

Relationship:

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

| OMB APPROVAL |
|---|
| OMB Number: 3235-0076 |
| Expires: August 31, 2015 |
| Estimated Average burden hour per response: 4.0 |

| Last Name First Name Middle Name | | , | | per response: 4.0 |
|--|-------------------------------------|------------------------|-----------------|--------------------------|
| CIK (Filer ID Number) Previous Name(s) None None STRATIVATION, INC. SalesTactix, Inc. CNS RESPONSE, INC. Limited Partnership C Limited Liability Company C Limited L | - | | | <u>-</u> |
| STRATIVATION, INC. | 1. Issuer's Identity | | | |
| Name of Issuer SalesTactix, Inc. CNS RESPONSE, INC. AGE RESEARCH INC DELAWARE | CIK (Filer ID Number) | Previous Name(s) | None | Entity Type |
| SalesTactix, Inc. AGE RESEARCH INC CNS RESPONSE, INC. AGE RESEARCH INC Climited Liability Company | 0000822370 | STRATIVATION, I | NC. | • Corporation |
| CINS RESPONSE, INC. AGE RESEARCH INC Durisdiction of Incorporation/Organization DELAWARE Contemporation/Organization Contemporation Contemporati | Name of Issuer | SalesTactix, Inc. | | |
| DELAWARE Cother | CNS RESPONSE, INC. | AGE RESEARCH I | NC | C |
| DELAWARE Vear of Incorporation/Organization © Over Five Years Ago | | | | _ |
| Susiness First | | | | _ |
| C Over Five Years Ago Within Last Five Years (Specify Vear) C Yet to Be Formed 2. Principal Place of Business and Contact Information Name of Issuer CNS RESPONSE, INC. Street Address 1 Street Address 2 85 ENTERFRISE SUITE 410 CIty State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA Street Address 2 85 Enterprise, Suite 410 CIty State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA Street Address 2 Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 2 Relationship: Street Address 2 Relationship: Executive Officer Relationship: Street Address 2 Relationship: Street Address 3 Street Address 4 Relationship: Street Address 5 Street Address 7 Relationship: Street Address 1 Street Address 2 Relationship: Street Address 2 Relationship: Street Address 3 Street Address 2 Relationship: Street Address 3 Street Address 2 Relationship: Street Address 3 Street Address 2 Relationship: Street Address 1 Street Address 2 Relationship: Street Address 2 Relationship: Street Address 3 Street Address 3 Street Address 4 Street Address 2 Relationship: Street Address 3 Street Address 3 Street Address 4 Street Address 4 Street Address 4 Street Address 5 Street Address 5 Street Address 6 Street Address 7 Street Address 7 Street Address 8 Street Address 9 Street Addr | | ution | | Business Trust |
| C. Within Last Five Years (Specify Year) C. Yet to Be Formed 2. Principal Place of Business and Contact Information Name of Issuer C. CNS RESPONSE, INC. Street Address 1 Street Address 2 SE ENTERPRISE SUITE 410 City State/Province/Country ALISO VIEJO 3. Related Persons Last Name First Name Carpenter George Street Address 1 Street Address 2 SE Enterprise, Suite 410 City State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA Street Address 2 SE Enterprise, Suite 410 California First Name Middle Name Carpenter City State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA Street Address 2 Co CNS Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 2 Co CNS Response, Inc. Street Address 2 Street Address 3 Street Address 4 Street Address 2 Street Address 2 Street Address 3 Street Address 4 Street Address 4 Street Address 4 Street Address 4 Street Address 5 Street Address 4 Street Address 4 Street Address 5 Street Address 4 Street Address 5 Street Address 4 Street Address 4 Street Address 5 Street Address 4 Street Address 4 Street Address 5 Street Address 4 Street Address 4 Street Address 5 Street Address 4 Street Address 5 Street Address 6 Street Address 6 Street Address 7 Street Address 6 Street Address 7 Street Address 8 Street Address 8 Street Address 9 Street Address 9 Street Address 9 Street Address 1 Street Address 6 Street Address 6 Street Address 7 Street Address 8 Street Address 8 Street Address 9 St | · · · · | ition | | Other |
| 2. Principal Place of Business and Contact Information Name of Issuer CNS RESPONSE, INC. Street Address 1 Street Address 2 85 ENTERPRISE SUITE 410 City State/Province/Country ALISO VIEJO CALIFORNIA Street Address 2 85 Enterprise, Suite 410 City State/Province/Country ZIP/Postal Code Middle Name Carpenter Street Address 1 Street Address 2 85 Enterprise, Suite 410 City State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA State/Province/Country ZIP/Postal Code Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 2 Street Address 3 Street Address 4 Street Address 5 Street Address 5 Street Address 6 Street Address 1 Street Address 2 Street Address 3 Street Address 4 Street Address 2 Street Address 4 Street Address 5 Street Address 5 Street Address 4 Street Address 5 Street Address 5 Street Address 6 Street Address 7 Street Address 8 Street Address 9 Street Address 9 Street Address 1 Street Address 1 Street Address 4 Street Address 4 Street Address 5 Street Address 5 Street Address 6 Street Address 6 Street Address 7 Street Address 8 Street Address 9 Street Address 9 Street Address 1 Street Address 1 Street Address 4 Street Address 4 Street Address 5 Street Address 6 Street Address 6 Street Address 7 Street Address 7 Street Address 8 Street Address 8 Street Address 9 Street Address 9 Street Address 1 | Within Last Five Years | | | |
| 2. Principal Place of Business and Contact Information Name of Issuer CNS RESPONSE, INC. Street Address 1 Street Address 2 85 ENTERPRISE City State/Province/Country ZIP/Postal Code Phone No. of Issuer [Sutte 410 [O49) 420-4400 [O40) 420-4400 | | | | |
| Name of Issuer CNS RESPONSE, INC. Street Address 1 Street Address 2 85 ENTERPRISE City State/Province/Country ZIP/Postal Code Phone No. of Issuer ZIP/Postal Code Street Address 1 Street Address 2 Zip/Postal Code | Tet to be Formed | | | |
| Name of Issuer CNS RESPONSE, INC. Street Address 1 Street Address 2 85 ENTERPRISE City State/Province/Country ZIP/Postal Code Phone No. of Issuer ZIP/Postal Code Street Address 1 Street Address 2 Zip/Postal Code Aliso Viejo CALIFORNIA State/Province/Country ZIP/Postal Code ZIP/Postal Code Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 2 Zip/Postal Code Promoter Clarification of Response (if Necessary) Zip/Postal Code Street Address 2 Zip/Postal Code | | | | |
| Name of Issuer CNS RESPONSE, INC. Street Address 1 Street Address 2 85 ENTERPRISE City State/Province/Country ZIP/Postal Code Phone No. of Issuer ZIP/Postal Code Street Address 1 Street Address 2 Zip/Postal Code Aliso Viejo CALIFORNIA State/Province/Country ZIP/Postal Code ZIP/Postal Code Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 2 Zip/Postal Code Promoter Clarification of Response (if Necessary) Zip/Postal Code Street Address 2 Zip/Postal Code | | | | |
| CITY State/Province/Country ZIP/Postal Code Street Address 1 Street Address 2 SUTTE 410 CITY State/Province/Country ZIP/Postal Code Phone No. of Issuer ALISO VIEJO CALIFORNIA P2656 Q49) 420-4400 3. Related Persons Last Name First Name Middle Name Carpenter Street Address 1 Co'O CNS Response, Inc. City State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 2 Co'O CNS Response, Inc. Street Address 2 Co'O CNS Response (if Necessary) Executive Officer | 2. Principal Place of | Business and C | ontact Inf | ormation |
| Street Address 1 Street Address 2 Street Address 2 Street Address 2 Street Address 2 State/Province/Country ZIP/Postal Code Phone No. of Issuer ALISO VIEJO CALIFORNIA Pirst Name Middle Name Carpenter George Street Address 1 C/o CNS Response, Inc. City State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA Promoter Charification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 2 C/o CNS Response, Inc. Street Address 2 C/o CNS Response (if Necessary) Street Address 1 Street Address 2 C/o CNS Response, Inc. State/Province/Country ZIP/Postal Code | Name of Issuer | | | |
| State/Province/Country ZIP/Postal Code Phone No. of Issuer ALISO VIEJO CALIFORNIA 92656 Phone No. of Issuer ZIP/Postal Code Phone No. of Issuer (949) 420-4400 3. Related Persons Last Name First Name Middle Name Carpenter George Street Address 1 Street Address 2 c/o CNS Response, Inc. State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 1 Street Address 2 c/o CNS Response, Inc. Street Address 2 ZIP/Postal Code | CNS RESPONSE, INC. | | | |
| City State/Province/Country ZIP/Postal Code Phone No. of Issuer CALIFORNIA 92656 (949) 420-4400 3. Related Persons Last Name First Name Middle Name Carpenter George Street Address 1 Street Address 2 c/o CNS Response, Inc. City State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA 92656 Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 1 Street Address 2 c/o CNS Response, Inc. Street Address 1 Street Address 2 c/o CNS Response, Inc. | Street Address 1 | St | reet Address 2 | |
| ALISO VIEJO CALIFORNIA 92656 (949) 420-4400 3. Related Persons Last Name First Name Middle Name Carpenter George Street Address 1 Street Address 2 c/o CNS Response, Inc. City State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA 92656 Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 2 c/o CNS Response, Inc. City State/Province/Country ZIP/Postal Code | 85 ENTERPRISE | | SUITE 410 | |
| 3. Related Persons Last Name First Name Middle Name Carpenter George Street Address 1 Street Address 2 Loo CNS Response, Inc. City State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA 92656 Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 1 Street Address 2 Loo CNS Response, Inc. City State/Province/Country ZIP/Postal Code | City | State/Province/Country | ZIP/Postal (| Code Phone No. of Issuer |
| 3. Related Persons Last Name First Name Middle Name Carpenter George Street Address 1 Street Address 2 Loo CNS Response, Inc. City State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA 92656 Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 1 Street Address 2 Loo CNS Response, Inc. City State/Province/Country ZIP/Postal Code | ALISO VIEJO | | 92656 | (949) 420-4400 |
| Last Name Carpenter Ceorge | | | | |
| Last Name Carpenter Ceorge | | | | |
| Carpenter Street Address 1 Street Address 2 C/o CNS Response, Inc. City State/Province/Country Aliso Viejo CALIFORNIA Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn Street Address 1 Street Address 2 C/o CNS Response, Inc. City State/Province/Country ZIP/Postal Code | 3. Related Persons | | | |
| Carpenter Street Address 1 Street Address 2 C/o CNS Response, Inc. City State/Province/Country Aliso Viejo CALIFORNIA Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn Street Address 1 Street Address 2 C/o CNS Response, Inc. City State/Province/Country ZIP/Postal Code | Last Nama | First Namo | | Middle Name |
| Street Address 1 Street Address 2 c/o CNS Response, Inc. State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn Street Address 1 Street Address 2 c/o CNS Response, Inc. State/Province/Country ZIP/Postal Code | | | | |
| City State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA 92656 Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 1 Street Address 2 C/o CNS Response, Inc. City State/Province/Country ZIP/Postal Code | | | | |
| City State/Province/Country ZIP/Postal Code Aliso Viejo CALIFORNIA 92656 Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 1 Street Address 2 C/o CNS Response, Inc. Executive Officer Director Promoter Pr | | | | |
| Aliso Viejo CALIFORNIA 92656 Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn Street Address 1 Street Address 2 C/o CNS Response, Inc. City State/Province/Country ZIP/Postal Code | c/o CNS Response, Inc. | | 5 Enterprise, S | uite 410 |
| Relationship: Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn Street Address 1 Street Address 2 C/o CNS Response, Inc. Executive Officer Director Promoter Promoter Promoter Promoter Street Address 2 Zip/Postal Code | City | State/Province/Countr | у | ZIP/Postal Code |
| Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 1 Street Address 2 C/o CNS Response, Inc. Estate/Province/Country ZIP/Postal Code | Aliso Viejo | CALIFORNIA | | 92656 |
| Clarification of Response (if Necessary) Last Name First Name Middle Name Pappajohn John Street Address 1 Street Address 2 C/o CNS Response, Inc. Estate/Province/Country ZIP/Postal Code | | | | |
| Last Name First Name Middle Name Pappajohn John Street Address 1 Street Address 2 C/o CNS Response, Inc. Estate/Province/Country ZIP/Postal Code | Relationship: Ex | ecutive Officer | Director | Promoter |
| Last Name First Name Middle Name Pappajohn John Street Address 1 Street Address 2 C/o CNS Response, Inc. Estate/Province/Country ZIP/Postal Code | Clarification of Response (if Neces | sary) | | |
| Pappajohn Street Address 1 Street Address 2 c/o CNS Response, Inc. Ety State/Province/Country ZIP/Postal Code | | | | |
| Pappajohn Street Address 1 Street Address 2 c/o CNS Response, Inc. Ety State/Province/Country ZIP/Postal Code | | | | |
| Pappajohn Street Address 1 Street Address 2 c/o CNS Response, Inc. Ety State/Province/Country ZIP/Postal Code | | | | |
| Pappajohn Street Address 1 Street Address 2 c/o CNS Response, Inc. Ety State/Province/Country ZIP/Postal Code | Last Name | First Nama | | Middle Name |
| Street Address 1 Street Address 2 C/o CNS Response, Inc. State/Province/Country ZIP/Postal Code | | | | |
| c/o CNS Response, Inc. [85 Enterprise, Suite 410] City State/Province/Country ZIP/Postal Code | | | soot A.d.d | |
| City State/Province/Country ZIP/Postal Code | | | | ** 410 |
| | | | | |
| Aliso Viejo CALIFORNIA 92656 | City | | y | Ur- |
| | | | | LILONGEC |

□ Director

Promoter

Executive Officer

| Clarification of Response (if Nece | essary) | | | |
|------------------------------------|------------------|-------------------|-----------------|--|
| | | | | |
| | | | | |
| Last Name | First Name | | Middle Name | |
| Jones | David | | B. | |
| Street Address 1 | | Street Address 2 | | |
| c/o CNS Response, Inc. | | 85 Enterprise, | | |
| City | State/Province | | ZIP/Postal Code | |
| Aliso Viejo | CALIFORN | | 92656 | |
| 111100 + 101/0 | | | | |
| Relationship: | xecutive Officer | ☑ Director | Promoter | |
| | | P44400 | | |
| Clarification of Response (if Nece | ssary) | | | |
| | | | | |
| | | | | |
| Last Name | First Name | | Middle Name | |
| Vaccaro | Jerome | | | |
| Street Address 1 | | Street Address 2 | <u>i</u> 2 | |
| c/o CNS Response, Inc. | | 85 Enterprise, | Suite 410 | |
| City | State/Province | | ZIP/Postal Code | |
| Aliso Viejo | CALIFORN | <u> </u> | 92656 | |
| | | | | |
| Relationship: | xecutive Officer | □ Director | Promoter | |
| <u> </u> | | | | |
| Last Name | First Name | | Middle Name | |
| Harbin | Henry | | T. | |
| Street Address 1 | | Street Address 2 | | |
| c/o CNS Response, Inc. | | 85 Enterprise, | | |
| City | State/Province | | ZIP/Postal Code | |
| Aliso Viejo | CALIFORN | | 92656 | |
| | | | <u> </u> | |
| Relationship: | xecutive Officer | □ Director | Promoter | |
| Clarification of Response (if Nece | ecory) | <u> </u> | | |
| Ciarmeation of Response (if Nece | oodi y j | | | |
| L | | | | |
| | | | | |
| Last Name | First Name | | Middle Name | |
| Kallins | George | | | |
| Street Address 1 | | Street Address 2 | <u>i</u> 2 | |
| c/o CNS Response, Inc. | | 85 Enterprise, | Suite 410 | |
| City | State/Province | | ZIP/Postal Code | |
| Aliso Viejo | CALIFORN | | 92656 | |
| | | | | |
| Relationship: | xecutive Officer | □ Director | Promoter | |
| Chatter the CD Con- | | | | |
| Clarification of Response (if Nece | ssary) | | | |
| 1 | | | | |

| Last Name | First Name | | Middle Name |
|---------------------------------|-------------------|------------------|-----------------|
| Buck | Paul | | |
| Street Address 1 | , | Street Address 2 | - |
| c/o CNS Response, Inc. | | 85 Enterprise, S | Suite 410 |
| City | State/Province | e/Country | ZIP/Postal Code |
| Aliso Viejo | CALIFORN | IA | 92656 |
| | | | |
| Relationship: | Executive Officer | Director | Promoter |
| Clarification of Response (if N | ecessary) | | |
| | | | |
| | | | |
| | | | |
| Last Name | First Name | | Middle Name |
| Hoffman | Daniel | | |
| Street Address 1 | | Street Address 2 | |
| c/o CNS Response, Inc. | | 85 Enterprise, S | Suite 410 |
| City | State/Province | e/Country | ZIP/Postal Code |
| Aliso Viejo | CALIFORN | IA | 92656 |
| | | | |
| Relationship: | Executive Officer | Director | Promoter |
| Clarification of Response (if N | ecessary) | | |
| | | | |
| | | | |
| | | | |
| Last Name | First Name | | Middle Name |
| Darkoch | Michael | | |
| Street Address 1 | | Street Address 2 | |
| c/o CNS Response, Inc. | | 85 Enterprise, S | Suite 410 |
| City | State/Province | e/Country | ZIP/Postal Code |
| Aliso Viejo | CALIFORN | IA | 92656 |
| | | | |
| Relationship: | Executive Officer | Director | Promoter |
| Clarification of Response (if N | ecessary) | | |
| | | | |

4. Industry Group

| C Agriculture | Health Care | C Retailing |
|--|---|-----------------------------------|
| Banking & Financial Services | C Biotechnology | © Restaurants |
| C Commercial Banking | C Health Insurance C Hospitals & Physicians | |
| C Insurance | C Pharmaceuticals | Technology |
| C Investing | Other Health Care | C Computers |
| C Investment Banking | | C Telecommunications |
| C Pooled Investment Fund | | Other Technology |
| Other Banking & Financial Services | | Travel |
| C Business Services | Manufacturing Real Estate | C Airlines & Airports |
| Energy | C Commercial | C Lodging & Conventions |
| C Coal Mining | C Construction | C Tourism & Travel Services |
| C Electric Utilities | C REITS & Finance | Other Travel |
| C Energy Conservation C Environmental Services | C Residential | Other . |
| C Oil & Gas | Other Real Estate | |
| C Other Energy | | |
| | | |
| | | |
| F. Januar Ciza | | |
| 5. Issuer Size | A | V. b. Proces |
| Revenue Range No Revenues | Aggregate Net Asset No Aggregate | value Range te Net Asset Value |
| C \$1 - \$1,000,000 | C \$1 - \$5,000,0 | |
| C \$1,000,001 - \$5,000,000 | C \$5,000,001 - | |
| S5,000,001 - \$25,000,000 | C \$25,000,001 | - \$50,000,000 |
| C \$25,000,001 - \$100,000,000 | 7000 | - \$100,000,000 |
| C Over \$100,000,000 | Over \$100,00 | 00,000 |
| © Decline to Disclose | C Decline to Di | isclose |
| C Not Applicable | C Not Applical | ble |
| | | |
| 6 Fodoral Examplian(a) | and Evaluaian(a) Clair | mad (aplant all that |
| 6. Federal Exemption(s) apply) | and Exclusion(s) Clair | ned (select all that |
| Rule 504(b)(1) (not (i), (ii) | | |
| or (iii)) | Rule 505 | |
| Rule 504 (b)(1)(i) | Rule 506(b) | |
| Rule 504 (b)(1)(ii) | Rule 506(c) | |
| Rule 504 (b)(1)(iii) | Securities Act Section 4(a)(5) | |
| | Investment Company Act Sec | ction 3(c) |
| | | |
| | | |
| 7. Type of Filing | | |
| _ | 2011-01-20 | |
| New Notice Date of First Sale | 2011-01-20 | First Sale Yet to Occur |
| Amendment | | |
| | | |
| | | |
| 8. Duration of Offering | | |
| o. Buration of Officing | 2 | |
| Does the Issuer intend this offering to last | more than one year? | C Yes © No |
| | | |
| 9. Type(s) of Securities (| Offered (select all that | apply) |
| Pooled Investment Fund | | 717) |
| Interests | Equity | |
| Tenant-in-Common Securities | Debt | |

| ☐ Min | Mineral Property Securities Option, Warrant or Other F Acquire Another Security | Right to |
|------------------|--|------------------------------|
| □ Exe | Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Other (describe) | |
| Sec | DEBT CONVERTIBLE IN EQUITY | NTO |
| | EQUIT | |
| 10. E | Business Combination Transaction | |
| | offering being made in connection with a business combination action, such as a merger, acquisition or exchange offer? | C Yes C No |
| Clarifica | ication of Response (if Necessary) | 1 |
| | | |
| 11. N | Minimum Investment | |
| Minimum | num investment accepted from any outside \$ 50000 | USD |
| 12 S | Sales Compensation | |
| Recipier | · | RD Number None |
| Mona | narch Capital Group, Inc. | |
| (Associa | ciated) Broker or Dealer None (Associate Number | d) Broker or Dealer CRD None |
| | | |
| | Et Address 1 Street Address 1 Suite 2240 | |
| City | State/Province/Co | |
| New Y | v York NEW YORK | 10110 |
| State(s) | s) of Solicitation All States Foreign/Non-US | S |
| - | IFORNIA V YORK | |
| TEXAS | | |
| | | |
| | | |
| 13. C | Offering and Sales Amounts | |
| Total Of | Offering Amount \$ 5000000 USD Inc | definite |
| | Amount Sold \$ 450000 USD | |
| Total Re Sold | Remaining to be \$\[\frac{4550000}{\] USD \[\square\$ Inc | definite |
| Clarifica | ication of Response (if Necessary) | |
| | | |
| 14. lı | Investors | |
| | | |
| | Select if securities in the offering have been or may be sold to do not qualify as accredited investors, Number of such non-accredited investors who already have in offering | |
| | Regardless of whether securities in the offering have been or to persons who do not qualify as accredited investors, enter the number of investors who already have invested in the offering | he total |

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

| ales Commissions | \$ 180000 | USD | V | Estimate |
|------------------|-----------|-----|---|----------|
| Finders' Fees | \$ 0 | USD | | Estimate |

Clarification of Response (if Necessary)

In addition to the cash portion of the sales commission, Monarch Capital Group, Inc. is also being issued warrants to purchase 500,000 shares of common stock of the issuer with an exercise price of \$0.33 per share.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.



Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer | Signature | Name of Signer | Title | Date |
|--------------------|--------------|----------------|----------------------------|------------|
| CNS RESPONSE, INC. | /s/Paul Buck | Paul Ruck | Chief Financial Officer | 2011-02-17 |