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ECOLOCLEAN INDUSTRIES INC  
Form 8-K  
November 08, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington,  
D.C. 20549

FORM 8-K

CURRENT REPORT

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: November 5, 2004

ECOLOCLEAN INDUSTRIES, INC.  
(Exact Name of registrant as specified in its Charter)

|  |   |   |
|--|---|---|
| Nevada<br>-----<br>(State of Incorporation)  | 0-33481<br>-----<br>Commission File No. | 65-1060612<br>-----<br>Fed. Taxpayer I.D. |
| 2242 South Highway 83, Crystal City, TX<br>-----<br>(Address of principal executive offices) |   | 78839<br>-----<br>(Zip Code)              |
| Registrant's telephone number, ( 830 )   | 374                                     | - 9100<br>-----                           |

(Registrant's former name and address)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions below:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240-14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the

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Exchange Act (17 CFR 240-13e-4(c))

ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.

On October 27, 2004, we authorized the issuance of common shares to the following persons:

1. C. Mark Richard 25,000 shares;
2. Charles C. Horton, Sr. 25,000 shares;
3. Thomas E. Roberts 25,000 shares;
4. Glenn M. Hebert 25,000 shares.

Each of the above transactions were valued at \$5,625.

On November 3, 2004, we authorized the issuance of 25,000 common shares to Charles C. Horton, Jr. The transaction was valued at \$4,375.

On September 22, 2004, we issued 1,000,000 common shares to G. Wilson for legal services retainer valued at \$77,500.

We relied on Section 4(2) as the securities transaction exemption afforded by the Securities Act of 1933, as amended. These are restricted securities and may not be publicly resold without registration or an exemption from registration.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ECOLOCLEAN INDUSTRIES, INC.

Dated: November 5, 2004

/s/ Royis Ward

-----  
By: Royis Ward  
Title: President

