
A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Gill, H. Robert

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o PlanetCAD Inc., 2520 55th Street, Suite 200, Boulder, CO 80301

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

Godesiabois, Joy M.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o PlanetCAD Inc., 2520 55th Street, Suite 200, Boulder, CO 80301

Check Box(es) that Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Apply:

Full Name (Last name first, if individual)

PCD Investments, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
1871 Folsom Street, Suite 106, Boulder, CO 80302

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

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 [] [X]
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$ N/A
3. Does the offering permit joint ownership of a single unit? Yes No
 [X] []
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only..... N/A

Full Name (Last name first, if individual)

Business or Residence Address

(Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... [] All 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] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address

(Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... [] All 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] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price (approximately)	Amount Already Sold
Debt.....	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
[X] Common Stock, par value \$0.01 per share, issuable upon conversion of Series B Preferred Stock		
[X] Series B Preferred Stock		
Convertible Securities: Issuance of 1,202,463 shares of Series B Convertible Preferred Stock ("Series B Preferred") at the approximate purchase price of \$0.36 per share	\$ <u>432,888</u>	\$ <u>432,888</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____)	\$ <u>0</u>	\$ <u>0</u>
Total.....	\$ <u>432,888</u>	\$ <u>432,888</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. 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 of Investors	Aggregate Dollar Amount of Purchaser
Accredited Investors	<u>6</u>	\$ <u>432,888</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. 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, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 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."

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	<u>N/A</u>	<u>N/A</u>
<u>Regulation A</u>	<u>N/A</u>	<u>N/A</u>
Rule 504	<u>N/A</u>	<u>N/A</u>
Total.....	<u>N/A</u>	<u>N/A</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR PROCEEDS

4. 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	<input type="checkbox"/>	\$	<u>0</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$	<u>0</u>
Legal Fees	<input checked="" type="checkbox"/>	\$	<u>30,000</u>
Accounting Fees.....	<input type="checkbox"/>	\$	<u>0</u>
Engineering Fees.....	<input type="checkbox"/>	\$	<u>0</u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$	<u>0</u>
Other Expenses (identify)	<input type="checkbox"/>	\$	<u>0</u>
Total.....	<input checked="" type="checkbox"/>	\$	<u>30,000</u>

b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 432,888^{1/}

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

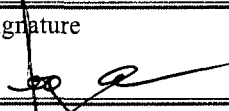
	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase of real estate.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Cancellation of indebtedness owed to each purchaser and release of certain claims against issuer ^{2/}	<input checked="" type="checkbox"/> \$ <u>432,888</u>	<input type="checkbox"/> \$ <u>0</u>
Working capital.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Other (specify): _____	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Column Totals.....	<input checked="" type="checkbox"/> \$ <u>432,888</u>	<input type="checkbox"/> \$ <u>0</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>432,888</u>	

^{1/} Total estimated expenses reported in Part C – Question 4.a were paid out of available working capital of the issuer and not from the aggregate offering price. Accordingly, there are no “adjusted gross proceeds to the issuer” in this Part C- Question 4.b.

^{2/} In exchange for the issuance of shares of Series B Preferred.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) PlanetCAD Inc.	Signature 	Date June <u>4</u> , 2002
Name of Signer (Print or Type) Joy M. Godesiabois	Title of Signer (Print or Type) Chief Financial Officer, Vice President and Secretary	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)