# FORM 4

Check this box if no longer subject to or Form 5 obligations may continue. See Instruction 1(b).

### **UNITED STATES SECURITIES AND EXCHANGE** COMMISSION

Washington, D.C. 20549

#### Section 16. Form 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

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(Print or Type Responses)											
Person -	d Address of Repo							lssuer (CheX DirectorX Officer (give	(Check all applicable)X Director 10% Owner		
(Last) 5125 LAN	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2006						below) below) Chief Executive Officer				
NORTH H							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting Person				
(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/31/2006		С				Α	\$ 0.70	571,429 (1)	I	Eichler/Wise Family Trust
	Report on a separat		each clas	s of secu	ritie	es					
		informat required	ion (	contai espon	ond to the colle- ned in this form Id unless the for B control numb	are not rm displays	SEC 1474 (9-02)				

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

3. Transaction 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10.

(vigi, pate) cane, marrante, epiterie, control tible decarities															
Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transact Code	ion	5. N of De Sec Acc (A) Dis (D)	Number rivative curities quired or sposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title at of Under Securitie (Instr. 3 at		Securities			Derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code		(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
9% Convertible Subordinted Promissory Note due May 31, 2006	\$ 0.70	05/31/2006		С			\$ 50,000	02/06/2006	05/31/2006	Common Stock	71,429	\$ 50,000	1,478,270	I	Eichler/Wise Family Trust

## **Reporting Owners**

Departing Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	Director 10% Owner Officer		Other				
EICHLER EUGENE E 5125 LANKERSHIM BOULEVARD NORTH HOLLYWOOD, CA 91601			Chief Executive Officer					

# **Signatures**

/s/Eugene E. Eichler	08/07/2006
-Signature of Reporting Person	Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes  $500,\!000$  shares of Common Stock held directly by the Reporting Person. Includes 1,371,127 shares of Common Stock issuable on exercise of options held directly by the Reporting Person and

(2) 107,143 shares of Common Stock issuable on exercise of warrants held by the Eichler/Wise Family Trust, a revocable trust of which the Reporting Person is a Trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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