

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM SB-2/A
SECOND AMENDMENT TO REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

TRADING SOLUTIONS.com, INC.
(Exact name of registrant as specified in its charter)

NEVADA 88-0425691 6289
(State or other jurisdiction (IRS Employer (Primary Standard Industrial
of incorporation or Identification Number) Classification Code Number)
organization)

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Approximate date of commencement of proposed public offering: As soon as practicable after this registration statement is effective.

The registrant hereby amend this registration statement on any date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on any date as the Commission, acting pursuant to said Section 8(a), may determine.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒ [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ []

The Offering

	Price to Public	Commissions	Proceeds to Company
Per Share	\$ 2.00	\$0	\$ 300,000
Total	\$ 2.00	\$0	\$ 300,000

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CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Offering Price (1)	Amount of Registration Fee
Common Stock, \$0.01 par value	150,000	\$2.00	\$300,000.00	\$88.50
Total	150,000	\$2.00	\$300,000.00	\$88.50

(1) Estimated solely for calculation of the amount of the registration fee calculated pursuant to Rule 457(c).

The Exhibit Index appears on page 33 of the sequentially numbered pages of this Registration Statement. This Registration Statement, including exhibits, contains 63 pages.

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Initial Public Offering Prospectus

TRADING SOLUTIONS.COM, INC.
200 Camino Aguajito
Suite 200
Monterey, California 93940

150,000 Shares of Common Stock
\$2.00 Per Share

We will be selling all of the 150,000 shares of common stock offered in this offering and will not use an underwriter nor pay a commission for the sale of the shares. This is our initial public offering, and no public market currently exists for our shares. The offering price may not reflect the market price of our shares after the offering.

This Investment Involves a High Degree of Risk.

You Should Purchase Shares Only If You Can Afford a Complete Loss.

See "Risk Factors" beginning on page 6 for a discussion of factors that should be considered by investors.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities, or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The Offering

	Price to Public	Commissions	Proceeds to Company
Per Share	\$ 2.00	\$0	\$ 300,000
Total	\$ 2.00	\$0	\$ 300,000

You should rely only on the information contained in this document. We have not authorized anyone to provide you with information that is different.

Application will be made to the NASDAQ OTC Bulletin Board Stock Market under a symbol to be selected.

This is a best efforts offering with no minimum amount. No arrangements have been made to place funds in escrow, trust or any similar account. Funds will be immediately available to the Company.

AVAILABLE INFORMATION

The Company has filed with the Securities and Exchange Commission a Registration Statement on Form SB-2 under the Securities Act of 1933 for the Common Stock offered for sale in this document. The Company is not a reporting company. This Prospectus contains all of the information set forth in the Registration Statement and the exhibits and schedules to the Registration Statement. The Registration Statement, including the attached exhibits and schedules, as well as all future reports and other information filed by the Company with the Securities and Exchange Commission, may be inspected without charge at the Public Reference Room of the Securities and Exchange Commission's principal office at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the Securities and Exchange Commission's regional offices at 13th Floor, Seven World Trade Center, New York, N.Y. 10048, and Suite 1400, Citicorp Center, 500 West Madison Street, Chicago, Illinois 60661. Copies of these materials can also be obtained at prescribed rates from the Public Reference Section of the Securities Exchange Commission at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. Electronic filings made through the Electronic Data Gathering Analysis and Retrieval System are also publicly available through the Securities and Exchange Commission's Web site (<http://www.sec.gov>).

Investors are cautioned that this registration statement contains trend analysis and other forward-looking statements that involve risks. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," variations of these words and similar expressions are intended to identify these forward-looking statements. These statements are based on current expectations and projections about the online trading industry and assumptions made by management and are not guarantees of future performance. Therefore, actual events and results may differ materially from those expressed or forecasted in the forward looking statements due to factors such as the effect of changing economic conditions, material changes in currency exchange rates, conditions in the overall online trading market, risks associated with product demand and market acceptance risks, the impact of competitive products and pricing, delays in new product development and technological risks and other risk factors.

PROSPECTUS SUMMARY

This summary highlights the material aspects of the offering that should be considered by a prospective investor.

THE COMPANY

Trading Solutions.com, Inc. is an educational company instructing people in online investing. The Company is currently offering classes in online investing. The Company plans on developing an e-commerce business.

THE OFFERING

Securities Being Offered	150,000 Shares of Common Stock
Common Stock Outstanding Before this Offering	2,700,000 Shares of Common Stock
Common Stock Outstanding After this Offering	2,850,000 Shares

Use of Proceeds

The Company will receive \$300,000 in gross proceeds from this offering if all securities are sold. This is a best-efforts offering with no minimum. The Company will rely on the proceeds from this offering to pay legal and accounting fees and obtain working capital. The principal purposes and priorities in which proceeds are to be used, are as follows: \$20,000 will be used to pay legal and accounting fees. \$30,000 will be used to develop and maintain the website, \$80,000 on advertising when website becomes operating, and \$100,000 on new school openings. The remaining proceeds will be used to develop the online store and general business purposes. See "Use of Proceeds".

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information and other equity information of the Company. The summary financial information in the tables is derived from the financial statements of the Company and should be read in conjunction with the financial statements, related notes and other financial information included herein. See "Management's Discussion and Analysis of Results of Operations and Financial Condition" and "Financial Statements."

Statement of Operations Data

	Period Ended June 30, 1999
Expenses	
General and Administrative	(31,476)
Total Expenses	(31,476)
Other Income and Expenses	
Interest Income	(14)
Income Taxes	800
Net Loss	(32,290)
Net Loss Available to Common Stockholders	
Net (Loss) Per Share of Common Stock	(0.012)

	Period Ended June 30, 1999
Balance Sheet Data:	
ASSETS	
Current assets	
Cash in bank	\$ 17,381
Prepaid rent	677
Total current assets	18,058
Furniture and equipment	
Equipment	2,206
Furniture	600
	2,806
Accumulated depreciation	(44)
	2,762
Total assets	\$ 20,820
LIABILITIES AND STOCKHOLDERS EQUITY	
Current liabilities	
Accounts payable	\$ 5,770
State corporate tax liability	800
Total current liabilities	6,570
Total liabilities	6,570
Stockholders' equity	
Common stock, 20,000,000 shares authorized at a par value of 0.01 (2,627,000 outstanding)	26,270
Paid in capital	20,270
Deficit incurred during development stage	(32,290)
Total stockholder's equity	14,250
Total liabilities and stockholder's equity	\$ 20,820

RISK FACTORS

The securities being offered in this registration statement involve a substantial risk. If you are thinking about purchasing Shares, you should give consideration to the following risk factors:

Success Dependant On Growth Of Internet Related Industries, But Failure Possible Even With Growth

Our future growth will greatly depend upon continued growth in the use of the Internet. Even though our online school and our e-commerce business will not be the only sources of income for the Company, we do not know if the Company can maintain the profit and growth level expected. Some of the issues concerning the increased use of the Internet include reliability, cost, access, and security, which may affect further development of online services and electronic commerce in general, as well as the market for our services and products. Our business may fail, however, even if Internet-related industries see substantial growth.

Going Concern Status

The Company is a Development Stage Company as defined in Financial Accounting Standards Board Statement No. 7. The Company is devoting substantially all of its present efforts in establishing a new business and, although planned principal operations have commenced, there have been no significant revenues. Management's plans regarding the matters which raise doubts about the Company's ability to continue as a going concern are disclosed in Note 1 to the financial statements. These factors raise substantial doubt about its ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Low Priced Shares

The Company has issued 2,700,000 shares of common stock at an average price of approximately \$0.03 per share. These shares were issued in reliance on exemptions from registration and will be freely tradeable at various times. As these shares are sold into the market, the price of the common stock will be depressed. Persons who have acquired share for \$0.03 will be able to profitably sell their shares at much less than the \$2.00 offering price of the shares under this offering. This tendency may drive the market price of the shares less than the \$2.00 offering price.

Lack of Operating History and Accumulated Losses

The Company is a development stage company organized in 1999. Since the Company has not proven the essential elements of profitable operations, you will be furnishing venture capital to the Company and will bear the risk of complete loss of your investment in the event the Company's business plan is unsuccessful. The Company has only limited experience and is expanding its operations, which may or may not provide profits to the Company. The Company had no revenue as of June 30, 1999. The Company has also not been profitable, having an accumulated loss of \$32,290 through June 30, 1999.

Potential Loss of Investment

As with an investment in any emerging growth company, ownership of common shares of the Company may involve a high degree of risk, and this investment is not recommended if you cannot reasonably bear the risk of a total loss of your investment.

Dependence on Executive Officers

The Company is highly dependent on the services of its officers. Attracting and retaining qualified personnel is critical to the Company's business plan. No assurances can be given that the Company will be able to retain or attract qualified personnel or agents, or to implement its business plan successfully. Should the Company be unable to attract and retain the qualified personnel necessary, the ability of the Company to implement its business plan successfully would be limited.

Continued Control by Existing Management

The Company's management and directors currently owns 1,250,000 of shares of common stock of the Company and Internet Finance.com, Inc. owns 1,210,000 shares. Robert A. Strahl is the beneficial owner of the stock attributed to Internet Finance.com, Inc. Robert A. Strahl is Michael A. Strahl's father. This represents 44% and 43% of the outstanding shares of the Company's common stock if all shares are sold. If the officers and Internet Finance.com, Inc. vote in the same manner, they will retain control over all affairs of the Company, including the election of the directors and business transactions.

Immediate and Substantial Dilution to Shareholders

The securities currently held by investors will be diluted in market value as more securities are issued. This dilution will be immediate and substantial. The Company is authorized to issue 20,000,000 shares of common stock. When this offering is completed 2,850,000 shares will be outstanding. The Company will have 17,172,500 shares remaining to be issued. You will have 5.3% of the outstanding shares of the Company immediately after this offering. Should the additional 17,172,500 shares be issued you will have 0.75% of the outstanding shares of common stock.

No Market Studies

In formulating its business plan, the Company has relied on the judgment of its officers, directors and consultants. No formal independent market studies concerning the demand for the Company's proposed services have been conducted, nor are any planned. The effect of the sale of the Securities has not been analyzed for its effect on the operations of the Company, the ability of the Company to obtain funds or financing or the variations in share price due to additional shares being available for sale.

Arbitrary Offering Price

Before the offering made hereby, there has been no market for the Company's Common Stock. The offering price of the Shares has been arbitrarily determined by the Company and bears no relationship to assets, book value, net worth, earnings, actual results of operations, or any other established investment criteria. Among the factors considered in determining the offering price were the Company's current financial condition, the degree of control which the current shareholders desired to retain, and an evaluation of the prospects for the Company's growth.

No Dividends Paid by Company

The Company's Board of Directors presently intends to cause the Company to follow a policy of retaining earnings, if any, for the purpose of increasing the net worth and reserves of the Company. As a result, there can be no assurance that any holder of Common Stock will receive any cash, stock or other dividends on his shares of Common Stock. Future dividends on Common Stock, if any, will depend on future earnings, financing requirements and other factors. Since the time of inception the Company has paid no dividends to shareholders.

No Public Market

At this time no market exists for the sale or purchase of the common stock. After this registration is effective, the Company will apply to list the common stock on the NASD bulletin board exchange. Even when listed the number of shares outstanding will not be enough to provide the large volume of trading that will enable the share price to be stable.

NASDAQ Listed Securities - Low Priced Securities and Possible Complications from Penny Stock Regulations

The Company is not listed on any stock exchange at this time. The Company will make application to NASD to become a bulletin board listed company. These are known as "penny stocks" and must follow various regulations involving disclosures to be given to you prior to the purchase of any penny stocks. These disclosures require you to acknowledge you understand the risk associated with buying penny stocks and that you can absorb the entire loss of your investment. Penny stocks are low-priced securities that do not have a very high trading volume. Because of this the price of the stock is volatile and you may not be able to buy or sell the stock when you want.

Uncertainty Due to Year 2000 Problem

The Year 2000 issue arises because many computerized systems use two digits rather than four to identify a year. Date sensitive systems may recognize the Year 2000 as 1900 or some other date, resulting in errors when information using the year 2000 date is processed. Similar problems may arise in some systems which use dates in 1999 to represent something other than a date. The effects of the Year 2000 issue may be experienced before, on, or after January 1, 2000, and if not addressed, the impact on operations and financial reporting may range from minor errors to significant system failure which could affect the Company's ability to conduct normal business operations. This creates potential risk for all companies, even if their own computer systems are Year 2000 compliant. It is not possible to be certain that all aspects of the Year 2000 issue affecting the Company, including those related to the efforts of customers, suppliers, or other third parties, will be fully resolved.

The Company currently believes that its systems are Year 2000 compliant in all material respects. Its current systems and products may contain undetected errors or defects with Year 2000 date functions that may result in material costs. Although management is not aware of any material operational issues or costs associated with preparing its internal systems for the Year 2000, the Company may experience serious unanticipated negative consequences. Examples of negative potential consequences include significant downtime for one or more of its website properties, or material costs caused by undetected errors or defects in the technology used in its internal systems. The purchasing patterns of advertisers may be correct their current systems for Year 2000 compliance. The Company does not currently have any information about the Year 2000 status of its advertising customers. These expenditures may result in reduced funds available for web advertising or sponsorship or web services, which could have a material adverse effect on its business, operations and financial condition.

USE OF PROCEEDS

The Company will rely on the proceeds from this offering to open additional schools, advertise, acquire an online store, and pay legal and accounting fees. This is a best-efforts offering with no minimum. The principal purposes and priorities in which proceeds are to be used, are as follows:

Legal and Accounting	\$ 20,000
Web Site Development	\$ 30,000
Advertising	\$ 80,000
Open and Maintain Schools (two to three)	\$ 100,000*
Online store development or acquisition	\$ 50,000
Working Capital	\$ 20,000
Total	\$ 300,000

*This will include salaries paid to officers. This estimate is for three schools.

Any funds not used for the purposes indicated will be used for general working capital.

DETERMINATION OF OFFERING PRICE

Because there has been no prior public trading market for our common stock, the initial public offering price of the common stock has been determined by management and is not necessarily related to our asset value, net worth or other criteria of value. The factors considered in determining the offering price include an evaluation by management of the history of and prospects for the industry in which we compete and our earnings prospects. Factors such as our financial results, announcements of developments related to our business, and the introduction of products and product enhancements by ourselves or our competitors may have a significant impact on the market price of our securities.

DILUTION

As of July 31, 1999, the Company had issued 2,700,000 shares of Common Stock and the net tangible book value per share of the Common Stock was \$.0078 per share of Common Stock. After giving effect to the receipt of the estimated net proceeds from the sale of all of the Shares, and assuming that the offering price of the Shares is \$2.00 per Share, you will have paid a total of \$300,000 for 150,000 shares of Common Stock and the net tangible book value of the Company's presently outstanding shares will increase to \$0.1135 per share. The investors will experience a corresponding dilution of \$1.8865 per share from the offering price.

The following table illustrates the per share dilution to you:

Offering Price per share	\$2.0000
Net tangible book value per share before offering	\$0.0078
Increase in net tangible book value per share attributable to investors purchasing in this offering	\$0.1057
Pro forma net tangible book value per share after offering	\$0.1135
Dilution per share	\$1.8865

The following table summarizes the differences between existing shareholders, as of July 31, 1999, and new investors with respect to the number of Common Shares purchased from the Company, the total consideration paid and the average price per share:

	Shares Purchased		Total Consideration Paid		Average Price Per Share
	Number	Percent	Amount	Percent	
Existing Shareholders	2,700,000	95%	\$ 70,995	19%	\$0.0263
New Investors	150,000	5%	\$300,000	81%	\$2.0000
Total	2,850,000	100%	\$370,995	100%	

PLAN OF DISTRIBUTION

The securities are being offered for sale by us through our officers and directors. We intend to engage the services of a registered broker or dealer in each state that requires that a registered broker or dealer act on behalf of a company selling its own securities in that state. The offering is a "best-efforts" offering and will conclude at the discretion of the Company, or sooner if all the shares are sold. No underwriter has been engaged and no commitment to provide the funds has been made. A subscription agreement will be required to be submitted by all purchasers of the shares. Please see the table below summarizing the offering.

The Offering

	Price to Public	Commissions	Proceeds to Company
Per Share	\$ 2.00	\$0	\$ 300,000
Total	\$ 2.00	\$0	\$ 300,000

DESCRIPTION OF BUSINESS

The following discussion and analysis of our plan of operation should be read in conjunction with the more detailed financial information contained in our financial statements and the notes to the financial statements, all of which is included elsewhere in this prospectus. This prospectus contains forward-looking statements that involve risks. Our actual results may differ materially from the results discussed in the forward-looking statements.

Overview

The Company is a development stage company, which is establishing an online trading school along with several trading schools in California. The Company will also sell services and products through its online store. Students and shoppers will be able to purchase our services through our web site at www.tradingsolutionsinc.com. Our web site is currently under development and is expected to be operational by the end of 1999.

The Company was incorporated on May 14, 1999 by seven persons or entities contributing \$0.001 per share for 2,495,000 shares of common stock. The Company also received funds from the exercise of options to purchase 85,000 shares of common stock for \$0.10 per share and the sale of a Regulation D private placement of 120,000 shares for \$0.50 per share. This provided the capitalization of the Company.

The Company has not yet begun operating and has no revenue. Since inception, the Company has been engaged in developing corporate structure, planning operations, capital raising activities, and negotiating agreements with prospective business affiliates. The Company has no operating revenue to date.

Cash Requirements and Additional Funding

Although management believes that the proceeds from this offering will satisfy the Company's cash requirements for the next twelve months, we anticipate an increase in capital expenditures consistent with anticipated growth in operations, infrastructure and personnel. The Company will also continue to expand marketing and development programs. The money needed will depend on the market acceptance of the online training program and the costs to maintain and upgrade the web site.

Additional Research and Development

The Company will not have significant research and development expenses during the next 12 months. The development of the web site design will be achieved through modifications of available technologies.

The Company will hire technical personnel to service the web site when funds become available. Until then the Company will be required to engage the services of a third party to develop the web site. The Company anticipates that the total cost of the web site services will be \$30,000.

Business

The Company intends to work on two projects.

1. Trading Solutions.com, Inc. trading school is designed to provide education for people interested in online investing. The Company will offer training for beginners as well as experienced traders. Courses will consist of a combination of theory sessions linked closely with a practical hands-on approach. The Company will provide online training, individual training, small group sessions and seminars on various trading and computer-related subjects.

2. The Company intends to establish or acquire an e-commerce business and link it with the online trading school. The Company will offer a wide variety of products for investors, including books, magazines, newspapers, online newsletters and trading software packages.

Overview of Internet-Based Industry

Online trading is becoming more and more popular among people of different ages, education, professions, and backgrounds. Trading Solutions.com, Inc. is aiming at persons interested in investing but not familiar with computers or the Internet, as well as existing traders who would like to improve their trading techniques.

According to the Spring 1999 edition of Women In Touch magazine, "...there are approximately 7 million online accounts registered with U.S. brokerages, and about 350,000 trades taking place each and every day. By the end of year, the number of online account is expected to top 10 million." The same magazine states, according to National Foundation for Women Business Owners, a majority of women entrepreneurs are looking into investing online. Trading Solutions.com, Inc. intends to offer its services to this group of investors.

Financial Service Online May 1999 edition also mentions that, according to a recent report from Credit Suisse First Boston Corp., the number of online trades grew by almost 35% during the first quarter of 1999. This growth came following a 34% growth in the fourth quarter of 1998.

Investment News from 5/17/99 says that as much as 19% of households with \$750,000 or more investment money will be trading online, up 5% from 1997. According to the same magazine, the amount of American households investing through online brokerage accounts will rise from 2.4 million at the end of 1998 to 4.3 million by the end of 2000.

By 2003 worldwide Internet Commerce will approach \$3.2 trillion and represent nearly 5% of all global sales, according to Small Business Computing, "ABC's of E-Commerce", March, 1999. Another article, "Cyberspace Marketplace" from Time Magazine, 7/20/98, says that by the year 2000, an estimated 1 in 4 families will be buying general merchandise online.

Marketing Strategies

Media Advertising

The Company's marketing strategy is directed towards beginners and experienced traders. Management will work to establish a local market niche for each one of its trading schools by advertising in local newspapers and radio. Management will work to increase the public's awareness of the Company's name and its services. This goal is to be achieved by carefully positioned editorials regarding the Company's services. Special events will be sponsored from which name affiliation and public familiarity with the services and products offered can be achieved.

Radio and Television Advertising

The Company will optimize advertising dollars spent on radio by purchasing air time from those radio stations whose demographics most closely resemble the Company's clientele. Management will be responsible for contacting account executives from various local stations and requesting proposals and statistics regarding their station's listeners and advertising packages.

Internet and Print Advertising

The Company intends to advertise on the Internet through its web page, which will be updated regularly. The Company will also maintain advertisements in the local newspapers. The Company will also produce color catalogs to be printed and distributed throughout the year.

Business Strategy

We want to become a leading online training school combined with an online store for a one-stop learning experience. The Company will offer classes and information with current technological information. We intend to affiliate with professional traders to teach our online classes and seminars. Currently, the information most in demand includes online trading, electronic trading, day trading strategies, and the software applied in trading. We intend to offer as many types of training and as great a variety within each subject category as possible. We also intend to invest in our web site infrastructure. We will offer our students access to our online store to make it easy for them to purchase everything they need for trading and investing online. Through the online store linked with the online school, we intend to offer products such as literature and newspapers, books, newsletters and reader's digests, along with the trading software packages that would specifically target online investors.

To promote learning through Trading Solutions.com, we intend to incorporate various features in the online school. We will update our web site to ensure that the site is interesting and offers current information.

Sources of Revenue

Tuition

During the first stage of operations, revenues will be derived primarily from the tuition paid by the students attending our schools, in person or through the Internet.

The Company is planning to open three or four schools in the Bay Area in California. Up to \$100,000 of the funds raised through this offering will be used to open these schools. This provides excess funds beyond the \$20,000 estimate of the cost of opening the schools. We will know immediately if the estimates are accurate and will modify the number of sites accordingly.

The number of training facilities which will actually open may be adjusted in accordance with the amount of available funds. Once identified, the time to develop a particular location varies, depending on the circumstances at each site. A training facility can be completed in 30 to 60 days from the beginning of the design phase. The Company's investment in a location will range from \$15,000 to \$20,000 to acquire all the furniture, equipment, supplies, have some advertising to bring the location to the point where it can be profitable. We believe that our training facilities will not require additional funding after the initial investment is made.

An online training school can begin operating as soon as the software and the web site are developed for the Company. The Company is planning to establish or acquire an Internet commerce business at an estimated cost of \$50,000 to \$75,000. Profits generated from online sales are expected to be moderate and provide additional capital for the Company's growth. The Company will be forced to develop this software if an acquisition cannot be made or pay a third party to develop the software.

One local web site development company which we may possibly use for development, Net-Clients.com, could develop a web site that will load to any commercially available Internet browsers and have an e-commerce capability. Net-Clients.com could develop software that would allow broadcasting of classes over the Internet with existing technology. We will spend up to \$30,000 of the funds raised on our web site development.

Our goal is to become a profitable online trading school. We intend to affiliate with professional traders and financial advisors to teach our classes. We will offer books, video and audio learning courses by leading authors, and as many types of products, and as wide a variety within each product category, as possible. We will also adopt features that would attract and retain students by offering different levels of training to address the needs of people with different backgrounds and computer experience. We will offer basic computer classes to prepare the students who are not familiar with the Internet.

Competition

While there are several experienced online traders who offer seminars, not all operate in our target market segment. Developing strategies to take market share away from these limited number of competitors will be our marketing approach. Based on this marketing premise, we are not really competing with the overpriced, short-term trading seminars. The strategy is to demonstrate a very high perceived value-to-price ratio to a wide segment of potential customers that are looking for personalized, professional instructing, without the obstacle of a high price. We believe that the competition at this level is limited. Some of the companies offering trading seminars are charging from \$900 to \$3,500 per seminar. Our basic computer and online trading courses for the beginners will be priced at \$120 to \$175 per course. More advanced trading seminars and classes will be offered to the public at \$400 to \$700 per course.

HL Camp & Company offer trading seminars at \$1,095 each, Legend Trading Seminars cost \$2,895 per seminar, ActiveTrade day trading classes are priced at \$3,500. Most of the seminars are oriented specifically to day trading and are of no use to the people who would like to invest online. We are not aware of any trading schools in the Bay area that would offer all or similar services to students. The Company will provide its customers with choices, which span different levels of readiness while also offering basic computer training and possible online training.

The Company also faces competition from other web sites that provide online investment training. We believe that by offering an all-in-one service and providing students with the ability to purchase all the educational materials through the web site, the Company can successfully compete in this market. We believe the online trading education market is not saturated and has great expansion potentials.

Government Regulation

We are not currently required to follow the regulations of any government agency, other than regulations applicable to businesses generally or applicable to electronic commerce. There is a chance that as the Internet becomes more popular, new laws and regulations may be issued, which will affect companies conducting business through the Internet. We believe that the new laws and regulations covering consumer protection, security and privacy issues will benefit the consumers and make people more comfortable receiving services online. The Government may also impose additional taxes on the sales conducted over the Internet, which will increase the cost of the operation.

Intellectual Property Rights

No licenses or patents are required for our business. The only confidentiality is our trading system and portfolio positions, which are only disclosed to the board members. The board of directors and secretarial staff have all signed confidentiality and non-disclosure agreements.

Employees

As of June 29, 1999, the Company had no full time employees. Board Members and Officers are devoting their time and effort to developing and promoting the Company. Chief Executive Officer, Natalie Shahvaran is devoting 40 hours per week to the affairs of the Company. Directors, Michael A. Strahl and Susan F. Turner devote a minimum of 8 hours each per week. The Company is also using the services of several consultants. Additional employees will be hired as required.

Year 2000 Issues

The Year 2000 issue arose because many existing computer programs use only the last two digits to refer to a year. Therefore, these computer programs do not properly recognize a year that begins with 20 instead of 19. If not corrected, many computer applications could fail or create erroneous results.

Management has initiated a comprehensive program to prepare the Company's systems for the year 2000. The Company is actively engaged in testing and fixing applications to ensure they are Year 2000 ready. The Company does not separately track the internal costs incurred for the Year 2000 project, but these costs are principally the related payroll costs for corporate staff. The Company currently does not expect remediation costs to be material nor does it expect any significant interruption to its operations because of Year 2000 problems.

The Company is in the process of contacting all third parties with which it has significant relationships, to determine the extent to which the Company could be vulnerable to failure by any of them to obtain Year 2000 compliance. Some of the Company's major suppliers and financial institutions have confirmed that they anticipate being Year 2000 compliant on or before December 31, 1999, although many have only indicated that they have Year 2000 readiness programs. To date, the Company is not aware of any significant third parties with a Year 2000 issue that could materially impact the Company's operations, liquidity or capital resources. The Company has no means, however, of ensuring that third parties will be Year 2000 ready and the potential effect of third-party non-compliance is currently not determinable.

The Company has devoted and will continue to devote the resources necessary to ensure that all Year 2000 issues are properly addressed. There can be no assurance, however, that all Year 2000 problems are detected. Further, there can be no assurance that the Company's assessment of its third party relationships could be accurate. Some of the potential worst-case scenarios that could occur include (1) corruption of data in the Company's internal systems and (2) failure of government and insurance companies' reimbursement programs. If any of these situations were to occur, the Company's operations could be temporarily interrupted. The Company intends to develop Year 2000 contingency plans for continuing operations in the event these problems arise.

The Company's executive offices are located at 200 Camino Aguajito, Suite 200, Monterey, CA, 93940. Its telephone number is (831) 375-6229.

LEGAL PROCEEDINGS

The Company is not a party to any pending legal proceedings.

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The following information sets forth the names of the officers and directors of the Company, their present positions with the Company and biographical information.

Natalie Shahvaran (Age 22). President, Chief Executive Officer, Chief Operating Officer, Director. Ms. Shahvaran graduated from Heald Business College with honors and received her Associate's Degree in Computer Business Administration in 1999. The associate's degree is a two year professional vocational degree. She has been managing one of her family trading accounts with Datek Online Brokerage for a period of eight months. Ms. Shahvaran worked as a computer consultant for Monterey Ventures, Inc. from 1998 to 1999. Monterey Ventures is a venture capital and financing company for small companies. Ms. Shahvaran was employed by Heald College as a college algebra/business math tutor from January 1997 to December 1998.

Michael A. Strahl (Age 40). Secretary, Director. Mr. Strahl graduated from Western State College and received his BA in Business Administration/Finance. He was the Vice President and Director of Themis Corporation, a merchant bank specializing in environmental management from June 1997 to July 1999. He was Vice President and Chief Operating Officer of Environmental Enzymes, Inc., an enzyme manufacturing company from February 1999 to July 1999. He is currently on the board of directors of Internet Finance.com, Inc. and Monterey Technologies, Inc. Michael A. Strahl is also a part owner and board member since March of 1994 of the Environmental Business Network. Inc., an environmental solutions oriented company. He was President of Environmental and Energy Group, Inc. (EEG), consultant to the oil and gas industry from April 1992 to August 1993. Before joining the environmental industry, Michael A. Strahl was a NASD Principal with Corporate Securities Group from April 1998 to January 1999 and was a branch manager for Oxford Financials from February 1990 to May 1990. An NASD Principal must pass a series 24 Securities License which allows him to be a branch manager of a stock brokerage firm.

Susan Turner (Age 44). Chief Financial Officer, Treasurer, Director. Ms. Turner attended the University of Michigan School of Business Administration and received her BA in Business Administration in April 1975. She graduated with a major in Accounting. Ms. Turner passed the CPA exam in November 1975 and obtained a Michigan CPA license April 1978, a Georgia license September 1980 and a California license December 1985. Ms. Turner is currently a Certified Public Accountant. Ms. Turner started her professional career over 20 years ago with Peat, Marwick, Mitchell, a national CPA firm from September 1975 to April 1977. She was also audit manager for the Commercial Loan Department of General Electric Credit Corporation in Palo Alto, CA from November 1978 to July 1981. Ms. Turner previously managed the tax department of McGilloway & Elstob in California from December 1984 to September 1987, and has been the proprietor of her own CPA firm since 1987. Ms. Turner will handle the Corporation's financial matters, including financial statement preparation, tax returns, budgeting and forecasting.

SECURITY OWNERSHIP OF BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of July 31, 1999, the beneficial ownership of the Company's Common Stock by each person known by the Company to beneficially own more than 5% of the Company's Common Stock outstanding as of July 31, 1999 and by the officers and directors of the Company as a group. Except as otherwise indicated, all shares are owned directly. The beneficial ownership includes shares issued at the effective date of this offering. The percent of class is before the offering.

After the offering Natalie Shavaran will have 44% and Internet Finance.com, Inc. will have 46%. Robert Strahl, father of Michael Strahl, officer and director of the Company is the beneficial owner of the shares of common stock issued to Internet Finance.com, Inc.

(1) Title of Class	(2) Name and address of beneficial owner	(3) Amount and Nature Of Beneficial Ownership(1)	(4) Percent of Class(2)
Common Stock	Natalie Shahvaran P.O. Box 22851 Carmel, CA 93922	1,250,000	46%
Common Stock	Internet Finance.com, Inc.(2) 200 Camino Aguajito Number 200 Monterrey, CA 93940	1,210,000	46%
Common Stock	Monterrey Ventures, Inc.(2) 200 Camino Aguajito Number 200 Monterrey, CA 93940	50,000	
Common Stock	Michael A. Strahl 814 Bel Air Way Salinas, CA 93901	20,000	
Common Stock	Susan F. Turner P.O. Box 3687 Carmel, CA 93921	20,000	
Common Stock	Directors and Officers as a group (3 persons)	1,290,000	46%

DESCRIPTION OF SECURITIES

Common Stock
- - - - -

The Company is authorized to issue 20,000,000 shares of common stock with a par value of \$0.01 per share. Currently 2,700,000 shares are outstanding and no options or warrants remain outstanding and no shares are reserved for any options or warrants. Holders of the Common Stock are entitled to one vote for each share held by them of record on the books of the Company in all matters to be voted on by the stockholders. Holders of Common Stock are entitled to receive dividends as may be declared from time to time by the Board of Directors out of funds legally available, and in the event of liquidation, dissolution or winding up of the Company, to share ratably in all assets remaining after payment of liabilities. Any declaration of dividends on Common Stock will be at the discretion of the Board of Directors and will depend upon a number of factors, including the future earnings, capital requirements and financial condition of the Company. The Company has not declared dividends on its Common Stock in the past and the management currently anticipates that retained earnings, if any, in the future will be applied to the expansion and development of the Company rather than the payment of dividends.

The holders of Common Stock have no preemptive or conversion rights and there will not be further calls or assessments by the Company. There are no redemption or sinking fund provisions applicable to the Common Stock. The Common Stock currently outstanding is, and the Common Stock offered by the Company hereby will, when issued, be validly issued, fully paid and nonassessable.

Voting Requirements

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The Articles of Incorporation require the approval of the holders of a majority of the Company's voting securities for the election of directors and for fundamental corporate actions, such as mergers and sales of substantial assets, or for an amendment to the Articles of Incorporation. There exists no provision in the Articles of Incorporation or Bylaws that would delay, defer or prevent a change in control of the Company.

Transfer Agent

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The transfer agent and registrar for the Company's Common Stock is Silverado Stock Transfer, Inc., 8170 S. Eastern Avenue, Suite 4, PMB 602, Las Vegas, NV, 89123. Its telephone number is (702) 263-0920.

Shares Eligible for Future Sale

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As of July 31, 1999, the Company had 2,700,000 shares of Common Stock outstanding. Of the 2,700,000 shares of Common Stock outstanding, 2,500,000 shares of Common Stock are beneficially held by "affiliates" of the Company. All shares of Common Stock registered pursuant to this Registration Statement will be freely transferable without restriction or registration under the Securities Act, except to the extent purchased or owned by "affiliates" of the Company as defined for purposes of the Securities Act.

In general, under Rule 144 as currently in effect, a person who has beneficially owned "restricted" securities for at least two years, including persons who may be deemed to be "affiliates" of the Company, may sell publicly without registration under the Securities Act, within any three-month period, assuming compliance with other provisions of the Rule, a number of shares that do not exceed the greater of (i) one percent of the Common Stock then outstanding or, (ii) the average weekly trading volume in the Common Stock during the four calendar weeks preceding the sale. A person who is not deemed an "affiliate" of the Company and who has beneficially owned shares for at least three years would be entitled to sell the shares under Rule 144 without regard to the volume and other limitations described above.

Penny Stocks

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The Company's shares are "penny stocks" within the definition of that term contained in Rules 15g-1 through 15g-9 promulgated under the Securities Exchange Act of 1934, as amended, which imposes sales practices and disclosure requirements on certain broker-dealers who engage in certain transactions involving penny stocks. These additional sales practices and disclosure requirements could impede the sale of the Company's securities, including securities purchased herein, in the secondary market. In addition, the liquidity for the Company's securities may be adversely affected, with concomitant adverse effects on the price of the Company's securities.

Under the penny stock regulations, a broker-dealer selling penny stocks to anyone other than an established customer or "accredited investor" (generally, an individual with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 together with his or her spouse) must make a special suitability determination for the purchaser and must receive the purchaser's written consent to the transaction prior to the sale, unless the broker-dealer is otherwise exempt. In addition, unless the broker-dealer or the transaction is otherwise exempt, the penny stock regulations require the broker-dealer to deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the Securities and Exchange Commission relating to the penny stock. A broker-dealer is also required to disclose commissions payable to the broker-dealer and the Registered Representative and current quotations for the securities. A broker dealer is additionally required to send monthly statements disclosing recent price information with respect to the penny stock held in a customer's account and information with respect to the limited market in penny stocks.

INTEREST OF NAMED EXPERTS AND COUNSEL

The Company's securities counsel, Blume Law Firm, P.C., of Phoenix, Arizona currently holds 10,000 shares of our common stock.

DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

The Company has indemnified all officers, directors and controlling persons of the Company against all liabilities from the sale of securities which might arise under the Securities Act of 1933 other than as stated under Nevada law. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to these persons pursuant to the foregoing provisions, the Company has been informed that, in the opinion of the Securities and Exchange Commission, this indemnification is against public policy as expressed in the Act and is therefore unenforceable.

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

When used in this discussion, the words "believes", "anticipates", "expects" and similar expressions are intended to identify forward-looking statements. Actual results could be substantially different from those projected due to risks and uncertainties. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

Results of Operations

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The Company had no revenues for the period ending July 31, 1999. To date the Company has not relied on any revenues for funding its activities and it does not expect to receive revenues from operations to be profitable for at least six months following the receipt of the funds raised through this offering. We believe that the proceeds from this offering will satisfy the Company's cash requirements for the next twelve months. The Company is also relying on revenues received from its business. The Company anticipates an increase in capital expenditures consistent with anticipated growth in operations, infrastructure and personnel. The Company will also continue to expend marketing and development programs.

Liquidity and Capital Resources

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The Company does not believe that there will be significant research and development expenses during the next 12 months. Even though we have contracted an independent company to develop our web site design, this development will be achieved through modifications of available technologies. Expenditures on activities of this type do not constitute research and development expenses.

The Company expects to hire technical personnel to service the web site as soon as sufficient funds become available either as a result of this offering, or from the profits gained through the Company's operations. Until then the Company will be required to engage the services of a third party to develop the web site. The Company anticipates that the total cost of these web site services will be \$30,000.

The Company does not anticipate purchasing or selling any plant or significant equipment during the next twelve month. We also plan to hire up to ten additional employees by the end of our first 12 months of operations. These additional employees may serve in any of the following capacities: teaching; marketing and promotion; administration; and web site technicians.

DESCRIPTION OF PROPERTY

Presently, no equipment or properties except basic computer equipment are owned. The Company anticipates purchasing additional computer equipment for training and trading. In addition, office furniture and office equipment that will be needed to conduct business instruction in trading will be purchased. The funds will come from this offering.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On May 13, 1999, Trading Solutions.com entered into an Investment Banking Agreement with Internet Finance.com, Inc. Under this agreement, Internet Finance.com, Inc. was to assist the Company in the corporate formation, business and strategic plan, assist in the areas of management structure, line projections and marketing. Internet Finance.com, Inc. has also provided the Company with a \$3,000 bridge loan, which was repaid by the Company on June 1, 1999. Internet Finance.com, Inc. purchased 1,200,000 shares of common stock at \$.001 per share. Trading Solutions.com has also agreed to pay Internet Finance.com, Inc. a consulting fee of \$22,000 for its services. Michael A. Strahl is the director designee appointed by Internet Finance.com under the terms of the agreement.

Internet Finance.com, Inc. is providing consulting services to the Company on a continual basis. Internet Finance.com, Inc. assists the Company in its corporate day-to-day responsibilities, helps prepare investor presentation packages, and gives professional advice and assistance in the areas of corporate structure, corporate finance, and management structure. Internet Finance.com, Inc. will perform the aforementioned services for a fee of \$22,000 for a period of time needed for the Company to receive funding through its SB-2 filing.

The Company currently rents office space from Monterey Ventures, Inc.

Natalie Shahvaran, who is an executive officer and a director of Trading Solutions.com, Inc., was issued 1,200,000 shares of common stock at \$0.01 per share.

In May 1999, the Company agreed to issue options to purchase 85,000 shares of Common Stock, which are exercisable at \$.10 per share. As of August 1999, 85,000 shares were exercised. The aggregate proceeds from the exercise of the stock options was \$8,500. The following table summarizes the number of stock options issued.

NAME	EXERCISE PRICE	No OF SHARES
Natalie Shahvaran	\$.10	50,000
Susan F. Turner	\$.10	5,000
Michael A. Strahl	\$.10	5,000
Melissa DeAnzo	\$.10	5,000
Monterey Ventures, Inc.	\$.10	10,000
Internet Finance.com, Inc	\$.10	10,000
Total		85,000

MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

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There is no public market for the Company's common stock.

Holders

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As of July 31, 1999 there were approximately forty-four (44) stockholders of record of the Company's Common Stock.

Dividend Policy

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The Company has never paid a dividend and does not anticipate paying any dividends in the foreseeable future. It is the present policy of the Board of Directors to retain the Company's earnings, if any, for the development of the Company's business.

EXECUTIVE COMPENSATION

The board has adopted an executive compensation plan for its Executive Officers and Directors as follows: the board members will receive no cash compensation or reimbursement for the expenses incurred in connection with attending board meetings. The Company reserves the right to pay consulting fees to its board members and officers for the time and services they provide to the Company. Our Chief Executive Officer will receive up to \$30,000 in compensation for her full time commitment to the development and promotion of the company. The Board has agreed to the issuance of the Company's common stock to three of its members.

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	SALARY	OTHER ANNUAL COMPENSATION	RESTRICTED STOCK AWARD	SECURITIES UNDERLYING OPTIONS/SAR's	LTIP PAYOUTS	ALL OTHER COMPENSATION
Natalie Shahvaran President/CEO/ Director	1999	0	\$ 30,000	0	0,000* 0		
Michael A. Strahl Secretary/Director	1999	0	0	0		5,000*	0
Susan F. Turner Treasurer/CFO/ Director	1999	0	0		5,000*	0	0

*The board also issued Stock Options to the officers and directors of the Company. These options have been exercised and the above listed options reflect those shares.

Employment and Change of Control Contracts

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The Company does not currently have any employment agreements with its employees or key personnel.

FINANCIAL STATEMENTS

TRADING SOLUTIONS.COM, INCORPORATED
(A Development Stage Company)

Financial Statements
With
Independent Auditor's Report

Prepared by

HAWKINS ACCOUNTING
CERTIFIED PUBLIC ACCOUNTANT
SALINAS, CALIFORNIA

TRADING SOLUTIONS.COM, INCORPORATED
(A Development Stage Company)

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HAWKINS ACCOUNTING
CERTIFIED PUBLIC ACCOUNTANT
341 MAIN STREET
SALINAS CA 93901
(831) 758-1694 FAX (831) 758-1699

To the Board of Directors and Shareholders
Trading Solutions.Com, Incorporated
Monterey, California

Independent Auditor's Report

I have audited the balance sheet of Trading Solutions.Com, Incorporated (a development stage company) as of June 10, 1999 and the related statements of operations, stockholders' equity and cash flows from the date of inception to June 30, 1999. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with generally accepted auditing standards. Those standards require that I 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 assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides reasonable basis for my opinion.

In my opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of Trading Solutions.Com, Incorporated, as of June 30, 1999 and the results of operations and its cash flows and the cumulative results of operations and cumulative cash flows for the period from date of inception to June 30, 1999 in conformity with generally accepted accounting principles.

The accumulated deficit during the development stage for the period from date of inception to June 30, 1999 is \$32,290.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 7 to the financial statements, the Company has incurred net losses from operations and has received no revenue, which raises substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

July 21, 1999

TRADING SOLUTIONS.COM, INCORPORATED
(A Development Stage Company)
BALANCE SHEET
June 30, 1999

ASSETS

Current assets		
Cash in bank	\$	17,381
Prepaid rent		677
Total current assets		18,058
Furniture and equipment		
Equipment		2,206
Furniture		600
		2,806
Accumulated depreciation		(44)
		2,762
Total assets	\$	20,820

LIABILITIES AND STOCKHOLDERS EQUITY

Current liabilities		
Accounts payable	\$	5,770
State corporate tax liability		800
Total current liabilities		6,570
Total liabilities		6,570
Stockholders' equity		
Common stock, 20,000,000 shares authorized at a par value of .01, 2,627,000 outstanding		26,270
Paid in capital		20,270
Deficit incurred during development stage		(32,290)
Total stockholder's equity		14,250
Total liabilities and stockholder's equity	\$	20,820

The accompanying notes are an integral part of these financial statements

TRADING SOLUTIONS.COM, INCORPORATED
(A Development Stage Company)
STATEMENT OF OPERATIONS
From date of inception to June 30, 1999

		Deficit Accumulated During Development Stage
Expenses		
Accounting fees	3,000	\$ 3,000
Bank charges	60	60
Consulting fees	9,150	9,150
Depreciation	44	44
Management fees	5,000	5,000
Miscellaneous	554	554
Office supplies	833	833
Postage	66	66
Promotions	271	271
Legal fees	10,100	10,100
Organizational costs	896	896
Rent	600	600
Telephone	268	268
Travel	634	634
	---	---
Loss from operations prior to other expenses and taxes	(31,476)	(31,476)
Other (expenses)		
Interest	(14)	(14)
	----	----
Loss prior to income taxes	(31,490)	(31,490)
Income taxes		
State corporate tax	800	800
	---	---
Net loss	\$ (32,290)	\$ (32,290)
	-----	-----
Loss per common share	\$ (0.012)	\$ (\$0.012)
	-----	-----
Weighted average of shares outstanding	21,587,302	2,587,302
	-----	-----

The accompanying notes are an integral part of these financial statements

TRADING SOLUTIONS.COM, INCORPORATED
(A Development Stage Company)
STATEMENT OF STOCKHOLDER'S EQUITY
June 30, 1999

	Common Stock		Paid In	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Capital		
Founders stock	2,490,000	\$ 24,900	(22,410)		\$ 2,490
Options	60,000	600	4,950		5,550
May 18, 1999	14,000	140	6,860		7,000
May 21, 1999	2,000	20	980		1,000
May 24, 1999	3,000	30	1,470		1,500
May 27, 1999	2,000	20	980		1,000
June 2, 1999	10,000	100	4,900		5,000
June 3, 1999	2,000	20	980		1,000
June 4, 1999	4,000	40	1,960		2,000
June 7, 1999	2,000	20	980		1,000
June 13, 1999	2,000	20	980		1,000
June 16, 1999	3,000	30	1,470		1,500
June 17, 1999	10,000	100	4,900		5,000
June 22, 1999	2,000	20	980		1,000
June 25, 1999	1,000	10	490		500
June 27, 1999	6,000	60	2,940		3,000
June 29, 1999	12,000	120	5,880		6,000
June 30, 1999	2,000	20	980		1,000
				(32,290)	(32,290)
Total	2,627,000	\$ 26,270	\$ 20,270	\$ (32,290)	\$ 14,250

The accompanying notes are an integral part of these financial statements

TRADING SOLUTIONS.COM, INCORPORATED
(A Development Stage Company)
STATEMENT OF CASH FLOWS-INDIRECT METHOD
From date of inception to June 30, 1999

		Deficit Accumulated During Development Stage
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ (32,290)	\$ (32,290)
Adjustment to reconcile net income to net cash provided by operating activities		
Depreciation	44	44
Increase in prepaid rent	(678)	-678
Increase in accounts payable	5,770	5770
Increase in taxes payable	800	800
NET CASH PROVIDED BY OPERATING ACTIVITIES	(26,354)	(26,354)
INVESTING ACTIVITIES		
Purchase of furniture and equipment	2,806	2,806
NET CASH USED IN INVESTING ACTIVITIES	2,806	2,806
FINANCING ACTIVITIES		
Sale of common stock	46,540	46,540
Short term borrowing	3,000	3,000
Payment of short term borrowing	(3,000)	(3,000)
NET CASH REALIZED FROM FINANCING ACTIVITIES	46,540	46,540
INCREASE IN CASH AND CASH EQUIVALENTS	17,380	17,380
Cash and cash equivalents at the beginning of the year	0	0
CASH AND CASH EQUIVALENTS	\$ 17,380	17,380
Supplemental disclosure of financing activities		
Interest paid during the period from date of inception to June 30, 1999	\$ 14	\$ 14

The accompanying notes are an integral part of these financial statements

TRADING SOLUTIONS.COM, INCORPORATED
(A Development Stage Company)

Notes to Financial Statements
June 30, 1999

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of the business

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Trading Solutions.Com, Inc (the "Company") is designed to provide education for people interested in on line investing. The Company also intends to establish a corporate trading account and manage money. The Company further intends to establish or acquire an ecommerce business to link with the trading school.

Development Stage Company

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The Company is a development stage company, as developed in the Financial Accounting Standards Board No. 7. The Company is devoting substantially all of its present efforts in securing and establishing a new business, and although planned operations have commenced, no revenues have been realized.

Pervasiveness of estimates

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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, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Cash and cash equivalents

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For financial statement presentation purposes, the Company considers all short term investments with a maturity date of three months or less to be cash equivalents.

Property and equipment

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Property and equipment are recorded at cost. Maintenance and repairs are expensed as incurred; major renewals and betterments are capitalized. When items of property or equipment are sold or retired, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

Depreciation is provided using the straight-line method, over the useful lives of the assets.

Income taxes

- -----

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the recorded book basis and the tax basis of assets and liabilities for financial and income tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are

TRADING SOLUTIONS.COM, INCORPORATED
(A Development Stage Company)

Notes to Financial Statements
June 30, 1999

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (con't)

Income taxes (con't)

- -----

recovered or settled. Deferred taxes are also recognized for operating losses that are available to offset future taxable income.

Stock options

- -----

The board of directors for the Company voted at its organizational meeting to grant certain people and organizations the opportunity to purchase shares of the Company's common stock at \$. 10. These options are non-compensatory and are recorded when exercised.

NOTE 2: BACKGROUND

The Company was incorporated under the laws of the State of Nevada on May 14, 1999. The principal activities of the Company, from the beginning of the development stage, have been organizational matters and the sale of stock.

NOTE 3: EQUIPMENT AND FURNITURE

The following is a summary of fixed asset classifications, accumulated depreciation and depreciable lives for the Company at June 30, 1999.

	Useful life Years	Amount
Computer equipment	5	\$2,206
Office furniture	10	600
Total		2,806
Accumulated depreciation		(44)
Net equipment and furniture		\$2,762

Depreciation expense for the period from date of inception to June 30, 1999 was \$ 44.

NOTE 4: COMMON STOCK

Founders stock

- -----

At incorporation the Company issued stock to the founders of the corporation. These shares totaled 2,490,000 shares and were issued for consideration of \$.001 per share.

TRADING SOLUTIONS.COM, INCORPORATED
(A Development Stage Company)

Notes to Financial Statements
June 30, 1999

NOTE 4: COMMON STOCK (con't)

Stock options
- -----

At the organizational meeting of the board of directors it was voted on to issue stock options of the Company's common stock to certain officers of the corporation, a key employee of a non affiliated company and the non affiliated company. These options are to be exercised at \$.10 a share and have an expiration date of December 31, 2002. These options are callable at \$.02 per share by the Company with a 30 day notice. A total of 85,000 shares were voted on for the options of which 60,000 shares of the options were exercised at June 30, 1999.

Public stock offering
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During the period ended June 30, 1999 the Company sold solely to accredited and/or sophisticated investors its common stock. Each share had a par value of \$.01 a share and was offered to the investors at \$.50 a share. The stock was sold during various times during the period from date of inception to June 30, 1999 to 22 different investors buying a total of 77,000 shares of common stock. Total proceeds, from the offering, as of the period ended June 30, 1999 were \$38,500.

NOTE 5: INCOME TAXES

The benefit for income taxes from operations consisted of the following components: current tax benefit of \$4,843 resulting from a net loss before income taxes, and a deferred tax expense of \$4,843 resulting from a valuation allowance recorded against the deferred tax asset resulting from net operating losses. Net operating loss carryforward will expire in 2014.

The valuation allowance will be evaluated at the end of each year, considering positive and negative evidence about whether the asset will be realized. At that time, the allowance will either be increased or reduced; reduction would result in the complete elimination of the allowance if positive evidence indicates that the value of the deferred tax asset is no longer required.

NOTE 6: RELATED PARTY TRANSACTIONS

The Company entered into an agreement with one of its shareholders to provide assistance to the Company in the formation of its corporate structure and to use their contacts in assisting with the development of a public market for the Company's common stock. The agreement calls for the shareholder to be paid a total of \$22,000 of which \$5,000 was paid for

TRADING SOLUTIONS.COM, INCORPORATED
(A Development Stage Company)

Notes to Financial Statements
June 30, 1999

NOTE 6: RELATED PARTY TRANSACTIONS (con't)

the period ended June 30, 1999. The Company is to further provide support services such as office space and telephone services for which the Company will be billed separately. Total cash paid for these additional services as of June 30, 1999 was \$1,465. [NEED AGREEMENT; ATTACH AS EXHIBIT]

The Company also entered into an agreement with another shareholder to provide consulting services to the Company. This agreement totals \$30,000 of which \$6,000 was paid as of June 30, 1999.

There is an agreement with one of the founders to provide support services to the Company. This agreement has a maximum of \$6,000. The total amount paid as of June 30, 1999 was \$3,050. [NEED AGREEMENT; ATTACH AS EXHIBIT]

NOTE 7: GOING CONCERN

From the date of inception to June 30, 1999, the Company has yet to commence receiving revenue and has net losses from operating activities which raise substantial doubt about its ability to continue as a going concern.

Management will work to establish a local market niche for each one of its trading schools by advertising in local newspapers and radio. This is intended to create public awareness of the Company's name and its services.

Management also intends to affiliate with professional traders to teach online classes and seminars in real-time broadcasting. The Company also intends to continually invest in its web site infrastructure as needed for upgrades, incorporation of new features and keeping up with the changing internet technology. The Company will establish an on line store that will offer literature such as books, newspapers and newsletters that will target online investors.

In order to attract and retain quality instructors the Company plans to grant each participating instructor the opportunity to be promoted on an exclusive basis by the Company's web site.

The Company's ability to continue as a going concern is dependent upon a successful public offering and ultimately achieving profitable operations.

TRADING SOLUTIONS.COM, INCORPORATED
(A Development Stage Company)

Notes to Financial Statements
June 30, 1999

NOTE 7: GOING CONCERN (con't)

There is no assurance that the Company will be successful in its efforts to raise additional proceeds or achieve profitable operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

EXPERTS AND LEGAL MATTERS

The financial statements of Trading Solutions.com, Inc. for the period from February 1, 1999 to June 30, 1999 included in this prospectus and registration statement have been audited by Richard Hawkins, CPA, an independent auditor, as stated in his report and have been so included in reliance upon the report of this CPA given upon his authority as expert in accounting and auditing.

Legal matters regarding this offering will be passed upon for the Company by Gary R. Blume, Esq., Blume Law Firm, P.C., 11801 North Tatum Boulevard, Suite 108, Phoenix, Arizona 85028.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS
ON ACCOUNTING AND FINANCIAL DISCLOSURE

The Company has had no changes in or disagreements with its accountants from inception to the present time.

PART II

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The officers and directors of the Company are indemnified as provided under the Nevada Law and as detailed in the Bylaws.

The indemnification states that "the Corporation shall indemnify any and all of its Directors and Officers, and its former Directors and Officers, or any person who may have served at the Corporations request as a Director or Officer of another Corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Director(s) or Officer(s) of the Corporation, or of such other Corporation, except, in relation to matters as to which any such director or officer of former director or of officer or person shall be adjudged in such action, suite or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under Bylaw, agreement, vote of Stockholders or otherwise."

There are no indemnification provisions available to the Directors, Officers and controlling persons of the Company under the Securities Act as required by Item 510 of Regulation S-B.

OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The expenses of the Registration Statement are as follows:

Transfer Agent:	\$ 1000
Legal and Accounting:	\$ 10,500
TOTAL	\$ 11,500

RECENT SALES OF UNREGISTERED SECURITIES

Upon incorporation, seven founders were issued common stock. Natalie Shahvaran was issued 1,200,000 shares of common stock at \$.001 on June 25, 1999, Susan F. Turner was issued 15,000 shares of common stock at \$.001 on June 7, 1999, Michael A. Strahl was issued 15,000 shares of common stock at \$.001 on June 2, 1999, Internet Finance.com, Inc. was issued 1,200,000 shares of common stock at \$.001 on May 19, 1999, Blume Law Firm, P.C. was issued 10,000 shares of common stock at \$.001 on June 27, 1999, Melissa DeAnzo was issued 5,000 shares of common stock at \$.001 on May 19, 1999, Monterey Ventures was issued 50,000 shares of common stock at \$.001 on May 19, 1999. These were issuances of securities from the Company not involving a public offering and were exempt from the registration provisions of the Securities Act of 1933, as amended, pursuant to section 4(2). The securities bear a restrictive legend permitting the transfer thereof only upon registration of the securities or an exemption under the Securities Act.

Under the terms of a private placement done by the Company in reliance on Regulation D, Rule 504, 120,000 shares of common stock of the Company was sold to the investors listed below.

Shareholder	Date
Nina Santa Cruz	5/12/99
Robert A. Strahl, trustee	5/12/99
Twin Rivers, L.L.C.	5/12/99
Deborah L. Flores	5/13/99
Deborah L. Flores	6/2/99
Maziar Roohbakhsh	5/21/99
Twin Rivers, L.L.C.	5/24/99
Robert A. Strahl, trustee	5/24/99
Christopher R. Heid	5/27/99
Florence G. Roberts	5/27/99
Jeffrey W. Leonard & Joni M. Leonard	6/2/99
Dan Weiss & Eileen Freeland	6/2/99
James E. MacArthur	6/4/99
MaryAnn Meza	6/7/99
Joe Scales	6/3/99
Jesus Jiminez & Kimberly Jiminez	6/13/99
Gary Russell	6/16/99
Aggie, Inc.	6/16/99
Harry Murray	6/17/99
David Varnes & Kathy Varnes	6/22/99
Greg Ludwa	6/25/99
T.E. Melnick	6/27/99
Lisa Komoroczy	6/27/99
James W. Silveria	6/29/99
Ned Opdyke & Ann Opdyke	6/30/99
Diane Fletcher	7/1/99
Robert C. Kramer	7/1/99
William D. Barry	7/1/99
Kenneth Green	7/1/99
Daniel Rich	7/1/99
Mary Rich	7/1/99
Michael Dowell	7/2/99
Dennis Barrickman	7/2/99
Denis E. Zambetti	7/5/99
George Richard Hogan	7/8/99
Sabina Skibinski	7/12/99
Neil Tucker & Nancy Tucker	7/14/99

The offering was closed on August 18, 1999 and resulted in receipt by the Company of \$60,000. All shares were sold to a total on nine accredited and twenty eight unaccredited investors. The proceeds from this offering were used for working capital, legal, accounting and consulting fees.

In May 1999, the Company also voted to grant options to its directors, officers, key personnel, and to Internet Finance.com, Inc., Monterey Ventures, Inc., and Melissa DeAnzo. These options are exercisable at \$.10 per share and consist of a total of 85,000 options with an expiration date of 12/31/2002. The options are not compensatory, nor do they represent services rendered. The options were issued in reliance upon Section 4(2) of the Securities Act of 1993. To date, all options have been exercised.

EXHIBIT INDEX

Exhibit	Description
3.	Articles of Incorporation and Bylaws
3a.	Articles of Incorporation and Amendments
3b.	Bylaws
23.	Consent of Experts and Counsel
23a.	Consent of Independent Auditor
27.	Financial Data Schedule
99.	Investment Banking Agreement
99.1	Investment Letter
99.2	Stock Subscription Agreement
CORRESPONDENCE	Letter from Hawkins Accounting
COVER LETTER	Response Letter to Comment Letter dated November 2, 1999

UNDERTAKINGS

To the extent that our directors, officers and controlling persons may be indemnified for liabilities arising under the Securities Act of 1933 pursuant to the foregoing provisions, or otherwise, we have been advised that, in the opinion of the Securities and Exchange Commission, this indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. If a claim for indemnification against these liabilities is asserted by the director, officer or controlling person in connection with the securities being registered, we will submit the question of whether the indemnification by it is against public policy as expressed in the Act to a court of appropriate jurisdiction and will be governed by the court's decision. We will not litigate if, in the opinion of our attorney, the question has already been decided by a court in the relevant jurisdiction. Claims asking us to pay expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding will not be submitted to a court.

The issuer will file, during any period in which it offers or sells securities, a post-effective amendment to this registration statement to include any prospectus required by section 10(a)(3) of the Securities Act, to reflect in the prospectus any facts or events which represent a fundamental change in the information in the registration statement and to include any additional or changed material information on the plan of distribution.

For determining liability under the Securities Act, the issuer 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.

The issuer will file a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Naperville, State of Illinois.

TRADING SOLUTIONS.COM, INC.

/s/ Susan Turner

Susan Turner, Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gary R. Blume, Esq. as true and lawful attorneys-in-fact with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereon.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

/s/ Natalie Shahvaran	Chief Executive Officer	11/24/99
- - - - -	- - - - -	- - - - -
Natalie Shahvaran		Date
/s/ Susan Turner	Chief Financial Officer	11/24/99
- - - - -	- - - - -	- - - - -
Susan Turner		Date
/s/ Michael A. Strahl	Secretary	11/24/99
- - - - -	- - - - -	- - - - -
Michael A. Strahl		Date

Articles of Incorporation
of

TRADING SOLUTIONS.COM, INC.

FIRST. The name of the corporation is:

TRADING SOLUTIONS.COM, INC.

SECOND. Its principal office in the State of Nevada is located at 251 Jeanell Dr. Suite 3, Carson City, NV 89703, although this Corporation may maintain an office, or offices, in such other place within or without the state of Nevada as may from time to time be designated by the Board of Directors, or by the by-laws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Nevada as well as within the State of Nevada.

THIRD. The objects for which this Corporation is formed are: To engage in any lawful activity, including, "but not limited to the following:

(A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.

(B) may at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.

(C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of Incorporation, and when no period is limited, perpetually, or until dissolved, and its affairs wound up according to law.

(D) Shall have power to sue and be sued in any court of law or equity.

(E) Shall have power to make contracts.

(F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same devise or bequest in the State of Nevada, or any other state, territory or country.

(G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

(H) Shall have power to make by-laws not inconsistent with the constitution of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its, stock the transaction of its business, and the calling and holding of meetings of its stockholders.

(I) Shall have power to wind up and dissolve itself, or be wound up or dissolved.

(J) Shall have power to adopt and use a common seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such non-use shall not in any way affect the legality of the document.

(K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.

(L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of the State of Nevada, or any other state or government and while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

(M) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or fund.

(N) Shall, have power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Nevada, and in any of the states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.

(O) Shall have power to do all and everything necessary and. proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, or any amendment thereof.

(P) Shall have the power to make donations, for the public welfare or for charitable, scientific or educational purposes.

(Q) Shall have the power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities.

FOURTH. That the voting common stock authorized may be issued by the corporation is TWENTY MILLION (20,000,000) shares of stock with a nominal or par value of . 0 1 and no other class of stock shall be authorized. Said shares with a nominal or par value may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

FIFTH. The governing body of the corporation shall be known as directors, and the number of directors may from time to time be increased or depreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall be reduced to no less than one (1). The name and post office address of the first Board of Directors shall be one (1) in number and listed as follows:

NAME	POST OFFICE ADDRESS
Michael D. Taylor	251 Jeanell Dr. Suite 3 Carson City, NV 89703

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shallnot be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post office address of the incorporator(s) signing the Articles of Incorporation is as follows:

NAME	ADDRESS
Michael D. Taylor	251 Jeanell Dr. Suite 3 Carson City, Nevada 89703

EIGHTH. The resident agent for this corporation shall be:
CORPORATE ADVISORY SERVICE, INC.

The address of said agent, and, the principle or statutory address of this corporation in the State of Nevada is.

251 Jeanell Dr. Suite 3,
Carson City, Nevada 89703

NINTH. The corporation is to have perpetual existence.

TENTH. In furtherance and, not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be served as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this corporation.

By resolution passed by a majority of the whole Board, to consist of one (1), or more committees, each committee to consist of one or more directors of the corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for the purpose, or when authorized by written consent of the holders of at least a majority of the voting stock is issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests, of the Corporation.

ELEVENTH. No shareholder shall be entitled as a matter of right to subscribe for, or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as is in its discretion it shall deem advisable.

TWELFTH. No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders, for damages for breach of fiduciary duty as a director or officer involving any act of omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct; fraud or a knowing violation of the law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH. This Corporation reserves the right to amend, alter, change, in any manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Incorporator Herein before named for the purpose of forming a Corporation pursuant to the General Corpbration Law of the State Of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein are true, and accordingly have hereunto set my hand this 10th. day of May,, 1999.

/s/ Michael D. Taylor

Michael D. Taylor

STATE OF NEVADA)
) ss.
CARSON CITY)

On this 10th. day of May, 1999, in Carson City, Nevada, before me, the undersigned, a Notary Public in and for Carson City, State of Nevada, personally appeared:

Michael D. Taylor

Known to be the person whose name is subscribed to the foregoing document and acknowledged to me that he executed the same.

/s/ Deanna K. Kelly
- -----
Notary Public

Corporate Advisory Service, Inc. does hereby accept as Resident Agent for the previously named Corporation.

Corporate Advisory Service, Inc.

/s/ Michael D. Taylor
- -----

By Mchael D. Taylor, President

5/10/99

Date

By-Laws

ARTICLE I MEETINGS OF STOCKHOLDERS

1. Stockholders meetings shall be held in the office of the Corporation, at Carson City, NV, or at such other place or places as the directors shall from time to time determine.

2. The annual meeting of the Stockholders of this Corporation shall be held at 11 A.M., on the 14th. day of May of each year beginning in 2000, at which time there shall be elected by the Stockholders of the Corporation a Board of Directors for the ensuing year, and the Stockholders shall transact such other business as shall properly come before them.

3. A notice setting out the time and place of such annual meeting shall be mailed postage prepaid to each of the Stockholders of record, at his address and as the same appears on the stock book of the company, or if no such address appears, at his last known place of business, at least ten (10) days prior to the annual meeting.

4. If a quorum is not present at the annual meeting, the Stockholders present, in person or by proxy, may adjourn to such future time as shall be agreed upon by them, and notice of such adjournment shall be mailed, postage prepaid, to each Stockholder of record at least ten (10) days before such date to which the meeting was adjourned; but if a quorum is present, they may adjourn from day to day as they see fit, and no notice of such adjournment need be given.

5. Special meetings of the Stockholders may be called at any time by the President; by all of the Directors provided there are no more than three, or if more than three, by any three Directors; or by the holder of a majority share of the capital stock of the Corporation. The Secretary shall send a notice of such called meeting to each Stockholder of record at least ten (10) days before such meeting, and such notice shall state the time and place of the meeting, and the object thereof. No business shall be transacted at a special meeting except as stated in the notice to the Stockholders, unless by unanimous consent of all the Stockholders present, either in person or by proxy, all such stock being represented at the meeting.

6. A majority of the stock issued and outstanding, either in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Stockholders.

7. Each Stockholder shall be entitled to one vote for each share of stock in his own name on the books of the company, whether represented in person or by proxy.

8. All proxies shall be in writing and signed.

9. The following order of business shall be observed at all meetings of the Stockholders so far as is practicable:

- a. Call the roll;
- b. Reading, correcting, and approving of the minutes of the previous meeting;
- c. Reports of Officers;
- d. Reports of Committees;
- e. Election of Directors;
- f. Unfinished business; and
- g. New business

ARTICLE II STOCK

1. Certificates of stock shall be in a form adopted by the Board of Directors and shall be signed by the President and Secretary of the Corporation.

2. All certificates shall be consecutively numbered; the name of the person owning the shares represented thereby, with the number of shares and the date of issue shall be entered on the company's books.

3. All certificates of stock transferred by endorsement thereon shall be surrendered by cancellation and new certificates issued to the purchaser or assignee.

ARTICLE III DIRECTORS
- -----

1. A Board of Directors, consisting of at least one (1) person shall be chosen annually by the Stockholders at their meeting to manage the affairs of the company. The Directors' term of office shall be one year, and Directors may be re-elected for successive annual terms.

2. Vacancies on the Board of Directors by reason of death, resignation or other causes shall be filled by the remaining Director or Directors choosing a Director or Directors to fill the unexpired term.

3. Regular meetings of the Board of Directors shall be held at 1 P.M., on the 14th. day of May of each year beginning in 2000 at the office of the company at Carson City, NV, or at such other time or place as the Board of Directors shall by resolution appoint; special meetings may be called by the President or any Director giving ten (10) days notice to each Director. Special meetings may also be called by execution of the appropriate waiver of notice and call when executed by a majority of the Directors of the company. A majority of the Directors shall constitute a quorum.

4. The Directors have the general management and control of the business and affairs of the company and shall exercise all the powers that may be exercised or performed by the Corporation, under the statutes, the Articles of Incorporation, and the By-Laws. Such management will be by equal vote of each member of the Board of Directors with each board member having an equal vote.

5. A resolution, in writing, signed by all or a majority of the members of the Board of Directors, shall constitute action by the Board of Directors to effect therei expressed, with the same force and effect as though such resolution has been passed at a duly convened meeting; and it shall be the duty of the Secretary to record every such resolution in the Minute Book of the Corporation under its proper date.

ARTICLE IV OFFTCFRS

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1. The officers of this company shall consist of. a President, one or more Vice President(s), Secretary, Treasurer, Resident Agent, and such other officers as shall, from. time to time, be elected or appointed by the Board of Directors.

2. The PRESIDENT shall preside at all meetings of the Directors and the Stockholders and shall have general charge and control over the affairs of the Corporation subject to the Board of Directors. He shall sign or countersign 0 certificates, contracts and other instruments of the Corporation as authorized by the Board of Directors and shall perform all such other duties as are incident to his office or are required by him by the Board of Directors.

3. The VICE PRESIDENT shall exercise the functions of the President during the absence or disability of the President and shall have such powers and such duties as may be assigned to him from time to time by the Board of Directors.

4. The SECRETARY shall issue notices for all meetings as renuired by the Bv-Laws shall keen a record of the minutes of the proceedings of the meetings of the Stockholders and Directors, shall have charge of the corporate books, and shall make such reports and perforin such other duties as are incident to his office, or properly required of him by the Board of Directors. He shall be responsible that the corporation complies with Section 78.105 of the Nevada Corporation laws and supplies to the Nevada Resident Agent or Registered Office in Nevada, and maintain, any and all amendments or changes to the By-Laws of the Corporation. In compliance with Section 78.105, he will also supply to the Nevada Resident Agent or registered Office in Nevada, and maintain, a current statement setting out the name of the custodian of the stock ledger or duplicate stock ledger, and the present and complete Post Office address, including street and number, if any, where such stock ledger or duplicate stock ledger specified in the section is kept.

5. The TREASURER shall have the custody of all monies and secunties of the Corporation and shall keep regular books of account. He shall disburse the funds of the Corporation in payment of the just demands against the Corporation, or as may be ordered by the Board of Directors, making proper vouchers for such disbursements and shall render to the Board of Directors, from time to time, as may be required of him, an account of a his transactions as Treasurer and of the financial condition of the Corporation. He shall perform all duties incident to his office or which are property required of him by the Board of Directors.

6. The RESIDENT AGENT shall be in charge of the Corporation's registered office in the State of Nevada, upon whom process against the Corporation may be served and shall perform all duties required of him by statute.

7. The salaries of all offices shall be fixed by the Board of Directors and may be changed from time to time by a majority vote of the board.

8. Each such officer shall serve for a term of one (1) year or until their successors are chosen and qualified. Officers may be re-elected or appointed for successive annual terms.

9. The Board of Directors may appoint such other officers and agents, as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

ARTICLE V INDEMNIFICATION OF OFFICERS AND DIRECTORS

- - - - -

1. The Corporation shall indemnify any and all of its Directors and Officers, and its former Directors and Officers, or any person who may have served at the Corporations request as a Director or Officer of another Corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Director(s) or Officer(s) of the Corporation, or of such other Corporation., except, in relation to matters as to which any such director or officer or former Director or Officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under By-Law, agreement, vote of Stockholders or otherwise.

ARTICLE VI AMENDMENTS
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1 . Any of these By-Laws may be amended by a majority vote of the Stockholders at any meeting or at any special meeting called for that purpose.

2. The Board of Directors may amend the By-Laws or adopt additional By-Laws, but shall not alter or repeal any By-Law adopted by the Stockholders of the company.

CERTIFIED TO BE THE BY-LAWS OF:
TRADING SOLUTIONS.COM, INC.

BY:/s/ Michael A. Strahl

Secretary

HAWKINS ACCOUNTING

CERTIFIED PUBLIC ACCOUNTANT

341 MAIN STREET SALINAS, CA 93901

(831) 759-1694 FAX (831) 759-1699

August 16, 1999

CONSENT OF INDEPENDENT AUDITOR

As the independent auditor for Trading Solutions.Com, Inc., I hereby consent to the incorporation by reference in this Form SB-2 Statement and any amendments thereto of my report, relating to the financial statements and financial statement schedules of Trading Solutions.Com, Inc. for the period ended June 30, 1999 included on Form SB-2 and amendments. Reports are dated June 30, 1999.

/s/ Hawkins Accounting

6-MOS
DEC-31-1999
JUN-30-1999
17,381
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17,381
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20,820
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INVESTMENT BANKING AGREEMENT

This Agreement is made on the 13th day of May 1999, by and between Internet Finance.com, Inc. (hereafter referred to as IF.COM) who's offices are located at 380 Foam Street, Suite 210, Monterey, California 93940 and Trading Solutions.com, Inc. (hereafter referred to as TS.COM) who's address is 380 Foam Street, Suite 210, Monterey, California 93940.

IF.COM's management and staff have a background in investment banking, corporate finance, bridge -loans, sales and marketing and is willing to provide services to TS.COM based on this background. TS.COM desires to have services provided by IF.COM.

Therefore, the parties agree as follows:

1. DESCRIPTION OF SERVICES. Beginning on the date of this agreement IF.COM will provide the following services, (collectively the "Services"):

Assist in the formation of the proposed corporation, including assistance in all state and federal filings as well as all state and federal filings that might be necessary for the proposed Private Placement Offering.

Assist in the formulation and production of a business plan which shall include the development of pro forma statements, break even analysis, spreadsheets, graphs, charts and cost projections.

Produce an investor presentation package to include tools that range from presentation folders to the most sophisticated audiovisual and interactive computer technologies.

Prepare a Private Placement Offering Memorandum (in accordance with federal exemption from registration in reliance upon the exemption from registration provided by Section 4(2) of "The Act" and Regulation D promulgated pursuant to Section 3(b) of "The Act") allowing the company to raise additional capital (as outlined in Schedule A).

Act in the capacity as TS.COM's "Investment Banker" and assisting in the placement of the companies securities to raise the money needed for IF.COM to follow-through with their business plan.

Give professional advice and assistance in the areas of corporate structure, corporate finance, management structure, time line projections, future funding and marketing.

2. OTHER SERVICES. TS.COM has agreed for IF.COM to buy 1,200,000 shares of founders stock at \$.01 per share. TS.COM has also agreed to repay the bridge loan within the 6 month time frame of \$3,000 + interest due. TS.COM has agreed to allow IF.COM to name one board member at any time that it may be needed. TS.COM has agreed to allow IF.COM to receive any options that may be issued to them.

3. PERFORMANCE OF SERVICES. The manner in which the services are to be performed and the specific hours to be worked by IF.COM shall be determined by IF.COM. TS.COM will rely on IF.COM to work as many hours as reasonably necessary to fulfill IF.COM's obligations under this Agreement.

4. PAYMENT. TS.COM will pay a fee to IF.COM in the amount of \$22,000.00

5. FINDERS FEE. Trading Solutions. com, Inc. will pay to Robert A. Strahl a finders fee of \$1,000.00 per month for the first \$499,000.00 raised. He will then be paid \$4,000.00 per month, which will be accumulative from the beginning after raising \$500,000.00 or more.

6. EXPENSES. IF.COM shall be entitled to reimbursement from TS.COM for all reasonable "out-of-pocket" expenses including, but not limited to: travel, meals, postage, copying and phone.

6. TERM/TERMINATION. This Agreement shall automatically terminate upon consultant's completion of the services required by this Agreement.

7. RELATIONSHIP OF PARTIES. It is understood by both parties that IF.COM is an independent contractor with respect to TS.COM and not an employee of TS.COM. TS.COM will not provide fringe benefits for the benefit of IF.COM This includes health insurance benefits, paid vacation or any other employee benefit.

8. CONFIDENTIALITY. IF.COM recognizes that has and will have the following information and or trade secrets including, but not limited to: inventions, apparatus, future plans, business affairs, process information, customer lists, product design information and other proprietary information (collectively, "Information") which are valuable, special and unique assets of IF.COM agrees that IF.COM will not at any time or in any manner, either directly or indirectly, use any information for IF.COM's own benefit or will IF.COM divulge, disclose or communicate in any manner, any information to any third party

without the prior written consent of TS.COM. IF.COM win protect the Information and treat it as strictly confidential. A violation of this paragraph shall be a material violation of this Agreement.

9. RETURN OF RECORDS. Upon termination of this Agreement, IF.COM shall return all records, notes, data, memorandum, models and equipment of any nature that are in IF.COM's possession or under IF.COM's control that are property or relate to's business.

10. NOTICES. All notices required or permitted under this Agreement shall be in writing and shall be deemed delivered when delivered in person or deposited in the United States mail, postage prepaid, and addressed as follows:

Internet Finance.com, Inc.
380 Foam Street, Suite 2 10
Monterey, CA 93940

Trading Solutions.com, Inc.
380 Foam Street, Suite 2 10
Monterey, CA 93940

Such address may be changed from time to time by either party by providing written notice to the other in the manner set forth above.

11. ENTIRE AGREEMENT. This Agreement contains the entire agreement of both parties and there are no other promises or conditions in any other agreement whether oral or written. This Agreement supersedes any prior written or oral agreements made between the parties.

12. AMENDMENT. This Agreement may be modified or amended if the amendment is made in writing and is signed by both parties.

13. SEVERABILITY. If any provision of this Agreement shall be held to be invalid or unenforceable for any reason, the remaining provisions shall continue to be valid and enforceable. If a court finds that any provision of this Agreement is invalid or unenforceable but that by limiting such provision it would become valid and enforceable, then such provision shall be deemed to be written, construed and enforced as so limited.

14. WAIVER OF CONTRACTUAL RIGHT. The failure of either party to enforce any provision of this Agreement shall not be construed as a waiver or limitation of that party's right to subsequently enforce and compel strict compliance with every provision of this Agreement.

15. APPLICABLE LAW. This Agreement shall be governed by the laws of the State of California.

TRADING SOLUTIONS.COM, INC.

By:/s/ Natalie Shahvaran
- -----
Natalie Shahvaran, President

INTERNET FINANCE.COM, INC.

By:/s/ Robert A. Strahl
- -----
Robert A. Strahl, President

INVESTMENT LETTER
AND
MEMORANDUM OF SUBSCRIPTION/PURCHASE AGREEMENT

May 15, 1999

Trading Solutions.com, Inc.
380 Foam Street, Suite 210
Monterey, California 93940

In connection with the acquisition by the undersigned _____ shares of common stock at \$.50 per share of (the "Company"), the undersigned wishes to advise you of his understanding of, agreement with and/or representation of, the following:

These securities are not being registered under the Securities Act of 1933, as amended (the "Act"), on the ground that this sale is exempt from registration under Section 4(1) or Section 4(2) of the Act and the Rules and Regulations promulgated thereunder as not involving any public offering. The Company's reliance on such exemption is predicated in part on the representation of the undersigned that he, she or it is acquiring such securities for investment for her own account, with no present intention of dividing her participation with others or reselling or otherwise distributing the same. These securities which the undersigned is acquiring are "restricted securities" as that term is defined in Rule 144 of the General Rules and Regulations under the Act. The undersigned acknowledges that he, she or it understands that the securities covered hereby are unregistered and must be held indefinitely, unless they are subsequently registered under the Act or an exemption from such registration is available.

The undersigned agrees that any and all certificates, which may be issued representing the securities acquired hereunder, shall contain substantially the following legend, which the undersigned has read and understands:

The shares represented by this certificate have not been registered under the Securities Act of 1933 (the "Act"), and are "restricted securities" as the term is defined in Rule 144 under the Act. The share may not be offered for sale, sold or otherwise transferred except, pursuant to an effective registration statement under the Act, or pursuant to an exemption from registration under the Act, the availability of which is to be established to the satisfaction of the Company.

May 15, 1999
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The undersigned understands that the above legend on the certificates would limit their value, including their value as collateral:

The undersigned further acknowledges that he, she or it understands that, if the securities have been held for a period of at least two years and if Rule 144 adopted under the Act is applicable (there being no representation by the Company that this rule will be applicable), then he, she or it may make only routine sales of the securities in limited amounts in a specified manner in accordance with the terms and conditions of the Rule. The undersigned further acknowledges that he, she or it understands that, if Rule 144 is applicable (no assurance of which can be made), he, she or it may sell the securities without quantity limitation in sales not involving a market maker or through brokerage transactions only if he, she or it has held the securities for at least three years. In case the Rule is not applicable, any sales made by the undersigned may be made only pursuant to other available exemption from registration under the Act, or an effective registration statement.

The undersigned further acknowledges that he, she or it is aware that only the Company can file a registration statement or an offering statement pursuant to Regulation A under the Act and that the Company has no obligation to do so or to take steps necessary to make Rule 144 available to them. The undersigned also has been advised and acknowledges that he, she or it understands that, in the event Rule 144 is not available, the circumstances under which he, she or it can sell the securities, absent registration or compliance with Regulation A, are extremely limited.

The undersigned further acknowledges and represents to the Company that he, she or it is purchasing the securities for her own account and not as a trustee or nominee for any other person or persons, and that the funds or consideration invested are her own. The undersigned further acknowledges and represents that there are no existing legal restrictions applicable to her which would preclude her acquisition of the securities for investment purposes, as described hereinabove. The undersigned further represents that he, she or it has no present plans to enter into any contract, undertaking, agreement or arrangement for resale, distribution, subdivision or fractionalization of the securities purchased hereby.

The undersigned further acknowledges that he, she or it understands that an investment in the Company is extremely speculative and subject to a high degree

of risk.

In this connection, the undersigned understands that he, she or it may lose her entire investment in the Company.

The undersigned further acknowledges and represents to the Company that he, she or it is able to bear the economic risk of losing her entire investment. The undersigned ftirther acknowledges and warrants that her overall commitment to investments which are not readily marketable is not disproportionate to her net worth and her investment in the securities will not cause such overall commitment to become excessive. The undersigned further represents that he, she or it has adequate means of providing for her current needs and personal contingencies and that he, she or it has no need for liquidity in connection with her investment in the securities.

The undersigned further acknowledges that he, she or it fully understands and agrees that the price of the Company's securities acquired by her was arbitrarily determined without regard to any value of the securities. The undersigned understands, additionally, that the price of the securities bears no relation to the value of the assets or net worth of the Company or any other criteria of value. The undersigned is aware that no independent evaluation has been made with respect to the value of the securities. The undersigned further understands and agrees that share of the preferred stock of the Company have been or may in the future be issued to certain other persons for a cons.* deration which may be less than the price paid by them for the securities.

The undersigned further acknowledge and represent to the Company that he, she or it is knowledgeable and ex erienced in venture capital investments in general and, in p particular, with respect to investments similar in nature to an investment in the Company. The frequency of the undersigned's prior investments in stocks (including restricted stocks), in general, and in development-stage companies, in particular, and other investments, of whatever kind, is as follows (check one in each column):

	Stocks	Restricted Stocks	Development-Stage Companies	Other
	-----	-----	-----	-----
Frequently	_____	_____	_____	_____
Occasionally	_____	_____	_____	_____
Never	_____	_____	_____	_____

The undersigned further acknowledges that he, she or it is capable of evaluating the merits -and risks of the Company.

The undersigned further acknowledges that he, she or it has such knowledge and experience in financial and business matters that he, she or it is capable of evaluating the merits and risks of an investment in the Company; that he, she or it has been advised by the Company to consult with counsel regarding this investment; and that he, she or it has relied upon the advice of such counsel, accountants or other consultants as he, she or it deems necessary with regard to tax aspects, risks and other considerations involved in the investment. The undersigned's educational and occupational background which renders her capable of evaluating the merits and risks of this investment is as follows:

The undersigned has made, or caused to be made, such investigation of the Company, its management and its operations as he, she or it considers necessary and appropriate to enable her to make an informed decision regarding her investment.

Prior to making his, her or its investment, the undersigned was presented with and acted upon the opportunity to ask questions of and receive answers from the Company and its management relating to the Company and to obtain any additional information necessary to verify the accuracy of the information made available to them.

Prior to making his, her or its investment, the undersigned made arrangements to conduct such inspection as he, she or it deems necessary of the books, records, contracts, instruments and other data relating to the Company.

Before acquiring these securities, the undersigned was presented with and understood the Company's business plan, including, among other things, the nature of the Company, financial reports and management.

The undersigned agrees that, upon the delivery of certificates for his, her or its shares, the undersigned will execute and deliver to and for the benefit of the Company any instruments the Company may require to evidence that the purchase of her shares is for investment purposes only.

On the date the undersigned acquired the securities, he, she or it had a net worth (exclusive of home, furnishings and personal automobile) of:

- ☐ Less than \$500,000
- ☐ \$500,000 - \$1,000,000
- ☐ \$1,000,000 - \$3,000,000
- ☐ \$3,0,00,000 - \$5,000,000
- ☐ More than \$5,000,000

Liquid assets constituted the following percentage of the undersigned's net worth on the date of acquisition of the securities:

- ☐ Less than 1%
- ☐ 1%-10%
- ☐ 10%-20%
- ☐ 20%-50%
- ☐ More than 50%

The undersigned's approximate net taxable income (after regular deductions) in each of the two most recent calendar years was:

- ☐ Less than \$ 100,000
- ☐ \$100,000 - \$200,000
- ☐ \$200,000 - \$500,000
- ☐ \$500,000 - \$1,000,000
- ☐ More than \$1,000,000

Based upon the foregoing, the undersigned hereby acknowledges and understands that high risk and speculative nature of tlfe share of preferred stock of the Company which he, s4e or it is acquiring and the nature of the management, financial condition and all other pertinent factors regarding the Company and this investment. The undersigned further represents and warrants that he, she or it is aware that the Company may be considered to be a "development stage" company and he, she or it has fully satisfied herself with respect to the nature of this investment. The undersigned further warrants and represents that he, she or it has received no assurances of any kind relative to, nor have there been any representations made by the Company or any of its principals or affiliates regarding any potential appreciation in value of the securities being acquired by her. The undersigned hereby represents and warrants that he, she or it has sufficient knowledge and experience in business and financial matters to evaluate the merits and risks of an investment of this type. The undersigned further represents and acknowledges

that he, she or it has made other investments in speculative businesses and is generally familiar with "restricted" securities and he, she or it is otherwise knowledgeable with respect to the Company and its proposed operations. Based upon the foregoing understandings, the undersigned hereby reaffirms his, her or its acquisition of the securities described in this Investment Letter and Memorandum of Subscription/Purchase Agreement.

The foregoing correctly expresses the intent, understanding and acknowledgements of the undersigned.

Signature

Current Address:

Current Telephone Number:

Taxpayer Identification Number:

Current Business:

Name of person connected with
_____, with whom
conferred concerning this
investment:

Relationship, if any, with the
above mentioned company
representative:

Length of relationship, if any,
with the above mentioned
company representative

/s/ Natalie Shahvaran

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ACCEPTING OFFICER OF COMPANY

STOCK SUBSCRIPTION

DATED: _____

SECTION 1. SUBSCRIPTION

The undersigned hereby subscribes to _____ shares of common stock (Shares) of Trading Solutions, Inc., a Nevada corporation (Corporation) and agrees to transfer to the Corporation in consideration for the Shares cash in the amount of \$_____.

SECTION 2. PAYMENT OF CONSIDERATION

The consideration for the Shares shall be paid to the Corporation upon the acceptance of this subscription and a call for payment of consideration. After payment of the consideration, a certificate for the Shares shall be issued to the undersigned as fully paid and nonassessable.

[Signature]

The foregoing Stock Subscription is hereby accepted by Trading Solutions, Inc.

DATED: _____

[Signature]

Title: _____