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December 2, 2004

\$2,490,000.00



insignia[®] systems, inc.

Insignia Systems, Inc.

Common Stock

2,490,000 Shares

Price: \$1.00 Per Share

These securities have not been registered under the Securities Act of 1933 and may not be offered or sold except in accordance with Rule 144A under the Securities Act of 1933 and applicable resale restrictions.

T.R. WINSTON & COMPANY