

**CDI DEVELOPMENTS INC.**

**INFORMATION AND DISCLOSURE STATEMENT**  
**PURSUANT TO RULE 15c2-(11)(a)(5)**

\*THIS STATEMENT HAS NOT BEEN FILED WITH THE NASD OR ANY OTHER REGULATORY AGENCY

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

**Item (i): The exact name of the issuer and its predecessor (if any).**

CDI DEVELOPMENTS INC. (hereinafter referred to as the "Company" or "CDI Developments")

**Item (ii): The address of its principle executive offices.**

3734 East Anne Street  
Phoenix, AZ 85040  
Tel: (602) 438-4957

**Item (iii): The state and date of incorporation.**

State of Nevada on September 1<sup>st</sup>, 2004.

**Item (iv): The exact title and class of each class of securities outstanding.**

Security Symbol: CDIJ  
CUSIP Number:12507U 10 6  
Common Stock:500,000,000 authorized shares  
There are no authorized preferred stock.

**Item (v): The par or stated value of the security.**

Five Hundred Million (500,000,000) shares of Common Stock at par value \$.001.

**Item (vi): The number of shares or total amount of the securities outstanding and a list of securities offerings in the past two years.**

A. The number of shares outstanding as at February 28, 2005:

- (i) There are Five Hundred Million (500,000,000) shares of Common Stock authorized at par value \$.001. There is no preferred stock authorized.
- (ii) There are Fifteen Million (15,000,000) shares issued and outstanding, comprised of Ten Million (10,000,000) restricted shares and Five Million (5,000,000) Free-Trading Shares.
- (iii) There are 500,000 shares currently in the public float. The company currently has fifteen (15) shareholders, of which one is CEDE & Co., representing various shareholders in the public float.

There are no preferred shares issued and outstanding. No preferred shares have been issued since the inception of the Company.

There have been a total of 10,000,000 shares issued to the President of the Company in lieu of payment for services. The shares were issued at a deemed price of \$0.001 per share, for a deemed total of \$10,000.

The number of shares outstanding as of the year ended December 31, 2004:

As at the Company's year end of December 31, 2004, there was a total of 15,000,000 shares of common stock issued and outstanding.

The number of shares outstanding as of the quarter ended September 30, 2004:

As at the Company's quarter ended September 30, 2004, there was a total of 10,000,000 shares of common stock issued and outstanding.

- B. The company completed a 504 offering in the State of Texas which was filed in December of 2004. This offering, along with those securities issued pursuant to the offering, were registered with the State of Texas. All investors in this offering were accredited investors within the state of Texas.

As of February 28, 2005, the Issuer sold 5,000,000 shares of common stock at \$0.001 per share, pursuant to Rule 504. 5,000,000 shares were sold in December 2004. In total, the Company raised \$5,000.00. The Rule 504 offering offered for sale up to \$1 million US dollars of common stock of the Company at the purchase price of \$0.001 only to accredited investors as the term is defined in the Securities Act of 1933, residing in the State of Texas. No shares were issued for services.

| Type of shares | Date of sale of shares | Type of offering | Jurisdiction where registered or qualified | Number of shares | Price per share | Amount raised by Company |
|----------------|------------------------|------------------|--|------------------|-----------------|--------------------------|
| Common         | December 2004          | 504              | Texas                                      | 5,000,000        | \$0.001         | \$5,000                  |

**After completing the Rule 504 Offering in Texas the Issuer caused to have filed a Form D with the Securities and Exchange Commission in Washington D.C.**

**Item (vii): The name and address of the transfer agent.**

West Coast Stock Transfer, Inc.  
Suite 311, 850 West Hastings Street  
Vancouver, British Columbia  
Canada V6C 1E1  
Telephone: 604.682.2556  
Facsimile: 604.801.6811

West Coast Stock Transfer is registered under the Exchange Act and is an SEC approved transfer agent.

**Item (viii): The nature of the issuer's business.**

(A) Business Development.

CDI Developments is a home warranty service provider operating primarily out of Phoenix, Arizona, and is currently looking at expanding its services to various high growth urban centers in Colorado, New Mexico, Texas, Florida, and California where our licensing model is already permitted. The Company offers comprehensive home warranties to residential homeowners and first time home buyers.

1. The form of organization of the issuer.

CDI Developments is a Nevada corporation.

2. The year that the issuer (or any predecessor) was organized.

CDI Developments was organized by the filing of the Articles of Incorporation with the Secretary of State Nevada on September 1<sup>st</sup>, 2004.

3. Issuer's fiscal year end date.

The fiscal year end is December 31st

4. Whether the issuer (and/or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

The Company and/or any predecessor has not and is not in the process of filing bankruptcy, receivership or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business;

The Company has not made any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

The Company has not had any default of the terms of any note, loan, lease or other indebtedness or other financing arrangement requiring the issuer to make payments.

7. Any change of control:

No change of control has occurred but we will notify Pinksheets if there are any changes.

8. Any increase of 10% or more of the same class of outstanding equity securities;

In December 2004, the Company completed a 504 filing of its stock, and issued an additional 5,000,000 shares to accredited investors. The number of common shares increased from 10,000,000 shares issued and outstanding to 15,000,000 shares issued and outstanding.

9. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

There are no past, present, pending, or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

10. Any delisting of the issuer's securities by any securities exchange or NASDAQ.

CDI Developments' securities have not been de-listed and are not in the process of being de-listed by the Securities and Exchange Commission or the NASD.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations.

- (B) Business of Issuer.

With the rapid growth of the home warranty market, the Company, currently carrying on business in Phoenix, AZ, is in an exciting position to leverage a unique relationship with a high volume partner to sell home warranties and an established contractor to service them, generating over \$1 Million in revenue in its first year. The Company will not only provide home warranties but also provide ongoing servicing of those homes it provides warranties. The Company will continue to realize strong growth as these relationships mature and our market share grows. It will provide a platform that currently does not exist in the home warranty market that includes an exclusive pipeline to new business and a service contractor with over 30 years of experience.

1. The Issuer's primary and secondary SIC codes.

The Primary SIC Code for the Issuer is 1521, and there are no SIC codes that fit as the secondary SIC code at this time.

2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations.

The Company has just recently begun operations in September 2004.

3. State the name of any parent, subsidiary or affiliated company.

There is no parent, subsidiary, or affiliated company.

4. The effect of existing or probable governmental regulations on the business;

The Company does not foresee any substantial changes that could adversely affect the business of the company at this time.

5. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

The Company has spent a great deal of time and preparation on the research and development of the company and it is hard to put a number on at this time. The Company can assure the customer that they will not directly or indirectly be affected.

6. Costs and effects of compliance with environmental laws (federal, state and local);

The Company is not producing any products that are hazardous to the environment and does not foresee any changes that could adversely affect the environment. All products and services are environmentally friendly.

7. Number of total employees and number of full time employees.

The Company currently has a total of 2 employees, of which all 2 employees of the company are considered full time.

(C) Investment Policies.

1. Investments in real estate or interest in real estate.

The Company does not intend to invest in any real estate property at this time.

2. Investments in real estate mortgages.

The Company does not intent to invest in any real estate mortgages.

3. Securities of or interests in persons primarily engaged in real estate activities.

The Company does not intend to invest in any persons primarily engaged in real estate activities.

**Item (ix): The nature of products or services offered.**

1. Principal products or services, and their markets.

The Company provides residential customers with contracts to repair or replace electrical plumbing, central heating and central air conditioning systems, hot water heaters and appliances that breakdown due to normal wear and tear and administers those contracts through independent repair contractors. Currently the Company is offering four tiered service plans for its customers. In order to efficiently provide its services, all necessary repair licenses have already been obtained, and the Company is able to offer the services of a contractor with licensed and skilled technicians and large service fleet twenty four hours a day.

2. Distribution methods of the products or services.

The Company markets its services primarily through developers and home builders, and could possibly expands its marketing to yellow pages advertising, telemarketing, television and radio advertising, print advertisements, direct mail and door-to-door solicitation. Additionally, the Company markets its home service contracts through real estate brokerage offices in conjunction with the resale of single-family residences and through financial institutions and insurance agencies.

3. Status of any publicly announced new product or services.

None.

4. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition.

Competition in the market for home warranty contracts is strong, coming from other state, regional, and national providers of home warranties. The Company competes with these companies for access to real estate brokers, financial institutions and insurance agents that distribute its home warranty contracts.

The Company offers a distinct and crucial advantage to consumers over our competitors. The Company is partnered with an established, licensed, full service contractor who has the resources, talent and skills to repair any problem its customers might have. Other home warranty companies are insurance agencies that must contact contractors to repair problems. Consumers who are experiencing a problem do not have to deal with a middleman. One phone call insures satisfaction. Currently the Company is conducting operations in Phoenix, AZ and Nevada, and ultimately in Colorado, New Mexico, Texas, Florida, and California where these states have favorable licensing models. As other states change their regulations, the Company will be actively analyzing the markets and pursuing viable opportunities.

5. Sources and availability of raw materials and the names of principal suppliers.

The Issuer does not rely upon raw materials provided by suppliers.

6. Dependence on one or a few major customers.

Issuer does not depend on one or a few major customers.

7. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

The Company does not currently hold any patents, trademarks, licenses, franchises, concessions, royalty agreements, or labor contracts.

8. The need for any government approval of principal products or services. Discuss the status of any requested government approvals.

There is no need for any government approval of products or services provided.

**Item (x): The nature and extent of the issuer's facilities.**

The Company does not lease or rent any property. Office space and services are provided without charge by a director of the company at the address listed in Item 2.

**Item (xi): The name of the chief executive officer and members of the board of directors.**

A. Executive Officers.

Name

Position

Jay Budd  
3734 East Anne Street

President, Secretary, Treasurer, Director

Phoenix, AZ 85040  
Tel: (602) 438-4957

Mr. Budd acts as the President, Secretary, Treasurer and Director of CDI Developments Inc.

Mr. Budd has over 10 years of strategic consulting experience, including leading telecommunications clients such as MCI, Northern Telecom, Bell Canada Enterprises, Erickson, Turner Broadcasting, AEGIS, Royal Bank of Canada, and Hong Kong Shanghai Bank, as well as a host of leading cable companies.

| <u>Name &amp; Position</u>                               | <u>Common Stock Owned</u> | <u>Percentage Owned</u> |
|--|---------------------------|-------------------------|
| Jay Budd<br>President, Secretary,<br>Treasurer, Director | 10,000,000                | 66%                     |

B. Directors.

Please see list above.

C. General Partner

This does not apply to the Company.

D. Promoter

This does not apply to the Company.

E. Control Persons

Jay Budd is the sole individual considered to be control persons of the Company.

F. Counsel.

None at this moment.

G. Accountant or Auditor.

None at this moment.

H. Public relations.

None at this moment.

I. Any other advisor (s) that assisted, advised, prepared or provided information with respect to this disclosure documentation.

None.

Indicate whether any of the above named individuals in the last 5 years, been the subject of:

1. a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offences);

None.

2. the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities

None.

3. a finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated;

None.

4. the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None.

There are currently no shareholders who own more than 5% of the common stock of the Company's issued and outstanding shares, except as disclosed above with respect to Mr. Budd's share position.

Please describe any affiliations or relationships between the former Officers and Directors of the Company and the current Officers and Directors of the Company.

None.

**Item (xii): The issuer's most recent balance sheet and profit and loss and retained earnings statements.**

See attached financial statements.

**Item (xiii): Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

The Company was formed in September 2004. Therefore there are no financials to report for the two preceding fiscal years.

**Item (xvi): Whether any quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer or any person, directly or indirectly the beneficial owner of more than 10 percent of the outstanding units or shares of any equity security of the issuer, or at the request of any promoter for the issuer, and, if so, the name of such person, and the basis for any exemption under the federal securities laws for any sales of such securities on behalf of such person.**

The Issuer has no knowledge of any broker-dealer(s) or associated persons who is/are submitting quotations with respect to the Issuer's Common Stock, who may be associated, directly or indirectly, on behalf of the Issuer or on behalf of a director, officer or beneficial owners of more than ten (10) percent of the Common Stock that is issued and outstanding.