

1144391

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response	16.00



03056394

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

SEC MAIL RECEIVED
APR 17 2003
SEC. DIV. WASH. D.C.

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Secured Convertible Promissory Notes, Series D Preferred Stock Issuable Upon Conversion Thereof, Warrants to Purchase Series D Preferred Stock and Series D Preferred Stock Issuable Upon Exercise Thereof

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
SERVERON CORPORATION

Address of Executive Offices (Number and Street, City, State, Zip Code) 3305 NW Alocek Drive, Hillsboro, OR 97124	Telephone Number (Including Area Code) (503) 924-3200
Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)

Brief Description of Business **Provider of electric substation monitoring technology and services**

Type of Business Organization

corporation limited partnership, already formed other (please specify):

business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
 CN for Canada; FN for other foreign jurisdiction)

PROCESSED
APR 22 2003
THOMSON FINANCIAL

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.

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 Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

FLOYD, Nancy

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Nth Power Technologies Fund II, L.P., 50 California Street, Suite 840, San Francisco, CA 94111

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

Full Name (Last name first, if individual)

FOX, John

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Perseus 2000, L.L.C., 2099 Pennsylvania Avenue NW, Suite 900, Washington, D.C. 20006

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

Full Name (Last name first, if individual)

JENSEN, Ed

Business or Residence Address (Number and Street, City, State, Zip Code)

3305 NW Alolek Drive, Hillsboro, OR 97124

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

Full Name (Last name first, if individual)

SHAW, Ralph

Business or Residence Address (Number and Street, City, State, Zip Code)

400 SW Sixth Avenue, Suite 1100, Portland, OR 97204

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

Full Name (Last name first, if individual)

SCHULE, Lisa

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Perseus 2000, L.L.C., 2099 Pennsylvania Avenue NW, Suite 900, Washington, D.C. 20006

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

Full Name (Last name first, if individual)

BERKOWITZ, David

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Ventures West 7 Limited Partnership, 1285 W Pender Street, Suite 280, Vancouver, B.C. V6E 4B1, CANADA

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

Full Name (Last name first, if individual)

SCHWARZ, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)

3305 NW Alolek Drive, Hillsboro, OR 97124

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

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 Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

MORGAN, Dan

Business or Residence Address (Number and Street, City, State, Zip Code)

3305 NW Alolek Drive, Hillsboro, OR 97124

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

Full Name (Last name first, if individual)

EDWARDS, John

Business or Residence Address (Number and Street, City, State, Zip Code)

3305 NW Alolek Drive, Hillsboro, OR 97124

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

Full Name (Last name first, if individual)

PUNGITORE, Dennis

Business or Residence Address (Number and Street, City, State, Zip Code)

3305 NW Alolek Drive, Hillsboro, OR 97124

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

Full Name (Last name first, if individual)

TICHELMAN, Bart

Business or Residence Address (Number and Street, City, State, Zip Code)

3305 NW Alolek Drive, Hillsboro, OR 97124

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

Full Name (Last name first, if individual)

Cascadia Pacific II, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

4900 SW Griffith Drive, No. 163, Beaverton, OR 97005

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

Full Name (Last name first, if individual)

RITCHIE, Arthur D.

Business or Residence Address (Number and Street, City, State, Zip Code)

20444 Outback Court, Bend, OR 97702

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

Full Name (Last name first, if individual)

Shaw Venture Partners III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

400 SW Sixth Avenue, Suite 1100, Portland, OR 97204

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

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 Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Electric Power Research Institute, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

3412 Hillview Avenue, Palo Alto, CA 94303

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

Full Name (Last name first, if individual)

The Apogee Companies, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

4444 Lakeside Drive, Suite 340, Burbank, CA 91505

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

Full Name (Last name first, if individual)

ECT Merchant Investments Corp.

Business or Residence Address (Number and Street, City, State, Zip Code)

1400 Smith Street, EB4932, Houston, TX 77002

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

Full Name (Last name first, if individual)

Nth Power Technologies Fund II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

50 California Street, Suite 840, San Francisco, CA 94111

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

Full Name (Last name first, if individual)

Perseus 2000, L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code)

2099 Pennsylvania Avenue NW, Suite 900, Washington, D.C. 20006

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

Full Name (Last name first, if individual)

Ventures West 7 Limited Partnership

Business or Residence Address (Number and Street, City, State, Zip Code)

1285 W Pender Street, Suite 280, Vancouver, BC V6E 4B1, CANADA

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

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(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 |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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. NOT APPLICABLE | | |

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] |

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] |

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

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF 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	Amount Already Sold
Debt	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>2,800,000*</u>	\$ <u>0*</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants) Secured Convertible Promissory Notes	\$ <u>8,000,000*</u>	\$ <u>4,441,065*</u>
Warrants to Purchase Series D Preferred Stock		
	\$ <u>0*</u>	<u>0*</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____)	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>10,800,000*</u>	\$ <u>4,441,065*</u>

* The offering includes (1) Secured Convertible Promissory Notes in an aggregate principal amount of \$8,000,000 (the "Notes"), (2) the Series D Preferred Stock issuable upon conversion of the Notes, (3) warrants to purchase 8,000,000 shares of the Company's Series D Preferred Stock at a per share exercise price of \$0.35 (the "Warrants"), and (4) the Series D Preferred Stock of the Company issuable upon exercise of the Warrants. To date, (1) Notes in the aggregate principal amount of \$4,441,065 have been sold in the offering, (2) none of such Notes have been converted into Series D Preferred Stock, (3) Warrants to purchase 4,441,065 shares of Series D Preferred Stock have been issued in the offering, and (4) none of such Warrants have been exercised. The number of shares of Series D Preferred Stock issuable upon conversion of the Notes and exercise of the Warrants is subject to increase based on, among other things, the Company's failure to achieve specified financial milestones. The Warrants are issued in consideration of the investors' willingness to purchase the Notes. The purchase price for each Note is the principal amount of the Note.

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>7</u>	\$ <u>4,441,065</u>
Non-accredited Investors	<u>0</u>	\$ <u>N/A</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, 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 Security	Type of Security	Dollar Amount Sold
Rule 505	<u>N/A</u>	\$ <u>N/A</u>
Regulation A	<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 OF 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"/>	\$	0
Printing and Engraving Costs	<input type="checkbox"/>	\$	0
Legal Fees	<input checked="" type="checkbox"/>	\$	250,000
Accounting Fees	<input type="checkbox"/>	\$	0
Engineering Fees	<input type="checkbox"/>	\$	0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$	0
Other Expenses (identify) <u>Fees of legal counsel to purchasers</u>	<input checked="" type="checkbox"/>	\$	250,000
Total	<input checked="" type="checkbox"/>	\$	500,000

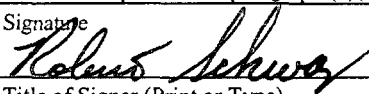
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 10,300,000

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.

	<input type="checkbox"/>	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	Payments To Others
Salaries and fees	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Purchase of real estate	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
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"/>	\$	<input type="checkbox"/>	\$
Repayment of indebtedness	<input checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$
Working capital	<input type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$
Other (specify): _____	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
_____	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Column Totals	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$

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) SERVERON CORPORATION	Signature 	Date April 15, 2003
Name of Signer (Print or Type) Robert Schwarz	Title of Signer (Print or Type) Vice President and Chief Financial Officer	

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

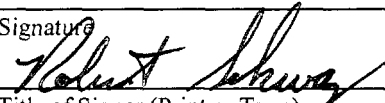
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) SERVERON CORPORATION	Signature 	Date April 15, 2003
Name of Signer (Print or Type) Robert Schwarz	Title of Signer (Print or Type) Vice President and Chief Financial Officer	

Instruction:

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.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Secured Convertible Promissory Notes, Series D Preferred Stock Issuable Upon Conversion Thereof, Warrants to Purchase Series D Preferred Stock and Series D Preferred Stock Issuable Upon Exercise Thereof \$1,923,750	1	\$1,068,750	0	N/A		X
CO									
CT									
DE									
DC		X	Secured Convertible Promissory Notes, Series D Preferred Stock Issuable Upon Conversion Thereof, Warrants to Purchase Series D Preferred Stock and Series D Preferred Stock Issuable Upon Exercise Thereof \$4,488,750	1	\$2,493,750	0	N/A		X
FL									
GA									
HI									
ID									
IL									
IN									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-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)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
OR		X	Secured Convertible Promissory Notes, Series D Preferred Stock Issuable Upon Conversion Thereof, Warrants to Purchase Series D Preferred Stock and Series D Preferred Stock Issuable Upon Exercise Thereof \$405,000	3	\$166,064.78	0	N/A		X
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									