SEC 1972

(6/02)

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.

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 state exemption unless such exemption is predicated on the filing of a federal notice.

[178128

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response.. . 1



THOMSON

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

SEC USE ONLY				
Prefix	Serial			
DATE RE	ECEIVED			

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Kaz, Inc. Series A Preferred Shares exchanged for subordinated promissory notes, in the aggregate principal amount of \$20,000,000, and warrants to purchase Class A Common Shares and Class B Common Shares of Kaz, Inc. issued to the purchasers on June 27,2002.

Filing Under (Check box(es) that apply):

[ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] New Filing

[ ] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information reques	sted about the issuer						
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Kaz, Inc.							
Address of Executive Offices: Telephone Number (Including	1775 Broadway, New York, NY 10019 Area Code) 212-265-9248						
Address of Principal Business Telephone Number (Including (if different from Executive Office		0019					
Brief Description of Business Manufacture & Sale of Person	al Humidification, Hot/Cold and Other Health & E	Beauty Products					
Type of Business Organization	l						
[X] corporation	[ ] limited partnership, already formed	[ ] other (please specify):					
[ ] business trust	[ ] limited partnership, to be formed						
	Month Year						
	corporation or Organization: [0 4] [5 6] Organization: (Enter two-letter U.S. Postal Sen CN for Canada; FN for other foreign	vice abbreviation for State:					

## **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 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 in the notice constitutes a part of this notice and must be completed.

#### 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 Apply:	[ ] Promoter [X]	Beneficial Owner	[X] Executive Officer	[X] Director [ ]	General and/or Managing Partner
Full Name (Last nam	ne first, if individual	) Richard Katzr	nan		
Business or Resider	nce Address: 1775	Broadway, Nev	v York, NY 10019		***************************************
Check Box(es) that Apply:	[ ] Promoter [X	Beneficial Owner	[ ] Executive Officer	[X] Director [ ]	General and/or Managing Partner
Full Name (Last nam	ne first, if individual	) John Katzmaı	1	······································	······································
Business or Resider	nce Address: 1775	Broadway, Nev	v York, NY 10019		
Check Box(es) that Apply:	[ ] Promoter [X]	Beneficial Owner	[ ] Executive Officer	[X] Director [ ]	General and/or Managing Partner
Full Name (Last nam	ne first, if individual	) Julie Katzmar	1	······	······································
Business or Resider	nce Address: 1775	Broadway, Nev	v York, NY 10019	······································	······································
Check Box(es) that	[ ] Promoter [X]	Beneficial	[] Executive	[X] Director [ ]	General and/or

Apply:		Owner	Officer		Managing Partner
Full Name (Last nam	ne first, if individual	) Ruth Katzman	•••••	······	······································
Business or Residen	ce Address: 1775	Broadway, New	York, NY 10019		
Check Box(es) that Apply:	[ ] Promoter [X	] Beneficial Owner	[X] Executive Officer	[] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individual	) Lawrence Kat	zman	······································	
Business or Residen	ce Address: 1775	Broadway, New	/ York, NY 10019	······	······································
Check Box(es) that Apply:	[ ] Promoter [ ]	Beneficial Owner	[X] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last nam	ne first, if individual	) Robert Cullen			
Business or Residen 1775 Broadway, Nev			City, State, Zip Code	e):	
Check Box(es) that Apply:	[ ] Promoter [ ]	Beneficial Owner	[X] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last nam	ne first, if individual	) Peter Banat	•••••	······	······
Business or Residen 1775 Broadway, Nev	•		City, State, Zip Code	9):	
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	) David Browne	II		······································
Business or Residen 1775 Broadway, New			City, State, Zip Code	e):	
Check Box(es) that Apply:	[ ] Promoter [ ]	Beneficial Owner	[ ] Executive Officer	[X] Director [ ]	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	l) Gail Propp			······································
Business or Residen 1775 Broadway, Nev			City, State, Zip Code	e):	•••••

Check Box(es) that Apply:	[ ] Promoter [X]	Beneficial Owner	[ ] Executive Officer	[] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individual)	Centre Capital	Investors III, L.P.		•
Business or Residen c/o Centre Partners					
Check Box(es) that Apply:	[ ] Promoter [X]	Beneficial Owner	[ ] Executive Officer	[] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individual)	Centre Capital	Individual Investors I	II, L.P.	<del></del>
Business or Residen c/o Centre Partners					***************************************
Check Box(es) that Apply:	[ ] Promoter [X]	Beneficial Owner	[ ] Executive Officer	[] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individual)	Centre Capital	Offshore Investors III	, L.P.	······································
Business or Residen c/o Centre Partners	•	·			
Check Box(es) that Apply:	[ ] Promoter [X]	Beneficial Owner	[ ] Executive Officer	[] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individual)	Centre Capital	Tax-Exempt Investor	s III, L.P.	······································
			city, State, Zip Code): Plaza, 50h Floor, Nev		
Check Box(es) that Apply:	[ ] Promoter [X]	Beneficial Owner	[ ] Executive Officer	[] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individual)	Centre Partner	s Coinvestment III, L.	P.	······································
			ity, State, Zip Code): Plaza, 50h Floor, Nev		
Check Box(es) that Apply:	[ ] Promoter [X]	Beneficial Owner	[ ] Executive Officer	[] Director [ ]	General and/or Managing Partner
Full Name (Last nam	e first, if individual)	Centre Carlisle	Kaz, L.P.	······································	······································
			city, State, Zip Code): Plaza, 50h Floor, Nev		•

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Check Apply:	Box(es) th	at	[]Pro	moter [	Benefi Owner			Execut Officer		ĮΧ	] Dire	ector	[ ] Gener Manag Partne	jing
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	ss or Resi										York	10020		
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1. Has offering	the issuer j?	sold,	or does	the iss	uer inter	nd to se	ll, to n	on-acc	redited	d inve	stors	in this	·	Yes No
					in Appe			•	-					
2. Wha	t is the mir	nimur	n invest	ment th	at will be	accep	ted fro	m any	individ	lual?.	•••••	••••••		\$N/A
3. Does	s the offeri	ng pe	ermit joir	nt owne	rship of	a single	unit?.	• • • • • • • • • • • • • • • • • • • •		••••••				Yes No
or indir with sa broker or deal	r the inforr ectly, any les of sect or dealer r er. If more you may s	comr irities egist than	nission of the control of the contro	or simila offering. th the Si persons	ar remun If a pers EC and/ s to be li	eration son to b or with a sted are	for sol e listed a state e asso	icitatio d is an or sta ciated	n of pu assoc tes, list persor	urcha: iated t the r	sers i perse name	in coni on or a of the	nection agent of a broker	
Full Na	me (Last r	ame	first, if i	ndividua	al)	••••••		•••••		***************************************	************		······	•
Busine	ss or Resi	denc	e Addre	ss (Nun	nber and	l Street	City,	State, i	Zip Co	de)	***************************************		······································	•
Name (	of Associa	ted B	roker o	Dealer	······	······································	•	***************************************	••••	***************************************	***************************************		······	•
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Busine	ess or R	esidenc	e Addres	ss (Num	ber and	Street, C	ity, State	, Zip Co	de)			
Name	of Asso	ciated B	roker or	Dealer								
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)								ates				
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C (	OFFERI	NG PRI	CE, NUI	MBER C	F INVES	STORS,	EXPENS	ES AND	USE OF	PROC	EEDS	•
٠. ١												

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 fering Price	Amo	ount Already Sold
Debt	\$	0	\$	0
Equity	\$_8	See Note 1	\$	

[ ] Common [X] Preferred				
Convertible Securities (including warrants)	\$	_ 0	\$	0
Partnership Interests	\$		\$	
Other (Specify).	\$		\$	
Total	\$\$_5	See Note 1	\$	0
Answer also in Appendix, Column 3, if filing under ULOE.				
Note 1: The offering consists of the issuance of Series A Convertible Prefer for the transfer, conveyance and exchange of the \$20,000,000 of subordinal principal amount of \$20,000,000, and warrants to purchase Class A Comm Shares of Kaz, Inc. issued to the purchasers on June 27, 2002. Kaz, Inc. w. connection with this offering.	ted proof	omissory not ares and Cla	es in th ss B Co	e aggregate mmon
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 <u>Rule 504</u> , 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."				
	Num Inves			egate Amount rchases
Accredited Investors		0	\$	0
Non-accredited Investors			\$	
Total (for filings under Rule 504 only)			`\$	
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.				
			Dolla	r Amount
Type of offering	Туре	of Security	Sold	r Amount
Rule 505			\$	
Regulation A			\$	
Rule 504			\$	
Total			\$	
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 Foos		r	1 ¢	
Transfer Agent's Fees		_	)	
Printing and Engraving Costs		-		0,000_
Legal Fees		[^	.j <u>9 1 (</u>	0,000_

Accounting Fees	[]\$	
Engineering Fees	[]\$	
Sales Commissions (specify finders' fees separately)		
Other Expenses (identify)		
Total		100,000.00
	[/1] Ψ	100,000.00
<ul> <li>b. Enter the difference between the aggregate offering price given in response to C - Question 1 and total expenses furnished in response to Part C - Question 4. difference is the "adjusted gross proceeds to the issuer."</li> </ul>		See Note 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,	Payments
	Directors, & Affiliates	To Others
Salaries and fees	[] \$	[] \$
	[]	[]
Purchase of real estate	\$	\$
Purchase, rental or leasing and installation of machinery and equipment	[]	[]
and equipment	[]	[]
Construction or leasing of plant buildings and facilities	\$	\$
Acquisition of other businesses (including the value of		
securities involved in this offering that may be used in	[X]\$ <u>See</u>	[]
exchange for the assets or securities of another issuer	Note 1	\$ 0
pursuant to a merger)		
Repayment of indebtedness	[] \$	[]
	[]	. ¥
Working capital	\$	\$
Other (on a sit ).		[]
Other (specify):	\$	\$
	[]	[]
	\$	\$
Column Totals	[X] \$	[] \$
Total Payments Listed (column totals added)	[X] Se	e Note 1

# 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)	Signature Date
Kaz, Inc.	8au 4/30/03
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Richard Katzman	Chairman and Chief Executive Officer

### ATTENTION

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