FORM D



UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

21-	40988						
OMB APPROVAL							
OMB Number: 3235-0076							
Expires: November 30, 2001 Estimated average burden							
	onse16.00						
SEC US	E ONLY						
Prefix	Serial						
DATE R	ECEIVED						

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Bridge Financing	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	1 Lan INCO YOU
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Credesis Corporation	(LEB 5 5 5005)
Address of Executive Offices (Number and Street, City, State, Zip Code) 30 S. El Camino Real, Suite 202, San Mateo, CA 94401-2558	Telephone Number (Including Area Code) (925) 462-2029
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Risk Management Software	1169590
Type of Business Organization Corporation limited partnership, already formed other limited partnership, to be formed other limited partnership.	er (please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	State: MAR 2 1 2002
CENEDAL INCEDICATIONS	HUMSON

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A.	BASIC IDI	ENTII	FICATION DATA	12.1		jedi in	
 Enter the information requ Each promoter of the i Each beneficial owner Each executive officer Each general and mana 	ssuer, if the issuer has having the power to and director of corpo	been vote or rate is	r dispose, or direct the ssuers and of corporate	vote	or disposition of, 10%				securities of the issuer; nd
Check Box(es) that Apply:	Promoter	\boxtimes	Beneficial Owner	\boxtimes	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if in	ndividual)				· · · · · · · · · · · · · · · · · · ·				
Nahabedian, Roupen			·						
Business or Residence Address	(Number and Street,	, City	, State, Zip Code)						
30 S. El Camino Real, Suite 20	02, San Mateo, CA	9440	1-2558						
Check Box(es) that Apply:	Promoter	⊠ 	Beneficial Owner	_⊠ 	Executive Officer	☒	Director		General and/or Managing Partner
Full Name (Last name first, if ir	ndividual)								
Akay, Baghdo									
Business or Residence Address 30 S. El Camino Real, Suite 20	•	-	• •						
Check Box(es) that Apply:	Promoter	\boxtimes	Beneficial Owner	\boxtimes	Executive Officer	\boxtimes	Director		General and/or Managing Partner
Full Name (Last name first, if in Amirbekian, Rouben	ndividual)								
Business or Residence Address	(Number and Street	, City	, State, Zip Code)						
30 S. El Camino Real, Suite 20	02, San Mateo, CA	9440	01-2558						
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer	☒	Director		General and/or Managing Partner
Full Name (Last name first, if in Gillfillian, Michael	ndividual)								
Business or Residence Address 30 S. El Camino Real, Suite 20			-						
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director	· 🗆	General and/or Managing Partner
Full Name (Last name first, if in	ndividual)								
Business or Residence Address	(Number and Street	, City	, State, Zip Code)						
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if it	ndividual)								
Business or Residence Address	(Number and Street	, City	, State, Zip Code)						
Check Box(es) that Apply:	Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if i	ndividual)								
Business or Residence Address	(Number and Street	, City	, State, Zip Code)						
	(Use blank	sheet	or copy and use add	dition	al copies of this shee	t, as n	ecessary)		
[Clie					polbar to add more na			ss DEL.)

				В.	INFOR	MATION A	ABOUT OF	FERING	erica erica yang berjay an angan kanangan kanangan			
1. Has t	he issuer sold,	or does the is	ssuer intend t				_				Yes	No
2. Wha	t is the minimu	m investmen	t that will be		also in Appen m anv indivi		_				\$	N/A
2. Wila	i is the imminu	iii iiivesiiiieii	t that Will be	accepted in	in any marvi	duar:		••••••••••		***************************************	Yes	No
	the offering pe	•	•	•							\boxtimes	
remu perso than	the information neration for solon or agent of a five (5) persons or only.	icitation of p broker or dea	urchasers in o der registered	connection w I with the SE	rith sales of se C and/or with	curities in the	e offering. In ates, list the r	f a person to b name of the b	e listed is an roker or deal	associated er. If more		
Full Name	(Last name fir	st, if individu	ıal)			· <u></u>						
Business o	r Residence Ac	Idress (Numb	per and Stree	t, City, State	, Zip Code)						, , , , , , , , , , , , , , , , , , , 	
Name of A	ssociated Brok	er or Dealer										
States in V	hich Person L	isted Has Sol	icited or Inte	nds to Solic	it Purchasers							
(Check	"All States" or	check indivi	duals States)	••••••••	•••••	••••••	••••••		•••••		☐ Al	1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name	(Last name fir	st, if individu	ıal)									
Business of	or Residence A	idress (Numl	per and Stree	t, City, State	, Zip Code)						· · · · · · · · · · · · · · · · · · ·	
Name of A	Associated Brok	cer or Dealer					<u> </u>	····				<u></u>
States in V	Vhich Person L	isted Has So	licited or Inte	ends to Solic	it Purchasers		····	 				
(Check	"All States" or	check indivi	duals States)		••••••		***************************************		••••••	••••••	☐ Al	1 States
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Full Name	(Last name fir	st, if individ	ual)				<u></u>					
Business	or Residence A	ddress (Num	ber and Stree	t, City, State	e, Zip Code)							·
Name of A	Associated Brol	ker or Dealer										
States in V	Which Person L	isted Has So	licited or Inte	ends to Solic	it Purchasers							-
(Check	"All States" or	check indivi	iduals States)			• • • • • • • • • • • • • • • • • • • •		•••••			□ A	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[N]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

[Click Here and choose Add Section B Page button from Toolbar to add more names or Click and press DEL.]

Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	\$
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$ 2,000,000.00	\$ 25,025.00
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	\$2,000,000.00	\$25,025.00
Answer also in Appendix, Column 3, if filing under ULOE.		1
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchase
Accredited investors	1	\$25,025.00
Non-accredited Investors	0-	\$
Total (for filings under Rule 504 only)		S
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of		
securities in this offering. Classify securities by type listed in Part C - Question 1.	Type of	Dollar Amount
	Type of Security	Dollar Amount Sold
securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505	Security	
securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering	Security	
securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505	Security	
securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A	Security	
securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504	Security	
Type of Offering Rule 505 Regulation A Rule 504 Total Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and	Security	
Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Security	
Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Security	
Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	Security	Sold \$ \$ \$ \$ \$ \$
securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees	Security	Sold \$ \$ \$ \$ \$ \$
securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees. Engineering Fees.	Security	Sold \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Engineering Fees Sales Commissions (specify finders' fees separately)	Security	Sold \$ \$ \$ \$ \$ \$ \$
securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees. Engineering Fees.	Security	\$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$ \$\$

	C. OFFERING PRIC	CE, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEEDS	
	total expenses furnished in response to Part C - Q	fering price given in response to Part C - Question 1 and Question 4.a. This difference is the "adjusted gross	I	\$_1,975,000.00
	the purposes shown. If the amount for any purpose	roceeds to the issuer used or proposed to be used for each se is not known, furnish an estimate and check the box to the ted must equal the adjusted gross proceeds to the issuer s	the set	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		\$	\$
	Purchase of real estate		\$	\$
	Purchase, rental or leasing and installation of ma	achinery and equipment	□ \$	S
	Construction or leasing of plant buildings and fac	cilities	□ \$	\$
		alue of securities involved in this offering that may be nother issuer pursuant to a merger)		□ s
	Repayment of indebtedness		□ \$	\$
	Working capital		□ s	■ \$ 1,975,000.00
	Other (specify):		□ \$	
				□ \$
		d)		
		D. FEDERAL SIGNATURE		
ınd		undersigned duly authorized person. If this notice is filed un nd Exchange Commission, upon written request of its staff,		
	, , , ,		/20/02	
_	edesis Corporation ame of Signer (Print or Type)	Title of Signer (Print or Type)	20/02	
. (Casey McGlynn S	Secretary		
				. •
	•			
		A TTENTION		
		missions of Fact Constitute Federal Criminal Violatio		

	E. STATE SIGNATUR	E		
. Is any party described in 17 CFR 230.2	262 presently subject to any of the disqualification	provisions of such rule?	Yes	No
	See Appendix, Column 5, for state re	esponse.		
The undersigned issuer hereby underta 239.500) at such times as required by s	kes to furnish to any state administrator of any statate law.	te in which this notice is filed, a notic	ce on Form D (1	7 CFR
The undersigned issuer hereby underta	kes to furnish to the state administrators, upon wri	tten request, information furnished b	y the issuer to o	fferees.
	the issuer is familiar with the conditions that must ch this notice is filed and understands that the issu been satisfied.			_
The issuer has read this notification and kno authorized person.	ws the contents to be true and has duly caused this	s notice to be signed on its behalf by	the undersigned	duly
ssuer (Print or Type)	Signature	Date		
Credesis Corporation		2/20/02		
Name of Signer (Print or Type)	Title of Signer (Print or Type)			

Instruction:

J. Casey McGlynn

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1		2	3			5				
	invest St	to sell to credited tors in ate -Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		amount pur	nvestor and chased in State C-Item 2)		Disqualificatio under State ULOE (if yes, attach explanation of waiver grante (Part E-Item)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA										
CO										
СТ										
DE										
DC										
FL										
GA										
HI										
ID										
IL										
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NE										
NV										

1		2	3						
	non-acc invest	to sell to credited tors in ate -Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				fication State OE attach ation of granted -Item 1)
_				Number of Accredited		Number of Non-Accredited			
State NH	Yes	No		Investors	Amount	Investors	Amount	Yes	No
NJ		Х	Note and Warrant Financing - \$2,000,000.00	1	\$25,025.00	-0-	-0-		х
NM					1				
NY									
NC									
ОН									
OK							**		
OR									
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SD									
TN									
TX									
UT									
VT									
VA									
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