before the reverse acquisition of the Company by IPv6 Summit, Inc., combine the balance sheets of both entities and reflect the stockholders' equity/deficit as if the transaction had occurred at the date of the pro forma statements. Furthermore, the $1,000,000 promissory note issued to Mr. Lightman has been accounted for as a distribution by IPv6 Summit, Inc. to its shareholder.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

The information set forth in Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") contains certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, including, among others (i) expected changes in the Company's revenues and profitability, (ii) prospective business opportunities and (iii) the Company's strategy for financing its business. Forward-looking statements are statements other than historical information or statements of current condition. Some forward-looking statements may be identified by use of terms such as "believes", "anticipates", "intends" or "expects". These forward-looking statements relate to the plans, objectives and expectations of the Company for future operations. Although the Company believes that its expectations with respect to the forward-looking statements are based upon reasonable assumptions within the bounds of its knowledge of its business and operations, in light of the risks and uncertainties inherent in all future projections, the inclusion of forward-looking statements in this report should not be regarded as a representation by the Company or any other person that the objectives or plans of the Company will be achieved.

Overview

You should read the following discussion and analysis in conjunction with the Financial Statements in this prospectus and Notes hereto, and the other financial data appearing elsewhere in this prospectus.

The Company's revenues and results of operations could differ materially from those projected in the forward-looking statements as a result of numerous factors, including, but not limited to, the following: the risk of significant natural disaster, the inability of the Company to insure against certain risks, inflationary and deflationary conditions and cycles, currency exchange rates, changing government regulations domestically and internationally affecting the New Internet, including various taxing authorities, VAT, OSHA, and general market conditions, competition and pricing, changes in external competitive market factors, termination of certain agreements, protocol, or inability to enter into strategic agreements, inability to satisfy anticipated working capital or other cash shortage requirements, changes in or developments under domestic or foreign laws, regulations, governmental requirements or in the IT industry, changes in the Company's business strategy or an inability to execute its strategy due to unanticipated changes in the market. In light of these risks and uncertainties, there can be no assurance that actual results, performance or achievements of the Company will not differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

On October 18, 2005, we completed the relocation of our corporate headquarters to 1431 Ocean Avenue, Suite 1100, Santa Monica, California 90401 from 3470 Olney-Laytonsville, Road, Suite 118, Olney, Maryland 20832.

The Company is currently reviewing and implementing new disclosure controls and procedures to ensure that they fully comply with the new Securities Exchange Act Rules 13a-15 and 15d-15.

The Company currently operates one wholly owned subsidiary, IPv6 Summit, Inc., based in Santa Monica, California and anticipates seeking certain other strategic acquisitions. The Company also anticipates organizing an additional subsidiary to be located in Virginia, which will conduct trainings, workshops, and provide consulting services.

Results of Operations
The following results of operations are that of IPv6 Summit, Inc. for the years ended June 30, 2005 and 2004.

Revenues and Cost of Revenues

The Company derives revenues primarily from attendance fees of summit conferences held and corporate sponsorships related to such summits. Cost of revenues primarily relate to summit conference room rentals, food accommodations and advertising.

The Company held two summit conferences each year for both fiscal year 2005 and 2004. The Company's revenues totaling $546,000 for the year ended June 30, 2005, decreased by $7,000 compared to the prior year. The decrease primarily related to an increase of guest passes for summit conferences as compared to the prior year. Cost of revenues totaling $118,000 for the year ended June 30, 2005 decreased by $48,000 compared to the prior year. The decrease in cost of revenue primarily relates to better pricing on summit conference room rentals compared to the prior year. Overall, gross profit of $427,000 for the year ended June 30, 2005 increased by $39,000 as result decreased cost of revenue compared to the prior year. The Company believes it will hold approximately 3 summit conferences in the next 12 months. Additionally in the next 12 months, the Company plans on holding four Federal CIO IPv6 transitional workshops, training bootcamps for network engineers and provide IPv6 consulting to private companies and federal government agencies. The Company believes the IPv6 consulting services will become a significant part of the Company's overall revenues in the future.

Selling, General and Administrative Expenses

Selling, general and administrative expenses totaled $467,000 for the year ended June 30, 2005, an increase of $156,000 compared to the prior year. The increase primarily related to increased salaries and use of independent contractor for marketing the Company's summit conferences. The Company anticipates that selling, general and administrative expenses will continue to increase in the future and in the next 12 months by approximately $500,000.

Net Loss

Net loss totaling $45,000 for the year ended June 30, 2005, increased by $110,000 compared to the prior year as result of the factors previously mentioned above.

Liquidity and Capital Resources

The Company’s primary needs for liquidity and capital resources are the funding of salaries and other administrative expenses related to the management of the Company.

We entered into a Securities Purchase Agreement (the “Agreement”) with four accredited investors on August 31, 2005 for the sale of (i) $4,500,000 in callable secured convertible notes (the “Notes”) and (ii) warrants to buy 1,000,000 shares of our Common Stock (the “Warrants”). Pursuant to the Agreement, the investors are obligated to provide us with an aggregate of $4,500,000 in traunches as follows: (a) $1,500,000 was disbursed on September 1, 2005; (b) $1,500,000 will be disbursed upon the filing of a registration statement covering the shares of common stock underlying the Notes and Warrants; and (c) $1,500,000 will be disbursed upon the effectiveness of the registration statement.

The cash received pursuant to the Agreement to date is sufficient to sustain our operations for 12 months**.** In the event that the Company receives the full amount under the Agreement, such funds will sustain our operations for 24 months. The Company may be required to seek additional financing regardless of the amount of funds received pursuant to the Agreement.

On October 17, 2005 we amended and restated our promissory note issued to Mr. Alex Lightman, our Chief Executive Officer and President, on October 12, 2005, in connection with our Stock Purchase Agreement dated August 8, 2005. The principal face amount of the note is $1,000,000 and bears interest at the rate of four percent (4%) per annum. The note was amended and restated to provide for a repayment schedule that is to coincide with the timing that the Company receives the Traunches. Specifically, we will make monthly installment payments equal to $83,333.33 for each successive month starting on the date of execution of the note and ending January 17, 2006. Upon the filing of this registration statement and receipt of the second Traunche, we will make monthly installment payments of $83,333.33 for the four (4) successive months thereafter. Further, upon the effectiveness of this registration statement and receipt of the third Traunche, we will make monthly installment payments of $83,333.33 for the four (4) successive months thereafter.

Critical Accounting Policies and Estimates

The preparation of our financial statements requires our management to make estimates and assumptions that affect the reported amounts on our financial statements. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

The Notes to the financial statements included in this filing contain a discussion of our significant accounting policies and recent accounting pronouncements applicable to us.

Recent Accounting Pronouncements

In April 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities.” The Statement amends and clarifies accounting for derivative instruments, including certain derivative instruments embedded in other contracts entered into or modified after June 30, 2003. The guidance should be applied prospectively. The provisions of this Statement that relate to SFAS 133 Implementation Issues that have been effective for fiscal quarters that began prior to June 15, 2003, should continue to be applied in accordance with respective effective dates. In addition, certain provisions relating to forward purchases or sales of when-issued securities or other securities that do not yet exist, should be applied to existing contracts as well as new contracts entered into after June 30, 2003. The adoption of SFAS No. 149 is not expected to have an impact on the Company's financial statements.

In May 2003, the FASB issued Statement of Accounting Standards No. 150 "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" (SFAS No. 150). SFAS No. 150 establishes standards for classification and measurement in the statement of financial position of certain financial instruments with characteristics of both liabilities and equity. It requires classification of a financial instrument that is within its scope as a liability (or an asset in some circumstances). SFAS No. 150 is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. We have not yet determined the impact, if any, of the adoption of SFAS on its financial position or results of operations.

In May 2003, the consensus on EITF Issue No. 01-08, "Determining Whether an Arrangement Contains a Lease," was issued. The guidance in the consensus applies to the purchase or sale of goods and services under various types of contracts, including outsourcing arrangements. Based on the criteria in the consensus, both parties to an arrangement are required to determine whether the arrangement includes a lease within the scope of SFAS No. 13, "Accounting for Leases." The new requirement applies prospectively to new or modified arrangements for reporting periods beginning after May 28, 2003. Accordingly, as of August 1, 2003, the Company accounted for new or modified arrangements based on this guidance. Adoption of this standard did not have an impact on our financial statements.

On December 18, 2003 the SEC issued Staff Accounting Bulletin No. 104, Revenue Recognition ("SAB 104"), which supersedes SAB 101, Revenue Recognition in Financial Statements. SAB 104's primary purpose is to rescind accounting guidance contained in SAB 101 related to multiple element revenue arrangements, which was superseded as a result of the issuance of EITF 00-21, Accounting for Revenue Arrangements with Multiple Deliverables. The adoption of SAB 104 did not have a material impact on our financial position or results of operations.

In December 2004, the FASB issued SFAS No. 123 (revised 2004), Share-Based Payment, which is an amendment to SFAS No. 123, Accounting for Stock-Based Compensation and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. This new standard eliminates the ability to account for share-based compensation transactions using Accounting Principles Board (APB) No. 25, Accounting for Stock Issued to Employees (APB 25) and requires such transactions to be accounted for using a fair-valued-based method, with the resulting cost recognized in the Company's financial statements. This new standard is effective for annual periods beginning after June 15, 2005. The Company has not awarded or granted any share-based compensation to date and, therefore, the adoption of this standard is not expected to have any effect on the Company's financial position or results of operations until such time as share-based compensation is granted.

In December 2004, the FASB issued SFAS No. 153, Exchange of Non-monetary Assets. SFAS No. 153 amends APB Opinion No. 29, Accounting for Non-monetary Transactions, to eliminate the exception for non-monetary exchanges of similar productive assets. The Company will be required to apply this statement to non-monetary exchanges after December 31, 2005. The adoption of this standard is not expected to have a material effect on the Company's financial position or results of operations.

BUSINESS

History

On August 8, 2005, Innofone.com, Incorporated ("Innofone," the "Company,""we,""us" and "our") entered into a stock purcha agreement with Mr. Alex Lightman, our President and Chief Executive Officer, to purchase the total issued and outstanding shares of IPv6 Summit Inc. ("IPv6 Summit"), an entity engaged in developing new technology referred to as Internet Protocol version 6. At the time of the Agreement, Mr. Lightman was the President, Treasurer, Director and sole shareholder of IPv6 Summit and was not an officer or director of Innofone. Pursuant to the agreement, on October 12, 2005 we issued to Mr. Lightman a promissory note in the principal amount of $1,000,000 with interest at the rate of four percent (4%) per annum and issued to him approximately 33,333,000 shares of our restricted common stock in exchange for 100% of the issued and outstanding shares of IPv6 Summit. On October 17, 2005, we amended and restated the note to provide for the repayment to coincide with the Company's receipt of the Traunches as indicated herein. As a result of the stock purchase agreement, IPv6 Summit became a wholly owned subsidiary of the Company. Prior to this acquisition, we operated as a holding company for companies involved in technology and financial services.

Overview

The Internet as we know it today is based on Internet Protocol version 4, more commonly referred to as IPv4, a 32-year-old protocol. The IPv4 Internet is beginning to receive a major upgrade, with a new format for packets of data called Internet Protocol version 6, or IPv6. We believe that IPv6, sometimes called the New Internet, presents many new business opportunities, in roughly the same manner that the existing Internet did when it first hit the mainstream in the mid-1990s. The first major customers for the New Internet in the US were the Department of Defense, which in June 2003 mandated a transition within the department that would make it "IPv6-capable" by 2008, and the Office of Management and Budget, on behalf of the Federal Government, which recently also mandated transition to IPv6, and the hundreds of large companies that supply these two entities. Many, but not all, major technology companies have appointed IPv6 points of contact and developed IPv6-related marketing messages, including Microsoft, Cisco, Juniper, Nokia, Hewlett-Packard and about fifty others in the US.

In 2005, as in 1995, we believe that the new Internet market will be seized by first movers that both take advantage of the opportunities offered by the new technology and have a sound business plan to offer needed products and services to the American and global markets. It is forecast that the New Internet will see some of the same rapid rise as the existing Internet did between 1995 and 2000, quickly growing from millions to billions, and potentially trillions of dollars in global revenues impacted by the Internet. The Japanese government, for instance, which has done a great deal of research into the upcoming IPv6 market, estimates the market size of IPv6-ready goods/services in the year 2010 to be 170 trillion yen, or about $1.55 trillion in US currency

The advantages of IPv6 over the existing protocol are significant and can be summarized as "security, mobility, and ad hoc networking." These advantages are described in many articles and in over 244 presentations posted at http://www.usipv6.com, one of our company websites. In summary, some of the major new features are:

g) A vast increase of trillions of Internet addresses, resulting in what will seem to be almost unlimited Internet Protocol (IP) address availability, which will enable each customer to have many such addresses, inexpensively - for cell phones, game consoles, home appliances, consumer electronics and automobiles (getting such addresses with today's Internet is difficult, and costly in most parts of the world);
h) More secure wired and wireless communications (this is one reason the military has mandated this protocol, to send top secret information) in part because greater identity is possible with more addresses;
i) Mobile wireless online access (this is more difficult to do with IPv4);
j)

Television and voice over the Internet, or VoIP (very difficult and expensive to do well with IPv4 without multicast);

k) The online connection of many wireless devices, such as security cameras. Some forecasts estimate over one trillion Internet connected devices by 2015, an impossibility with only an IPv4 platform; and

l) Online connection of smart tags such as Radio Frequency Identification (RFID), which could enable tracking inventory and products as an essential part of any Enterprise Resource Program (ERP).

Simply put, one of the limitations of today's Internet is a shortage of addresses, so that the hardware or software equivalents of "middle men" are put into the system to let many people use one address, not unlike the old telephone party lines, where many people had the same "number," and everyone could listen in. The party line system had the advantage that a lot of people could be connected with few switched lines, but led to problems, such as lack of security. There was no way to assure that one person would be speaking with only one person at the other end. When every phone user got his/her own address, it led to many great new capabilities - such as privacy, the ability to deliver new services such as telefax messages to a particular person, and the ability to go mobile with cell phones, and caller ID, which enabled people to screen their calls, accepting only those they wanted to at that moment.

Similarly, the New Internet will give everyone his or her personal address (or thousands of them, as needed), which enables the potential for "end-to-end" connectivity. Each individual can know for certain who the specific receiver at the other end is, and this allows the system to check for service quality, and allows much easier mobile use and roaming, as well as multiple layers of individual security measures rather than today's "Maginot Line" style firewalls or Network Address Translation, which offer little protection once a hacker has broken through the protective wall. The difference between the New Internet and the existing one is thought by some to be as dramatic as the difference between the phones with individual numbers that we have today and the phones with party lines of yesteryear.

The Company offers three related services that are relevant to the New Internet: consulting, training and conference management. The Company believes that it has deep expertise in these three areas. The Company hopes to expand these services at a strategic time, when they are badly needed, and before entrenched competition arises, as the Company believes it inevitably will.

The Company will offer and manage these services from two corporate offices: our corporate headquarters in Santa Monica, California, and our Eastern Office in Northern Virginia, which we intend to set up in the fourth quarter of 2005.

Consulting Division

Our consulting division, directed by our VP of Consulting Services, serves major clients that need help with IPv6, especially executives of government agencies that suddenly must come up with plans on how to switch to the New Internet, and have to come up with detailed budgets and plans for doing so. The Company will also serve the executive management of the aerospace and IT companies that do business with the government.

Consulting contracts will be either directly with the end client (usually the case with public corporations) or, in the case of certain government offices, as a subcontractor to a company that has an existing "open ordering agreement" with such an office, often called a Systems Engineering and Technology Assistance (SETA) contract. Companies with broad SETA contracts for many branches of government include SAIC, Northrop Grumman, SI International, Titan/L-3 and Lockheed Martin. Working within an ongoing SETA contract with the government has the benefit that contracts can be entered into without the time consuming task of issuing solicitations for required work (by the clients) and generating proposals (by the Company). The Company and its officers are very familiar with this process, and the Company has consulted to clients both directly and as a subcontractor to other companies. The Company will attempt to obtain its own open ordering agreement contracts, both via SETAs and by getting onto the Government Services Administration (GSA) schedule; the Company anticipates that both of these will take 1-2 years to complete.

An important part of the consulting process will be identifying potential clients that need training, and recommending them to the Company's Training Division. Likewise, the consultants will promote the Company's conferences and other services, as will all of its employees.

In addition to conducting presentations and briefings, both on-site at customer facilities and off-site at hotels and other facilities the Company may rent space in, the consultants will also recommend various products, such as Panasonic IPv6-enabled video cameras for security, that may be available for sale on the Company's website. At present and subject to change, our plan is that the Company's role will be purely that of a pass-through; it will not conduct the sale, shipping or customer support of these products. Although it will receive a commission on sales, the Company's main interest for the products available on its website will be the convenience of the customer. There will usually be several brands of an IPv6 product available on the website, so that the Company does not show favoritism to one supplier (and perhaps lose competitors as sponsors for its conferences).

The consultants will price their services by job or by time. They will deliver white papers (technical background documents) and reports, as well as videos and multimedia presentations. In addition to face-to-face contact with customers, the consultants will also generate video presentations of certain basic technical materials, and will make these available to remote customer sites. All consultant work by the Company for the foreseeable future will be unclassified. The Company will investigate applying for clearances if necessary for government work, and whether the additional costs of secured offices, locking safes, etc. can be justified.

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Corporate Headquarters in Southern California (Santa Monica, CA)

Although the Company maintained an office in Maryland, we moved our headquarters to Southern California on or about October 18, 2005. Our California headquarters is responsible for the overall management of the Company as well as marketing communications and support materials. It is anticipated that the Company will hire a Vice President of Business Development who will manage our Santa Monica office in the future. Further, the Vice President of Consulting, and when hired, the Vice President of Business Development will identify and secure consulting opportunities within the different customer communities, by phone calls and other communications, attending conferences, and advertisements. This office will also house consultants for the Southern California customer area, including military bases and major aerospace firms such as Northrop Grumman.

Eastern Seaboard Offices (Northern Virginia)

The Vice President of Consulting is establishing our Washington, DC area offices. He will recruit and support appropriate expert consultants for the regional customer community, and support them with promotional and other materials. The Eastern Office is located nearby Washington, D.C., an area that has a heavy concentration of targeted customers, both government offices and companies that supply Information Technology (IT) products and services to those offices.

This office will support the consultant staff for the Eastern United States, and will be used for meetings with customers. The office suite will have a conference room capable of holding 20-30 people, with a projector and large screen, and high speed IPv4 and IPv6 Internet connectivity, so that IPv6 capabilities such as Television delivered over the Internet (IPTV) and IPv6-enabled video security cameras can be demonstrated.

Training Division

The Company will perform two types of training services - one in the form of executive training (including introductions to the technology and outlines of new business opportunities) and the other in the form of business management training (including project management, and conformance of proposals with IPv6 contractual requirements) and technologist, system administration and engineer training (with certificates similar to those awarded for Cisco or Microsoft system mastery).

The Company estimates that the Eastern Office will eventually support a manager and up to ten training personnel, and the headquarters offices in Santa Monica will have a manager and up to eight trainers, a combination of employees and independent contractors. The Santa Monica Headquarters will coordinate the generation of courseware and other training materials, especially during the beginning of Year 1 (when basic courseware for classes has to be generated) and at the beginning of Year 3 (when online courseware will be generated in order to leverage trainers for a wider audience).

Most training courses will be of a one-week duration, but there will also be two-day Boot Camps (typically on weekends), and one-day and part-day trainings for management and executives.

Conference Management Division

Conference Management will be conducted mainly from the Santa Monica office, with the assistance of consultants that are local to conference locations, such as Press Relations managers for areas such as Washington, D.C. or Bonn, Germany. In addition to expanding the two events in Reston, VA (by adding more materials oriented towards upcoming military programs and toward the consumer electronics market), the Company plans to add a yearly event in California, which should attract the many aerospace and IT companies on the West Coast, as well as the military bases in the area.

Additional specialized conferences planned for the US will address the market areas of NCO (Network Centric Operations), RFIDs, Transition to IPv6, Contracts issues, and Consumer Electronics; they will be held in different cities, including New York, Chicago, San Jose, Las Vegas, and Washington, D.C.

The Company will likely add two overseas events, one for Asia (to be held in Japan, Korea, or Singapore), and one for Europe, to be held in Germany (either Bonn or Berlin are central to NATO, and are only driving distance away for the European branches of US military units such as USAREUR, EUCOM, USAFE, for HQ German Armed Forces in Bonn, and for major US corporations such as IBM, Hewlett Packard, CSC, etc., many of which are in the Frankfurt or Bonn-Cologne area. It may prove wise to hold conferences in the United Kingdom as well, but this is not as central a location for many of the known clients at this time.

Our Corporate Strategy

The strategy of the Company has five thrust areas:

Conduct and publicize the major IPv6 conference.

The goodwill that is being built up at these conferences is key to achieving corporate goals. The government and corporate executives who are featured as speakers build up goodwill because they have been invited to speak. We believe the conferences help the audience see the Company as an authority figure and one of the positive, constructive, community building leaders in the IPv6 area. The Company gains deep knowledge of the status of organizations regarding IPv6, and who needs help (such as consulting and training), as well as what best practices for IPv6 adoption are being developed and working in the field. The past conferences have also incorporated training sessions, where the Company obtained experience in what training was necessary and desired by the community. Finally, the list of attendees at the conferences represent a unique database for the Company of both executives and working-level technologists, as well as marketing and other staffers.

Support completion of the IPv6 standard.

The Company has a relationship to the IPv6 Association; a neutral body that could help formulate and provide input to the issues of what "IPv6-capable" means and how it will be implemented, with respect to the IETF and other standards bodies. The precise formulation of standards for IPv6 implementation in specific applications (such as use in cellphones, wireless video cameras, home appliances or video transmission) by an internationally accepted expert group that is not prone to favor a particular manufacturer is important to the Company in several ways. First, such standards must exist and be unambiguous so that the Company's consultants are able to clearly define to clients what specific standards they have to get their company to meet. Second, the Training arm of the Company must have such standards to relate to in order to train its clients to levels that are universally understood and accepted, and in order to issue Certificates of Completion after students have achieved a defined level of expertise.

Be a first mover.

The Company is starting out early in its quest to become the premier consulting/training/conference entity in the IPv6 space, in order to hit the "golden hour" in 2-3 years when the Company believes IPv6 demand and applications will start to really take off in the US (in part because the government will be transitioning to IPv6 during this time on a massive basis). The Company is seeking to establish a dominate foothold now because the IPv6 space is not, as of yet, overly populated with competitors. The Company believes this prime time period where the market share is ripe for the taking will be long gone by the 2010 time period.

Build a solid base, and look for targets of opportunity.

The Company will build a business base of steady growth in a strategic and profitable area, and will then acquire a target of opportunity that offers fast leveraged growth in a related area. Part of this effort will be the support of the IPv6 industry by promotion (such as Conferences) and by garnering political support (such as Congressional Hearings). In this way, the Company believes that it will not just help the growth of IPv6, but will have its "hand on the pulse" of the Industry, to know what related services will soon be sought very actively.

Seek Growth through Acquisition.

The Company is currently in discussions with parties to make strategic acquisitions to augment its business. Current acquisition criteria include, among other things: revenue (preferably over $1 million), earnings, and technology and/or content related to the Internet that could potentially be enhanced by adding IPv6 capabilities. The Company intends to expand beyond being just a conference and consulting business by seeking to acquire strong companies with similar corporate cultures that each can either benefit directly from the implementation of IPv6, having an existing subscriber base capable of leveraging IPv6, and/or enable a broader usage of IPv6. The Company has not entered into any agreements or binding letters of intent for any such acquisition.

Competition

The Company has three major business divisions, all of them related to IPv6 technology: Consulting (this includes consulting to corporate executives, as well as offering IPv6-related equipment from 3rd parties on the Company website), training and conference management. The only other company in the US that specializes in IPv6 consulting at present is Native6, Inc. of Seattle, which is essentially a small two-man company that we believe is not financially structured for the sort of growth that the Company anticipates (see: http://www.native6.com). The Company believes that is chief competitors in IPv6 training are Sunset Learning (which does not specialize in IPv6; its main business is Cisco-related training - see: http://www.sunsetlearning.com) and Native6, Inc. The competitors for IPv6 conferences are: IGI (Information Gatekeepers, Inc. - see: http://www.igigroup.com), which has recently started to put on small IPv6 technical conferences in the US; the IPv6 Forum, a loosely organized group based in Luxembourg which supports small technical conferences put on worldwide, usually by affiliated local groups (for instance, its California conference is organized by IGI, mentioned above); and, Consul Intel, a small company that conducts a yearly IPv6 conference in Spain (see: http://www.consulintel.es).

Intellectual Property

The Company has pending trademark and servicemark applications with the United States Patent and Trademark Office ("USPTO") for the marks "IPv6 Summit", "New Internet" and "North American IPv6 Summit." The USPTO had issued an office action as of September 27, 2005 indicating certain requests for clarification and deficiencies and need for amendment of the subject marks. Although the Company is confident that such servicemarks will be awarded as filed, there is no certainty that the USPTO will award any of the trademarks as applied for or as may be requested in the future.

Employees

As of the date of this prospectus, we have 6 employees. Of these employees, 3 serve in management positions as full time employees.

None of our employees are covered by a collective bargaining agreement. We have never experienced a work stoppage and we believe that we have satisfactory working relations with our employees.

ITEM 2. DESCRIPTION OF PROPERTY

The Company does not own any real estate. The company currently rents approximately 2,000 square feet of space at 1431 Ocean Avenue, Suite 1100, Santa Monica, California 90401. The lease is currently on a month-to-month basis and the Company is paying approximately $2,468 for four offices.

We believe that the premises leased are adequate for our current and near term requirements.

ITEM 3. LEGAL PROCEEDINGS

We are not currently involved in any real or threatened legal proceedings.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted for stockholders' vote during the fourth quarter of the fiscal year 2005.

MANAGEMENT

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT.

The following table sets forth the name, age and position of each of the members of our board of directors, executive officers and promoters as of August 8, 2005:

Name	Age	Position
Alex Lightman	43	Chief Executive Officer, President, Director
Peter Maddocks	49	Chief Financial Officer and Director
Frederick Dale Geesey	36	Vice President of Consulting
Paul Shephard	50	Secretary

The principal occupations and brief summary of the background of each executive officer and director of the Company is as follows:

Mr. Alex Lightman has been our President, CEO and a director since August 2005. From June 2003 to July 2005 he was the founding CEO and Chairman of IPv6 Summit, Inc., the leading organizer of international IPv6 events and consultants to government and industry on IPv6 applications, training, and promotion. From May 1999 to Present Mr. Lightman has been the CEO of Charmed Technology, (www.charmed.com) He is the founding director of The 4G Society and the first Cal- (IT)2 Scholar at the California Institute for Telecommunications and Information Technology, a joint program of UCSD and UCI (www.calit2.net). Mr. Lightman has nearly 20 years of high technology management experience and, in addition, has experience in politics (including work for a US Senator), consulting, the oil drilling industry, and the renewable energy industry. He also produced the 100 Brave New Unwired World fashion shows, featuring wearable and pervasive computing, which included many of Lightman's own inventions and designs, such as the patented Charmed Viewer display and the first Internet jewelry. Harvard Business School featured Lightman and Charmed in a case study that recognized Lightman's pioneering innovation of presenting computers as fashion. Both the show and Lightman's designs are now copied worldwide. Mr. Lightman is the author of *Brave New Unwired World* (Wiley, 2002) and a 1983 graduate of the Massachusetts Institute of Technology. He has attended graduate school at the Kennedy School of Government (Harvard University) and the University of Phoenix.

Mr. Peter Maddocks has been a Director and Chief Financial Officer since August 2005. From October 2001 to January 2004, Mr. Maddocks was a Management Consultant of Abbey National Bank Italy. From May 1999 to September 2001, Mr. Maddocks was a Management Consultant of Standard Chartered Grindlays Private Banking Group. Mr. Maddocks was a Vice President for leading financial services companies with 20+ years experience in finance, planning and control roles in the Retail, Corporate and Private Banking industry segments (Citi, ANZ, Abbey). Mr. Maddocks has significantly participated in the establishment and growth of new and re engineered global businesses and functions with various banking groups. Responsibilities have included heading the Global Financial Control function for a major new business launch, Regional Financial Controller SE Europe, design and implementation of financial and non-financial management control systems, budget management and development of policies and procedures. Mr. Maddocks has maintained constant interaction with Senior Executives via participation in various committees and matrix reporting structures. Maddocks has operated both in senior management roles and as an external consultant. He is a Chartered Accountant and speaks fluent Italian. He is a resident of Kent, England.

Mr. Frederick Dale Geesey has been the Vice President of Consulting since September 2005. From 2004 to August 2005, Mr. Geesey was the Director of Army IPv6 Programs of SI International, Inc. Dale has worked closely with the Department of Defense ("DoD") in their IPv6 transition activities and recently supported the development of the DoD's IPv6 Transition Plan and response to congressional inquiries regarding the DoD's transition to IPv6. He directly supported the DoD IPv6 Transition Office and the Army's IPv6 transition team in the development of their overall IPv6 transition strategy, program planning and technical solutions. Mr. Geesey has been a participant of several DoD IPv6 technical working groups in the areas of network infrastructure, Information Assurance and Testing. From 2003 to 2004, Mr. Geesey was the Director of Government Markets of Intrado, Inc. From 2002 to 2003, Mr. Geesey was the President and COO of Auspex Technologies, LLC. From 2000 to 2002, Mr. Geesey was the Senior Director, Product Management/Engineering, of Cambrian Communications, LLC. Mr. Geesey holds a Bachelor's degree in Electrical Engineering from Old Dominion University, a Master's degree in Electrical Engineering from George Mason University and a Masters of Business Administration from California Coast University.

Mr. Paul Shepherd has been our Secretary since August 2005. From June 2000 to August, 2005 Mr. Shepherd has been a successful private marketing consultant for numerous private companies and individuals. Mr. Shepherd holds an Associate in Arts in Business Administration at Santa Monica College.

ITEM 10. EXECUTIVE COMPENSATION

The following table sets forth the aggregate cash compensation paid by the Company to: (i) its Chief Executive Officer, Chairman and Chief Financial Officer; and (ii) its most highly compensated officers whose cash compensation exceeded $100,000 for services performed from August 8, 2005, the date we completed our acquisition of IPv6 Summit, through October 18, 2005.

Name and Principal Position	Year	Salary($)	Bonus($)	Other Annual Compensation ($)	Restricted Stock Award(s) ($)	Securities Underlying Options SARs(#)	LTIP Payouts($)	All Other Compensation ($)
Alex Lightman (1)	2005	$ 45,565						
Peter Maddocks (2)	2005	--	--	$ 25,000(2)	--	--	--	--
Dale Geesey (3)	2005	$ 7,705		--	--	200,000(3)	--	--
Paul Shephard	2005	--						

*The Company hired its executive officers on or about August 8, 2005 as a result of the Stock Purchase Agreement. Accordingly, none of the executive officers have earned full year annual compensation or long tem compensation. This table reflects annual compensation paid to the executive officers from August 8, 2005 to date.

(1) Mr. Lightman is expected to earn an annual salary of approximately $400,000 during the next fiscal year.
(2) Mr. Maddocks has been paid a one-time advance payment of $25,000 for his board representation for the next fiscal year.
(3) Mr. Geesey is expected to earn an annual salary of $150,000 during the next fiscal year. Pursuant to Mr. Geesey's employment agreement, he is eligible to receive options to purchase 200,000 shares of the Company's restricted common stock commencing on the effective date that the Company initiates any Stock Option Plan.

COMPENSATION PLANS

We do not have any option, annuity, retirement, pension or deferred compensation plan or other arrangements under which an executive officer is entitled to participate without similar participation by other employees.

DIRECTOR COMPENSATION

We do not have any agreement to compensate our directors at this time, however we have paid a one-time advance payment of $25,000 to Mr. Maddocks for his board representation for the next fiscal year.

EMPLOYMENT AGREEMENTS

On September 22, 2005, the Company entered into an employment agreement with Frederick Dale Geesey, our Vice President of Consulting. The term of the agreement is for one year and provides for an annual base salary of $150,000 with certain performance based target bonuses. The agreement also provides for the issuance of options to purchase 200,000 shares of restricted common stock. The options vest over a period of three years.

On September 6, 2005, the Company entered into an employment agreement with Gerard Casale, Esq., our Corporate Counsel. The agreement provides for an initial part time term during which Mr. Casale shall be our Corporate General Counsel with an annual salary of $142,500 and shall be issued 50,000 shares of restricted common stock. Subject to Mr. Casale's agreement, on or about December 1, 2005, Mr. Casale may be become our Vice President of Business and Legal Affairs with an annual salary of $285,000 and shall be issued 100,000 shares of our restricted common stock.

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On October 11, 2005, the Company entered into an employment agreement with Leah Thompson, our Manager of Administrative Operations. The agreement provides for a one-year term with an annual base salary of $80,000 with certain performance-based target bonuses. The agreement also provides for the issuance of options to purchase 100,000 shares of restricted common stock. The options vest over a period of two years.

The Company currently has an understanding in principle with Alex Lightman our Chief Executive Officer and President, providing for terms of his employment. Specifically, the Company and Mr. Lightman have agreed to a five-year employment agreement with an annual salary of $400,000. The Company anticipates entering a formal written agreement with Mr. Lightman in the fourth quarter of 2005.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock by each person or group that is known by the Company to be the beneficial owner of more than five percent of its outstanding Common Stock, each director of the Company, each person named in the Summary Compensation Table, and all directors and executive officers of the Company as a group as of October 7, 2005. Unless otherwise indicated, the company believes that the persons named in the table below, based on information furnished by such owners, have sole voting and investment power with respect to the Common Stock beneficially owned by them, where applicable. As of October 24, 2005, there were 61,388,270 shares of common stock issued and outstanding.

Name/Address of Beneficial Owner	Position with Company	Amount and Nature of Beneficial Ownership of Class A common Stock (1)	Percentage of Securities (1)
Alexander Lightman(2)/*	President	6,333,000	10.32%
Peter Maddocks*	CFO	0	0
Dale Geesey*	VP of Consulting	0	0
Paul Shephard	Secretary	0	0
Alliance Housing Partners(3) c/o 17 W Jefferson St., Suite 1 Rockville, MD 20850	--	3,750,000	6.11%
Equitocracy Trust(2) c/o 1431 Ocean Avenue, Suite 419 Santa Monica, CA 90401	--	27,000,000	43.98%
Frederic Richardson(3)	--	17,180,000	27.99%
All executive officers and Directors as a group (4 persons)			54.3%

* Address of all holders is c/o Innofone.com, Incorporated, 1431 Ocean Avenue, Suite 1100, Santa Monica, California 90401.

(1) Pursuant to the rules of the Securities and Exchange Commission, a person is deemed to "beneficially own" shares of common stock over which the person has or shares investment or voting power, or has the right to acquire such power within 60 days. The percentage of common stock owned is calculated based on the number of shares of common stock outstanding, plus in the case of each person the number of shares of common stock issuable only to such person upon the exercise of options or warrants and the conversion of convertible debt securities.

(2) Mr. Alex Lightman, our Chief Executive Officer and President, is the trustee of the Equitocracy Trust and is deemed to be the beneficial owner of the shares owned by that entity.

(3) Mr. Frederic Richardson was the President and CEO of the Company prior to consummation of our Stock Purchase Agreement entered into on August 8, 2005. Mr. Richardson does not hold any current positions with the Company. We have been advised that on August 19, 2005, Mr. Richardson entered into two Stock Purchase Agreements, each with Abbey International Holdings, Ltd. providing for the sale to Abbey of an aggregate of 20,500,000 shares of our common stock. Approximately 17,000,000 shares of common stock were to be sold by Mr. Richardson and the remaining 3,500,000 shares of common stock were to be sold by Alliance Housing Partners, an entity that Mr. Richardson controls. The sales were contingent upon certain conditions. To date, the transfers have not been reflected on the Company's books by its transfer agent.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On August 8, 2005, we entered into a stock purchase agreement with Mr. Alex Lightman to purchase the total issued and outstanding shares of IPv6 Summit Inc., an entity engaged in developing new technology referred to as Internet Protocol version 6. Pursuant to the agreement, we agreed to pay Mr. Lightman $1,000,000 in the form of a promissory note and issue to him approximately 33,333,000 shares of our restricted common stock in exchange for 100% of the issued and outstanding shares of IPv6. As a result of the stock purchase agreement, IPv6 Summit Inc. became a wholly owned subsidiary of the Company and Mr. Lightman became our President and Chief Executive Officer. Prior to this acquisition, we operated as a holding company for companies involved in technology and financial services.

On August 31, 2005, Mr. Lightman pledged 3 million shares to support obligations under the Notes issued to various investors on August 31, 2005.

On October 17, 2005 we amended and restated our promissory note issued to Mr. Alex Lightman, our Chief Executive Officer and President, on October 12, 2005, in connection with our Stock Purchase Agreement dated August 8, 2005. The principal face amount of the note is $1,000,000 and bears interest at the rate of four percent (4%) per annum The note was amended and restated to provide for a repayment schedule which is to coincide with the timing that the Company receives the Traunches. Specifically, we will make monthly installment payments equal to $83,333.33 for each successive month starting on the date of execution of the note and ending January 17, 2006. Upon the filing of this registration statement and receipt of the second Traunche, we will make monthly installment payments of $83,333.33 for the four (4) successive months thereafter. Further, upon the effectiveness of this registration statement and receipt of the third Traunche, we will make monthly installment payments of $83,333.33 for the four (4) successive months thereafter.

DESCRIPTION OF SECURITIES

The Company's authorized capital stock consists of 950,000,000 shares of common stock, par value of $0.001 per share, of which 61,388,270 issued and outstanding as of October 18, 2005. The holders of shares of our common stock are entitled to elect all of the directors and to one vote per share on all matters submitted to shareholder vote. Holders of our common stock are entitled to receive ratably dividends, subject to the rights of the holders of Preferred Stock (if any), as may be declared by our Board of Directors out of funds legally available therefore.

All of the shares of our authorized capital stock, when issued for such consideration as our board of directors may determine, shall be fully paid and non-assessable. Our board of directors has the discretion and may, by adoption of a resolution, designate one or more series of preferred stock and has the power to determine the conversion and/or redemption rights, preferences and privileges of each such series of preferred stock provided that such conversion and/or redemption rights, preferences and privileges of any series of preferred stock does not subordinate or otherwise limit the conversion and/or redemption rights, preferences and/or privileges of any previously issued series of preferred stock.

TRANSFER AGENT

The Company’s transfer agent is Interwest Transfer Company, Inc.

SHARES ELIGIBLE FOR RESALE

Future sales of a substantial number of shares of our common stock in the public market could adversely affect market prices prevailing from time to time. Under the terms of this offering, the shares of common stock offered may be resold without restriction or further registration under the Securities Act of 1933, except that any shares purchased by our "affiliates," as that term is defined under the Securities Act of 1933, may generally only be sold in compliance with Rule 144 under the Securities Act of 1933.

SALE OF RESTRICTED SHARES. Certain shares of our outstanding common stock were issued and sold by us in private transactions in reliance upon exemptions from registration under the Securities Act of 1933 and have not been registered for resale. There are 1,311,224 shares of our common stock that are not restricted by Rule 144 because they are in the public float. Resales of the remainder of our issued and outstanding shares of common stock are restricted under Rule 144. There are 60,077,046 shares of our common stock that are restricted, including shares subject to outstanding warrants to purchase, or notes convertible into, common stock (excluding any conversions of notes to date). Such shares may be sold only pursuant to an effective registration statement filed by us or an applicable exemption, including the exemption contained in Rule 144 promulgated under the Securities Act of 1933.

In general, under Rule 144 as currently in effect, a shareholder, including one of our affiliates, may sell shares of common stock after at least one year has elapsed since such shares were acquired from us or our affiliate. The number of shares of common stock which may be sold within any three-month period is limited to the greater of: (i) one percent of our then outstanding common stock, or (ii) the average weekly trading volume in our common stock during the four calendar weeks preceding the date on which notice of such sale was filed under Rule 144. Certain other requirements of Rule 144 concerning availability of public information, manner of sale and notice of sale must also be satisfied. In addition, a shareholder who is not our affiliate, who has not been our affiliate for 90 days prior to the sale, and who has beneficially owned shares acquired from us or our affiliate for over two years may resell the shares of common stock without compliance with many of the foregoing requirements under Rule 144.

SELLING STOCKHOLDERS

We agreed to register for resale shares of common stock by the selling stockholders listed below. The selling stockholders may from time to time offer and sell any or all of their shares that are registered under this prospectus. All expenses incurred with respect to the registration of the common stock will be borne by us, but we will not be obligated to pay any underwriting fees, discounts, commissions or other expenses incurred by the selling stockholders in connection with the sale of such shares.

The following table sets forth information with respect to the maximum number of shares of common stock beneficially owned by the selling stockholders named below and as adjusted to give effect to the sale of the shares offered hereby. The shares beneficially owned have been determined in accordance with rules promulgated by the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. The information in the table below is current as of the date of this prospectus. All information contained in the table below is based upon information provided to us by the selling stockholders and we have not independently verified this information. The selling stockholders are not making any representation that any shares covered by the prospectus will be offered for sale. The selling stockholders may from time to time offer and sell pursuant to this prospectus any or all of the common stock being registered.

Except as indicated below, none of the selling stockholders has held any position or office with us, nor are any of the selling stockholders associates or affiliates of any of our officers or directors. Except as indicated below, no selling stockholder is the beneficial owner of any additional shares of common stock or other equity securities issued by us or any securities convertible into, or exercisable or exchangeable for, our equity securities. No selling stockholder is a registered broker-dealer or an affiliate of a broker-dealer.

For purposes of this table, beneficial ownership is determined in accordance with SEC rules, and includes voting power and investment power with respect to shares and shares owned pursuant to warrants exercisable within 60 days. The "Number of Shares Beneficially Owned After the Offering" column assumes the sale of all shares offered.

As explained below under “Plan of Distribution,” we have agreed with the selling stockholders to bear certain expenses (other than broker discounts and commissions, if any) in connection with the registration statement, which includes this prospectus.

Name	Number of Shares Beneficially Owned Prior to Offering(1)(2)	Number of Shares Offered	Number of Shares Beneficially Owned After the Offering
AJW Partners, LLC (3)/(4)	1,427,506	1,427,506	0
AJW Offshore, Ltd (3)/(5)	6,066,901	6,066,901	0
AJW Qualified Partners LLC(3)/(6)	4,223,039	4,223,039	0
New Millennium Capital Partners II LLC (3)/(7)	178,438	178,438	0

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(1) Unless otherwise indicated, the selling stockholders have sole voting and investment power with respect to their shares of common stock. The inclusion of any shares in this table does not constitute an admission of beneficial ownership for the selling stockholders.

(2) The actual number of shares of Common Stock offered in this prospectus, and included in the registration statement of which this prospectus is a part, includes such additional number of shares of common stock as may be issued or issuable upon conversion of the callable secured convertible notes and exercise of the related warrants by reason of any stock split, stock dividend or similar transaction involving the common stock, in accordance with Rule 416 under the Securities Act of 1933, as amended. However the selling stockholders have contractually agreed to restrict their ability to convert their callable secured convertible notes or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them in the aggregate and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock as determined in accordance with Section 13(d) of the Exchange Act. Accordingly, the number of shares of common stock set forth in the table for the selling stockholders exceeds the number of shares of common stock that the selling stockholders could own beneficially at any given time through their ownership of the callable secured convertible notes and the warrants. In that regard, the beneficial ownership of the common stock by the selling stockholder set forth in the table is not determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

(3) Some of the selling stockholders are affiliates of each other because they are under common control. AJW Partners, LLC is a private investment fund that is owned by its investors and managed by SMS Group, LLC. SMS Group, LLC, of which Mr. Corey is Ribotsky is the fund manager, has voting and investment control over the shares listed bellow owned by AJW Partners, LLC. AJW Partners, LLC intends to transfer shares to certain of its affiliates. AJW Offshore, Ltd., formerly known as AJW/New Millennium Offshore, Ltd. and a designee of AJW Partners, LLC, is a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares owned by AJW Offshore, Ltd. AJW Qualified Partners, LLC, formerly known as Pegasus Capital Partners, LLC and a designee of AJW Partners, LLC, is a private investment fund that is owned by its investors and managed by AJW Manager, LLC, of which Corey S. Ribotsky and Lloyd A. Groveman are the fund managers, have voting and investment control over the shares listed below owned by AJW Qualified Partners, LLC. New Millennium Capital Partners II, LLC, a designee of AJW Partners, LLC, a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares owned by New Millennium Capital Partners II, LLC.

(4) Includes 1,307,506 shares of common stock issuable upon conversion of the Note and 120,000 shares of common stock issuable upon exercise of warrants.

(5) Includes 5,556,901 shares of common stock issuable upon conversion of the Note and 510,000 shares of common stock issuable upon exercise of warrants.

(6) Includes 3,868,039 shares of common stock issuable upon conversion of the Note and 355,000 shares of common stock issuable upon exercise of warrants.

(7) Includes 163,438 shares of common stock issuable upon conversion of the Note and 15,000 shares of common stock issuable upon exercise of warrants.

TERMS OF CALLABLE SECURED CONVERTIBLE NOTES

To obtain funding for our ongoing operations, we entered into a Securities Purchase Agreement with four accredited investors on August 31, 2005 for the sale of (i) $4,500,000 in callable secured convertible notes and (ii) warrants to buy 1,000,000 shares of our Common Stock. This prospectus relates to the resale of our Common Stock underlying these callable secured convertible notes and warrants. The investors are obligated to provide us with an aggregate of $4,500,000 in traunches as follows (the “Traunches”):

- $1,500,000 was disbursed on September 1, 2005;
- $1,500,000 will be disbursed upon the filing of this registration statement; and
- $1,500,000 will be disbursed upon this prospectus being declared effective.

Accordingly, upon filing of this registration statement, we will have received a total of $3,000,000 pursuant to the Securities Purchase Agreement.

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The funds from the sale of the callable secured convertible notes will be primarily used for working capital needs. The callable secured convertible notes bear interest at 8% (unless our common stock is greater than $2.50 per share for each trading day of a month, in which event no interest is payable during such month), mature within three years from the date of issuance, and are convertible into our Class A Common Stock, at the investors' option, at a per share price equal to the lesser of $3.50 or 30% discount to the average of the three lowest trading prices of the Common Stock during the 20 day trading day period prior to conversion. The callable secured convertible notes become immediately due and payable and we will pay an amount equal to 130% times the sum of (a) the then outstanding principal amount of the Note immediately following the maximum conversion date (the date that we issue 19.99% of our issued and outstanding shares), plus (b) accrued and unpaid interest on the unpaid principal amount of the Note to within fifteen (15) days of the maximum conversion date, plus (c) default interest, if any, on the amounts referred to in clause (a) and/or (b) above, plus (d) any optional amounts that may be added thereto at the maximum conversion date by the holder (the then outstanding principal amount of this Note immediately following the maximum conversion date), plus the amounts referred to in clauses (b), (c) and (d) above shall collectively be referred to as the "**Remaining Convertible Amount**"). In the event that the sum of (x) the aggregate number of shares of Common Stock issued upon conversion of the Notes issued pursuant to the Purchase Agreement plus (y) the aggregate number of shares of Common Stock that remain issuable upon conversion of the Notes and the other Notes issued pursuant to the Purchase Agreement, represents at least one hundred percent (100%) of the maximum share amount (the "**Triggering Event**"), the Borrower will use its best efforts to seek and obtain Shareholder Approval (or obtain such other relief as will allow conversions hereunder in excess of the Maximum Share Amount) as soon as practicable following the Triggering Event and before the maximum conversion date. As used herein, "**Shareholder Approval**" means approval by the shareholders of the Company to authorize the issuance of the full number of shares of Common Stock which would be issuable upon full conversion of the then outstanding Notes but for the Maximum Share Amount. In connection with the issuance of the Notes, we agreed to register two times the number of shares of common stock issuable upon conversion of the Notes.

The warrants are exercisable until five years from the date of issuance. The conversion price of the callable secured convertible notes and the exercise price of the warrants will be adjusted in the event that we issue common stock at a price below the fixed conversion price, below market price, with the exception of any securities issued in connection with the Securities Purchase Agreement. The conversion price of the callable secured convertible notes and the exercise price of the warrants may be adjusted in certain circumstances, such as, if we pay a stock dividend, subdivide or combine outstanding shares of common stock into a greater or lesser number of shares, or take such other actions as would otherwise result in dilution of the selling stockholder's position. The selling stockholders have contractually agreed to restrict their ability to convert or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock. In addition, we have granted the investors a security interest in substantially all of our assets and intellectual property.

The warrants have an exercise price of $5.00 per share. The selling stockholders will be entitled to exercise the warrants on a cashless basis if the shares of common stock underlying the warrants are not then registered pursuant to an effective registration statement. In the event that the selling stockholder exercises the warrants on a cashless basis, then we will not receive any proceeds. In addition, the exercise price of the warrants will be adjusted in the event we issue common stock at a price below market, with the exception of any securities issued as of the date of the warrants or issued in connection with the callable secured convertible notes issued pursuant to the Securities Purchase Agreement, dated August 8, 2005.

Upon the issuance of shares of common stock below the market price, the exercise price of the warrants will be reduced accordingly. The market price means: (i) the average of the last reported sale prices for our shares of our Common Stock for the five trading days immediately preceding such issuance as set forth on our principal trading market; (ii) if the OTCBB is not the principal trading market, the average of the last reported sale prices on the principal trading market for the Common Stock during the same period or (iii) if the market value cannot be calculated then the fair market value as reasonably determined in good faith by our board of directors, or at the option of a majority-in-interest of the holders of the outstanding warrants, by an independent investment bank. The exercise price shall be determined by multiplying the exercise price in effect immediately prior to the dilutive issuance by a fraction. The numerator of the fraction is equal to the sum of the number of shares outstanding immediately prior to the offering plus the quotient of the amount of consideration received by us in connection with the issuance divided by the market price in effect immediately prior to the issuance. The denominator of such issuance shall be equal to the number of shares outstanding after the dilutive issuance.

PLAN OF DISTRIBUTION

The selling stockholders and any of their respective pledges, donees, assignees and other successors-in-interest may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling stockholders may use any one or more of the following methods when selling shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- short sales after this registration statement becomes effective;
- broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;
- through the writing of options on the shares;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares under Rule 144 under the Securities Act of 1933, if available, rather than under this prospectus. The selling stockholders will have the sole and absolute discretion not to accept any purchase offer or make any sale of shares if they deem the purchase price to be unsatisfactory at any particular time.

The selling stockholders may also engage in short sales against the box after this registration statement becomes effective, puts and calls and other transactions in our securities or derivatives of our securities and may sell or deliver shares in connection with these trades.

The selling stockholders or their respective pledgees, donees, transferees or other successors in interest, may also sell the shares directly to market makers acting as principals and/or broker-dealers acting as agents for themselves or their customers. Such broker-dealers may receive compensation in the form of discounts, concessions or commissions from the selling stockholders and/or the purchasers of shares for whom such broker-dealers may act as agents or to whom they sell as principal or both, which compensation as to a particular broker-dealer might be in excess of customary commissions. Market makers and block purchasers purchasing the shares will do so for their own account and at their own risk. It is possible that a selling stockholder will attempt to sell shares of common stock in block transactions to market makers or other purchasers at a price per share which may be below the then market price. The selling stockholders cannot assure that all or any of the shares offered in this prospectus will be issued to, or sold by, the selling stockholders. The selling stockholders and any brokers, dealers or agents, upon effecting the sale of any of the shares offered in this prospectus, may be deemed to be "underwriters" as that term is defined under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, or the rules and regulations under such acts. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by a selling stockholder. The selling stockholders may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares if liabilities are imposed on that person under the Securities Act of 1933.

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The selling stockholders may from time to time pledge or grant a security interest in some or all of the shares of common stock owned by them and, if they default in the performance of their secured obligations, the pledgee or secured parties may offer and sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or any other applicable provision of the Securities Act of 1933 amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus.

The selling stockholders also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus and may sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act of 1933 amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus.

We are required to pay all fees and expenses incident to the registration of the shares of common stock. We have agreed to indemnify the selling stockholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act of 1933.

Each of the selling stockholders acquired the securities offered hereby in the ordinary course of business and have advised us that they have not entered into any agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of their shares of common stock, nor is there an underwriter or coordinating broker acting in connection with a proposed sale of shares of common stock by any selling stockholder. If we are notified by any selling stockholder that any material arrangement has been entered into with a broker-dealer for the sale of shares of common stock, if required, we will file a supplement to this prospectus. If the selling stockholders use this prospectus for any sale of the shares of common stock, they will be subject to the prospectus delivery requirements of the Securities Act of 1933.

The anti-manipulation rules of Regulation M under the Securities Exchange Act of 1934 may apply to sales of our common stock and activities of the selling stockholders.

LEGAL MATTERS

The validity of the issuance of the common stock offered hereby will be passed upon for us by Gersten Savage LLP, New York, New York.

EXPERTS

The financial statements of Innofone.com, Incorporated as of and for the period from June 30, 2005 appearing in this prospectus have been audited by Hochman & Denzinger and the financial statements of IPv6 Summit, Inc. appearing in this prospectus have been audited by DeJoya Griffith & Company, LLC, as set forth in their reports thereon appearing elsewhere herein, and are included in reliance upon such reports given upon the authority of such firms as experts in accounting and auditing.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed with the SEC under the Securities Act of 1933 a registration statement on Form SB-2 with respect to the shares being offered in this offering. This prospectus does not contain all of the information set forth in the registration statement, certain items of which are omitted in accordance with the rules and regulations of the SEC. The omitted information may be inspected and copied at the Public Reference Room maintained by the SEC at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. You can obtain information about operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at http://www.sec.gov. Copies of such material can be obtained from the public reference section of the SEC at prescribed rates. Statements contained in this prospectus as to the contents of any contract or other document filed as an exhibit to the registration statement are not necessarily complete and in each instance reference is made to the copy of the document filed as an exhibit to the registration statement, each statement made in this prospectus relating to such documents being qualified in all respect by such reference.

For further information with respect to us and the securities being offered hereby, reference is hereby made to the registration statement, including the exhibits thereto and the financial statements, notes, and schedules filed as a part thereof.

INDEX TO FINANCIAL STATEMENTS

De Joya Griffith & Company, LLC
Certified Public Accountants & Consultants
2425 W. Horizon Ridge Parkway
Henderson, Nevada 89052

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTING FIRM

To the Board of Directors
IPv6 Summit, Inc.
Santa Monica, California

We have audited the balance sheet of IPv6 Summit, Inc. (the "Company") as of June 30, 2005 and the related statements of operations, stockholder's equity and cash flows for the year ended June 30, 2005 and for the period from July 9, 2003 (Date of Inception) through June 30, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above presently fairly, in all material respects, the financial position of IPv6 Summit, Inc. as of June 30, 2005 and the results of their operations and their cash flows for the years ended June 30, 2005 and 2004, in conformity with accounting principles generally accepted in the United States.

/s/ De Joya Griffith & Company, LLC

De Joya Griffith and Company, LLC
Henderson, Nevada
September 9, 2005

IPV6 SUMMIT, INC.
Balance Sheets

		June 30, 2005
ASSETS		
Cash	$	17,840
Accounts receivable		46,980
Officers' advances		12,729
Total current assets		77,550
Fixed assets, net		4,840
Total assets	$	82,389
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current liabilities		
Accounts payable and accrued liabilities		53,848
Customer deposits		--
Other current liabilities		6,934
Total current liabilities		60,782
Long-term liabilities		--
Total liabilities		60,782
Commitments and contingencies		--
Stockholder's equity		
Common stock; $0.001 par value; 2,000,000 shares authorized, issued and outstanding		2,000
Additional paid-in capital		--
Retained earnings		19,607
Total stockholder's equity		21,607
Total liabilities and stockholder's equity	$	82,389

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IPV6 SUMMIT, INC.
Statements of Operations

	For the year ended June 30, 2005	For the period from July 9, 2003 (Date of Inception) through June 30, 2004
Revenues	$ 545,588	$ 553,287
Cost of revenues	118,164	165,686
Gross profit	427,424	387,601
Operating expenses		
Depreciation and amortization	2,941	1,302
Selling general and administrative	466,913	311,225
Total operating expenses	469,854	312,527
Income (loss) from operations	(42,431)	75,074
Other income (expense)		
Interest income	3	2
Loss on Disposal of Asset	(2,756)	--
Total other income (expense)	(2,753)	2
Net income (loss) before provision for income taxes	(45,184)	75,076
Provision for income taxes	(10,285)	--
Net income (loss)	$ (55,469)	$ 75,076
Net income (loss) per common share - basic and diluted	$ (0.03)	$ 0.04
Weighted average common shares outstanding - basic and diluted	2,000,000	2,000,000

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IPV6 SUMMIT, INC.
Statements of Stockholder's Equity

	Common Stock		Additional Paid-in	Retained	Total Stockholders'
	Shares	Amount	Capital	Earnings	Equity
Balance, July 9, 2003 (Date of Inception)	--	$ --	$ --	$ --	$ --
Issuance of stock for services to the founding shareholder, $0.001 per share	2,000,000	2,000	--	--	2,000
Net income (loss)	--	--	--	75,076	75,076
Balance, June 30, 2004	2,000,000	2,000	--	75,076	77,076
Net income (loss)	--	--	--	(55,469)	(55,469)
Balance, June 30, 2005	2,000,000	2,000	--	19,607	21,607

IPV6 SUMMIT, INC.
Statements of Cash Flows

	For the year ended June 30, 2005	For the period July 9, 2003 (Date of Inception) through June 30, 2004
Cash flows from operating activities:		
Net income (loss)	$ (55,469)	$ 75,076
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Depreciation and amortization	2,941	1,302
Loss on disposal of fixed assets	2,756	--
Stock issued for services	--	
Changes in operating assets and liabilities:		
Change in accounts receivable	69,548	(116,529)
Change in officers' advances	(12,729)	--
Change in prepaid expenses	3,050	(3,050
Change in other assets	11,810	(11,810
Change in accounts payable and accrued liabilities	(29,448)	83,296
Change in advances from related parties	(39,139)	39,139
Change in accrued income taxes	6,934	--
Net cash provided (used) by operating activities	(39,745)	69,425
Cash flows from investing activities:		
Purchase of fixed assets	(2,165)	(9,675)
Net cash used by investing activities	(2,165)	(9,675)
Cash flows from financing activities:		
Proceeds from issuance of common stock	--	--
Net cash provided by financing activities	--	--
Net change in cash	(41,910)	59,750
Cash, beginning of period	59,750	--
Cash, end of period	$ 17,840	$ 59,750
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ --	$ --
Schedule of non-cash financing and investing activities:		
Issuance of 2,000,000 shares of common stock for services	$ --	$ 2,000

IPV6 SUMMIT, INC. FINANCIAL STATEMENTS
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF BUSINESS, HISTORY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of business - IPv6 Summit, Inc., a Nevada corporation (hereinafter referred to as the "Company") located in Santa Monica, California was incorporated on July 9, 2003. The Company is among the leading organizers of IPv6 conference events in the world. IPv6 stands for Internet Protocol version 6 and is the successor protocol to the current Internet, Internet Protocol version 4, which was introduced in June 1973 and turned 32 years old this summer. IPv4 is a 32-bit protocol, while IPv6 is a 128-bit protocol allowing for 3.4 x 10 to the 38th power new IP addresses, and thus allowing for a vast increase in connecting people, places, and things to the Internet.

The Company derives revenue from Sponsorships, Conference Attendee Fees, Training Fees, and Consulting to Governments. New sources of revenue during the 2005-2007 will be derived from Consulting to Corporations, Software Revenue, Subscription Revenue and Information Revenue. Subscription revenue will be derived from offering broadband IPv6 wireline and wireless services, as an IPv6-centric ISP and WISP, including Voice over IPv6 and Video over IPv6. Information Revenue will be derived from setting up one of the largest IPv6 information portals, building on the existing multiple gigabytes of IPv6 related information on http://www.usipv6.com

Year-end - The Company's year-end is June 30.

Use of estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Revenue and expense recognition - The Company recognizes revenue from services provided once all of the following criteria for revenue recognition have been met: 1) pervasive evidence of an agreement exists, 2) the services have been delivered, 3) the price is fixed and determinable and not subject to refund or adjustment and 4) collection of the amounts due is reasonably. Overhead and administrative costs are recognized when incurred and direct event costs and expenses are recognized during the period in which the event they are associated with occurs.

Inventory- The Company has no inventory as of June 30, 2005.

Fixed assets - Fixed assets are stated at cost less accumulated depreciation. Depreciation is provided principally on the straight-line method over the estimated useful lives of the assets, which are generally 3 years. The cost of repairs and maintenance is charged to expense as incurred. Expenditures for property betterments and renewals are capitalized. Upon sale or other disposition of a depreciable asset, cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in other income (expense).

The Company periodically evaluates whether events and circumstances have occurred that may warrant revision of the estimated useful life of fixed assets or whether the remaining balance of fixed assets should be evaluated for possible impairment. The Company uses an estimate of the related undiscounted cash flows over the remaining life of the fixed assets in measuring their recoverability.

Goodwill and intangible assets -

In July 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations" and No. 142, "Goodwill and Other Intangible Assets." SFAS No. 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Under SFAS No. 142, goodwill and intangible assets with indefinite lives are no longer amortized but are reviewed annually (or more frequently if impairment indicators arise) for impairment.

According to this statement, goodwill and intangible assets with indefinite lives are no longer subject to amortization, but rather an annual assessment of impairment by applying a fair-value based test. Fair value for goodwill is based on discounted cash flows, market multiples and/or appraised values as appropriate. Under SFAS No. 142, the carrying value of assets are calculated at the lowest level for which there are identifiable cash flows.

The Company has no Goodwill or Intangible Assets and thus the Company did not record any amortization expense related to goodwill or intangibles for the years ended June 30, 2005 and 2004.

SFAS 142 requires the Company to compare the fair value of the reporting unit to its carrying amount on an annual basis to determine if there is potential impairment. If the fair value of the reporting unit is less than its carrying value, an impairment loss is recorded to the extent that the fair value of the goodwill within the reporting unit is less than its carrying value.

Recent Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board issued SFAS 123 (R), "Share-Based Payment." This Statement is a revision to SFAS 123, "Accounting for Stock-Based Compensation", and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees." SFAS 123(R) requires the measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. No compensation cost is recognized for equity instruments for which employees do not render service. We will adopt SFAS 123(R) effective on July 1, 2005, requiring compensation cost to be recognized as expense for the portion of outstanding unvested awards, and any new awards made thereafter, based on the grant-date fair value of those awards.

Income taxes - The Company accounts for its income taxes in accordance with Statement of Financial Accounting Standards No. 109, which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

Advertising costs - The Company recognizes advertising expenses in accordance with Statement of Position 93-7 "Reporting on Advertising Costs." Accordingly, the Company expenses the costs of producing advertisements at the time production occurs, and expenses the costs of communicating advertisements in the period in which the advertising space or airtime is used. The Company has recorded no significant advertising costs for the years ended June 30, 2005 and 2004.

Research and development costs - Research and development costs are charged to expense as incurred.

2. FIXED ASSETS

Fixed assets consist of the following as of June 30, 2005:

Equipment	$	9,004
Less: accumulated depreciation		4,164
Fixed assets, net	$	4,840

3. COMMITMENTS AND CONTINGENCIES

Office lease - The Company lease three office suites at 1431 Ocean Avenue in Santa Monica, California on a month-to-month basis. The current monthly lease payment for the four suites total $2,468 per month. Lease payments for the year ended June 30, 2005 and 2004 totaled $20,300 and $11,425, respectively.

4. SUBSEQUENT EVENTS

On August 08, 2005, Alex Lightman, the sole shareholder of IPv6 Summit, Inc., entered into a Stock Purchase Agreement with Innofone.com, for the sale of 100 % of the issued outstanding and shares of IPv6 Summit, Inc. to Innofone.com. The fundamental terms of the purchase agreement provide for the Innofone.com to deliver a promissory note in the sum of $1,000,000 (One Million Dollars) as partial consideration of the purchase price and to issue 33,333,000 (Thirty Three Million Three Hundred and Thirty Three Thousand) shares of restricted common stock of Innofone.com to satisfy the balance of the purchase price in full. As a result, IPv6 Summit, Inc. will become a wholly owned subsidiary of the Innofone.com. Alexander Lightman will become the Chairman and Chief Executive officer of the company. He will be awarded a five-year employment agreement at an annual salary of $400,000.00 per year. This Agreement is pending subject to completion and delivery of audit.

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders of:
INNOFONE.COM, INCORPORATED

We have audited the accompanying balance sheets of **INNOFONE.COM, INCORPORATED** as at June 30, 2005 and 2004, and the statements of operations, shareholders' deficit and cash flows for each of the years in the three-year period ended June 30, 2005. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). These standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the company as at June 30, 2005 and 2004, and the results of its operations and their cash flows for each of the years in the three-year period ended June 30, 2005, in conformity with accounting principles generally accepted in the United States of America.

/s / Danziger & Hochman

Toronto, Ontario

July 25, 2005 **Chartered Accountants**

INNOFONE.COM, INCORPORATED **Statement I**

Balance Sheet

As at June 30, 2005 and 2004

(Stated in United States Dollars)

	2005	2004
ASSETS	$ --	$ --
LIABILITIES	$ --	$ --
SHAREHOLDERS' DEFICIENCY		
CAPITAL STOCK (note 3)		
Common shares	4,898,880	4,879,010
Additional paid-in capital	9,659,382	8,998,252
	14,558,262	13,877,262
(DEFICIT) - Statement II	(14,558,262)	(13,877,262)
	--	(--)
	$ --	$ --

{See accompanying notes.}

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INNOFONE.COM, INCORPORATED **Statement II**

Statement of Shareholders' Deficit

For The Years Ended June 30, 2005, 2004 and 2003

(Stated in United States Dollars)

	Common Shares	Additional Paid-In Capital	Deficit	Total
BALANCE, June 30, 2002	$ 4,842,772	$ 7,719,593	($13,318,937)	($ 756,572)
Convertible note converted to stock	2,300	647,700	--	650,000
Issuance of shares for legal services	500	1,887	--	2,387
Issuance of shares for consulting services	26,378	180,932	--	207,310
Net loss	--	--	--	(209,697)
BALANCE, June 30, 2003	4,871,950	8,550,112	(13,528,634)	(106,572)
Issuance of shares for selling, general and administrative services	7,060	448,140	--	455,200
Net loss	--	--	--	(348,628)
BALANCE, June 30, 2004	4,879,010	8,998,252	(13,877,262)	(--)
Issuance of shares for selling, general and administrative services (note 4)	19,870	661,130	--	681,000
Net loss	--	--	--	(681,000)
BALANCE, June 30, 2005	$ 4,898,880	$ 9,659,382	($14,558,262)	$ --

{See accompanying notes.}

INNOFONE.COM, INCORPORATED **Statement III**

Statement of Operations

For The Years Ended June 30, 2005, 2004 and 2003

(Stated in United States Dollars)

	2005	2004	2003
REVENUE	$ --	$ --	$ --
EXPENSES			
Selling, general and administrative services (note 4)	681,000	455,200	209,697
Write-off of investment	--	210,000	--
Foregiveness of debt (recovery)	--	(316,572)	--
Net (Loss) from Operations	(681,000)	(348,628)	(209,697)
NET (LOSS) FOR THE YEAR	($681,000)	($348,628)	($209,967)
BASIC NET (LOSS) PER SHARE (Note 5)	($ 0.03)	($ .07)	($ 1.37)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	20,098,984	4,740,817	152,682

{See accompanying notes.}

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INNOFONE.COM, INCORPORATED **Statement IV**

Statement of Cash Flows

For The Years Ended June 30, 2005, 2004 and 2003

(Stated in United States Dollars)

	2005	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES			
Net (loss) for year - (Statement III)	($681,000)	($348,628)	($209,697)
Issuance of shares for sales, general and administrative services (note 4)	681,000	455,200	209,697
Write-off of investment	--	210,000	--
Accounts payable and accrued liabilities	--	(316,572)	(104,000)
Net cash provided by (used in) operating activities	--	--	(104,000)
FINANCING ACTIVITIES			
Due to officers and directors	--	--	104,000
Issuance of capital stock	--	--	650,000
Convertible debt	--	--	(650,000)
Net cash provided by (used in) financing activities	--	--	104,000
INCREASE IN CASH	--	--	--
CASH, BEGINNING OF YEAR	--	--	--
CASH, END OF YEAR	$ --	$ --	$ --
Non-cash transactions:			
Issuance of shares for sales, general and administrative services (note 4)	$ 681,000	$ 425,200	$ 209,697
Write off of investment	--	210,000	--
Accounts payable	--	(316,572)	(104,000)
Due to officers and directors	--	--	104,000
Issuance of capital stock for debt	--	--	650,000
Convertible debt	--	--	(650,000)

{See accompanying notes.}

INNOFONE.COM, INCORPORATED
Notes to the Financial Statements
June 30, 2005 and 2004
(Stated in United States Dollars)

1. NATURE OF OPERATIONS

The Company was incorporated in Nevada on December 19, 1995 and is in the process of attempting to raise capital for future operations. As the Company does not have any assets, it would require new capital to fund any future ventures.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared by management in conformity with accounting principles generally accepted in the United States of America and include the following significant accounting policies:

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. These estimates are reviewed periodically and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

Income Taxes

The Company accounts for its income taxes under the liability method specified by Statement of Financial Accounting Standards (SFAS) No. 109, Accounting for Income Taxes. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates which will be in effect when these differences reverse. Deferred tax expense is the result of changes in deferred tax assets and liabilities.

In assessing the realizability of future tax assets, management considers whether it is more likely than not that some portion or all of the future tax assets will not be realized. The ultimate realization of future tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of future tax liabilities, projected future taxable income and tax planning strategies in making this assessment. As the Company does not currently have any operations or assets, they are not anticipating the recovery of any tax assets and therefore, have not reflected any future tax asset.

INNOFONE.COM, INCORPORATED
Notes to Financial Statements
June 30, 2005 and 2004
(Stated in United States Dollars)

3. CAPITAL STOCK

The number of outstanding shares of the Company as at June 30, 2005 is computed as follows:

Common

Outstanding Shares as at June 30, 2002	100,022,505
Shares issued in exchange for consulting fees	23,357,826
Shares issued in exchange for legal fees	500,000
Reverse stock split: 175 shares for one share	(123,172,444)
Share issuance on conversion of debt	2,300,000
Share issuance on exchange for consulting fees	3,021,800
Reverse stock split: 20 shares for one share	(5,728,203)
Outstanding shares as at June 30, 2003	301,484
Shares issuance on exchange for sales, general and administrative services	7,060,000
Outstanding shares as at June 30, 2004	7,361,484
Shares previously issued that were cancelled in the year	(126,214)
Shares issuance in exchange for sales, general	
and administrative services (note 4)	20,000,000
Outstanding shares as at June 30, 2005	27,235,270

The Company's authorized capital stock consists of 950,000,000 shares of common stock and 25,000,000 shares of preferred stock each with a par value of $0.001 per share. There are no outstanding preferred shares at year-end.

4. RELATED PARTY TRANSACTIONS

During the year the Company issued 13,750,000 restricted shares and 6,250,000 regular shares to the sole director and majority shareholder for services and reimbursement of costs.

5. BASIC NET LOSS PER SHARE

Basic net loss per share figures are calculated using the weighted average number of common shares outstanding computed on a daily basis. The effect of the conversion of the preferred shares on an if-converted basis and stock options has an anti-dilutive effect.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 24. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Under Nevada law, a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he:

(a) Is not liable pursuant to NRS 78.138; or

(b) Acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person is liable pursuant to NRS 78.1.38 or did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, or that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

Under our Articles of Incorporation and Bylaws, the corporation shall indemnify any individual made a party to a proceeding because he is or was an officer, director, employee or agent of the corporation against liability incurred in the proceeding, all pursuant to and consistent with the provisions of NRS 78.751, as amended from time to time.

The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation as they are incurred and in advance of the final deposition of the action, suit or proceeding, but only after receipt by the corporation of an undertaking by or on behalf of the officer or director on terms set by the Board of Directors, to repay the expenses advanced if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation.

The indemnification permitted herein is intended to be to the fullest extent permissible under the laws of the State of Nevada, and any amendments thereto.

Insofar as indemnification for liabilities arising under the Securities Act might be permitted to directors, officers or persons controlling our company under the provisions described above, we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

ITEM 25. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth an estimate of the costs and expenses, other than the underwriting discounts and commissions, payable by the registrant in connection with the issuance and distribution of the common stock being registered.

SEC registration fee	$	1,540.16
Legal fees and expenses		30,000.00
Accountants' fees and expenses		--
Printing expenses		1,500.00
Total	$	33,040.16

All amounts except the SEC registration fee are estimated. All of the expenses set forth above are being paid by us.

ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES

On August 31, 2005, the Company entered into a Securities Purchase Agreement, dated as of August 31, 2005 ("Agreement"), by and among the Company and AJW Partners, LLC. ("Partners"), AJW Offshore, Ltd. ("Offshore"), AJW Qualified Partners ("Qualified") and New Millenium Capital Partners, II, LLC ("Millenium"). Partners, Offshore, Qualified and Millenium are collectively referred to as the "Purchasers". The Agreement provides for the sale by the Company to the Purchasers of Secured Convertible Term Notes (the "Notes") issued by the Company in the aggregate principal amount of Four Million Dollars ($4,500,000) ("Principal Amount"). The Principal Amount is to be funded by the Purchasers in three tranches ($1.5 million on September 1, 2005, $1.5 million upon filing the Registration Statement and $1.5 million upon effectiveness of the Registration Statement). The offering of Notes under the Agreement was made pursuant to Section 4(2) of the Securities Act of 1933, as amended. The Notes bear interest at 8% per annum, unless the common stock of the Company is greater than $3.50 per share for each trading day of a month, in which event no interest is payable during such month. The Notes are convertible into common stock of the Company at the lesser of $3.50 or a 30% discount to the average of the three lowest trading prices of the common stock during the 20 trading day period prior to conversion. In connection with the subject offering, the Company issued an aggregate of 1,000,000 warrants (333,333 upon each tranche of financing) to purchase common stock at a price of $5.00 per share. The warrants are exercisable for a period of five years. The conversion of the Notes are subject to an effective Registration Statement to be filed by the Company. The Company has the right to redeem the Notes under certain circumstances and the right to prevent conversions in any month where the stock price is less than $3.50 per share. The Notes are secured by all of the Company's assets. In connection with the loan, Mr. Alex Lightman, our Chief Executive Officer and President, pledged 3,000,000 shares of his common stock as additional security. The proceeds of the offering will be used primarily for working capital and for repayment of the promissory note issued to Mr. Alex Lightman. The purchases represented to the Company that they are "accredited investors." No commissions were paid in connection with the transaction.

In connection with our Stock Purchase Agreement, dated August 8, 2005, we issued securities to Mr. Alex Lightman in exchange for 100% of the issued and outstanding shares of IPv6 Summit, Inc. Specifically, we issued a promissory note in the principal face amount of $1,000,000 and issued 33,333,000 shares of our restricted common stock. On October 17, 2005, we amended and restated our promissory note originally issued to Mr. Alex Lightman on October 12, 2005. The principal face amount of the note is $1,000,000 and bears interest at the rate of four percent (4%) per annum The note was amended and restated to provide for a repayment schedule which is to coincide with the timing that the Company receives the Traunches.

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ITEM 27. EXHIBITS

(a) Exhibits

All references to the Company's Forms 8-K, 10-K, 10-QSB and 10-KSB include reference to File No. 0-31949

(a) Exhibits

Exhibit No.	Document
3.1	Articles of Incorporation of Innofone.com, Incorporated,as amended (incorporated by reference to Exhibit 3.1 filed with the Company's Form 10-KSB on October 14, 2005)*
3.2	Bylaw, as amended (incorporated by reference to Exhibit 3.1 filed with the Company's Form 10-KSB on October 14, 2005)*
5.1	Consent of Gersten, Savage, LLP (1)
10.1	Employment Agreement between the Company and Gerard Casale, Jr., dated September 6, 2005 (incorporated by reference to Exhibit 3.1 filed with the Company's Form 10-KSB on October 14, 2005)*
10.2	Employment Agreement between the Company and Frederic D. Geesey, dated September 22, 2005 (incorporated by reference to Exhibit 3.1 filed with the Company's Form 10-KSB on October 14, 2005)*
10.3	Stock Purchase Agreement between the Company and Alex Lightman, dated August 8, 2005 (incorporated by reference to Exhibit 10.1 filed with the Company's Form 8-K on August 19, 2005 ("August 8-K")*
10.4	Investment Agreement between the Company and Alex Lightman, dated August 8, 2005 (incorporated by reference to Exhibit 10.2 filed with the Company's August 8-K)*
10.5	Form of Callable Secured Convertible Note, dated August August 31, 2005 (incorporated by reference to Exhibit 10.1 filed with the Company's Form 8-K on September 6, 2005 ("September 8-k") *
10.6	Stock Purchase Agreement between the Company and various investors, dated August 31, 2005 (incorporated by reference to Exhibit 10.2 filed with the Company's September 8-K)*
10.7	Security Agreement between the Company and certain secured parties, dated August 31, 2005 (incorporated by reference to Exhibit 10.3 filed with the Company's September 8-K)*
10.8	Guaranty and Pledge Agreement between the Company, Alex Lightman and certain Pledgees, dated August 31, 2005 (incorporated by reference to Exhibit 10.4 filed with the Company's September 8-k)*

10.9	Form of Stock Purchase Warrant issued by the Company to various investors, dated August 31, 2005 (incorporated by reference to Exhibit 10.4 filed with the Company's September 8-k)*
10.10	Commercial Lease between the Company and Barrington Pacific, LLC, dated October 7, 2003 (incorporated by reference to Exhibit 3.1 filed with the Company’s Form 10-KSB on October 14, 2005)*
10.11	Form of Promissory Note, dated October 12, 2005 issued to Alex Lightman (incorporated by reference to Exhibit 3.1 filed with the Company’s Form 10-KSB on October 14, 2005)*

10.12	Amended and Restated Promissory Note, dated October 17, 2005 issued to Alex Lightman (2)
10.13	Intellectual Property Security Agreement (filed as Exhibit 99.4 to Current Report on Form 8-K, filed August 31, 2005 and incorporated herein by reference)*
10.14	Registration Rights Agreement between the Company and various investors, dated August 31, 2005(2)
21	List of Company's subsidiaries (incorporated by reference to Exhibit 3.1 filed with the Company's Form 10-KSB on October 14, 2005)*
23.1	Consent of Gersten Savage LLP (included in Exhibit 5.1 hereto) (1)
23.2	Consents of DeJoya Griffith & Company, LLC(1)
23.3	Consents of Denzinger and Hochman(1)

* Incorporated by reference as stated therein
(1) Filed herewith
(2) Previously filed

ITEM 28. UNDERTAKINGS

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers and controlling persons of the registrant pursuant to any provision of the certificate of incorporation, bylaws, contract arrangements, statute, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant issuer will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933, and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

(1) It will file, during any period in which it offers or sells securities, a post-effective amendment to this Registration Statement to:

(i) Include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
(iii) Include any additional or changed material information on the plan of distribution;

(2) For determining liability under the Securities Act of 1933, it will treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering; and

(3) It will file a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(4) For determining any liability under the Securities Act of 1933, it will treat the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the small business issuer under Rule 424(b)(1) or (4) or 497(h) under the Securities Act of 1933, as part of this registration statement as of the time the Commission declared it effective.

(5) For determining any liability under the Securities Act of 1933, it will treat each post-effective amendment that contains a form of prospectus as a new registration statement for the securities offered in the registration statement, and that offering of the securities at that time as the initial bona fide offering of those securities.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form SB-2 and authorized this registration statement to be signed on its behalf by the undersigned, in the City of Santa Monica, California, on November 2, 2005.

INNOFONE.COM, INCORPORATED

By: /s/ Alex Lightman
Alex Lightman, Chief Executive Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this amended report has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/Alex Lightman Alex Lightman	Chief Executive Officer, President and Director	November 2, 2005
/s/ Peter Maddocks Peter Maddocks	Chief Financial Officer and Director	November 2, 2005
/s/Federic D. Geesey Federic D. Geesey	Vice-President of Consulting	November 2, 2005
/s/ Paul Shephard Paul Shephard	Secretary	November 2, 2005