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ECOLOCLEAN INDUSTRIES INC

Form 8-K

June 30, 2005

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: June 29, 2005

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

Nevada	0-33481	65-1060612
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(State of Incorporation)	Commission File No.	Fed. Taxpayer I.D.
2242 South Highway 83, Crystal City, TX		78839
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(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, ( 830 ) 374 - 9100		
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(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 Exchange Act (17 CFR 240-13e-4(c))

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ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.

On June 28, 2005, we authorized the conversion of \$1,250,000 of our outstanding debt owed to Royis Ward, our President and member of the board of directors. We will issue Mr. Ward 7,352,941 common shares. The outstanding debt was converted into common stock based on a share price of \$0.17 Cents which was the opening bid price on June 28, 2005.

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: June 29, 2005

/s/ Royis Ward

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By: Royis Ward  
Title: President