1096242

FORM D

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

FORM D

APR 1 8 2003 NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,

OMB APPROVAL
OMB Number: 3235-0076
Expires: November 30, 2001
Estimated average burden
hours per response . . . 16.00

SEC USE	ONLY
Prefix	Serial
DATE RE	CEIVED

Mark of		
Name of Offering (☐ check if	f this is an amendment and name has changed, and	indicate change.)
Common Stock Warrant Exercise		
Filing Under (Check box(es) that	apply): ∫ □ Rule 504 □ Rule 505 ☒ Rule 506	6 🗆 Section 4(6) 🗀 ULOE
Type of Filing: Mew Filing	☐ Amendment	
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested	d about the issuer	
Name of Issuer (☐ check if the	is is an amendment and name has changed, and indi	icate change.)
Illuminations.com, Inc.		
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
1995 South McDowell Blvd., Suite A, P	etaluma, CA 94954	707-769-2700
Address of Principal Business Of (if different from Executive Office	perations (Number and Street, City, State, Zip Code) ees)	Telephone Number (Including Area Code)
Brief Description of Business		(III) USI ISUS SUCCESSOR
Sales of candles and home furnishin	g at retail and by catalog and internet.	03056668
Type of Business Organization ⊠ corporation	☐ limited partnership, already formed	□ other (please specify):
□ business trust	☐ limited partnership, to be formed	Comer (preuse speeny).
Actual or Estimated Date of Inc	orporation or Organization: Month Year 0 3 9 6	Actual □ Estimated
Jurisdiction of Incorporation or (Organization: (Enter two-letter U.S. Postal Service al CN for Canada; FN for other foreign	jurisdiction) DE AFR 22
		TUONSON

SECTION 4(6), AND/OR
HIFORM LIMITED OFFERING EXEMPTION

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.

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 SEC 1972 (2-99) 1 of 8 a currently valid OMB control number.

ССН ВС0269 0731

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) Woodward, Steven C. Business or Residence Address (Number and Street, City, State, Zip Code) 1995 South McDowell Blvd., Suite A, Petaluma, CA 94954 Check Box(es) that Apply: Promoter Beneficial Owner ■ Executive Officer ☑ Director General and/or Managing Partner Full Name (Last name first, if individual) Madeleine L.L.C. (Davenport, Robert C.) Business or Residence Address (Number and Street, City, State, Zip Code) c/o Cerberus Capital Partners, L.P., 450 Park Avenue, 28th Floor, New York, NY 10022 General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Chadsey, Jack Business or Residence Address (Number and Street, City, State, Zip Code) 9050 Hammock Lake Drive Lane, Coral Gables, FL 33156 ☐ 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) ☐ General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) 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 individual) (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: ☐ Promoter ☐ Director General and/or ☐ Beneficial Owner ☐ Executive Officer Managing Partner

Full Name (Last name first, if individual)

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

		A Çarini		B. I	NFORM.	ATION A	BOUT C	FFERIN	G				
l. Has	the issuer s	sold, or do	oes the issu	ier intend	to sell, to i	non-accrec	lited inves	tors in this	offering?			Yes	No ⊠
			An	swer also	in Append	ix, Colum	n 2, if filir	ng under U	JLOE.				
2. Wha	t is the mir	imum inv						-			\$	2,000,00	00.00
											,	Yes	
3. Does	the offerin	ng permit	joint owne	rship of a	single unit	?						⊠	
sion to be list tl	the inform or similar relisted is an he name of ealer, you	emuneration n associat the broke	on for solic ed person c er or dealer	itation of por agent of its age	ourchasers fa broker (than five (in connect or dealer re 5) persons	ion with sa egistered v to be liste	des of secu with the SE d are asso	rities in the EC and/or	e offering. with a state	If a person or states,) ,	
Full Name	(Last nam	e first, if	individual)									
Business o	or Residenc	e Addres	s (Number	and Street	t, City, Sta	ite, Zip Co	de)				****		
Name of A	Associated	Broker or	Dealer			, Mayur,	·						
States in V	Which Pers	on Listed	Has Solici	ted or Inte	ends to Sol	licit Purch	asers						
(0)				G									
	"All States"											□ All S	
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO	-
[MT]	[NE]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC]	[ND]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA [PR	
[RI]	[SC]				[01]	[4 1]	[VA]	[WA]	[11 1]	[**1]	[11 1]		1
Full Name	(Last nam	e mrst, m	maividuai	,									
										 			
Business o	r Residenc	e Address	s (Number	and Street	, City, Sta	te, Zip Co	de)						
Name of A	ssociated	Broker or	Dealer										
States in V	Which Parce	an Listad	Hac Saliai	tad or Inte	unds to Sol	igit Durah	acard						
	'All States'												
[AL]	[AK]		[AR]									[ID	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO	•
[MT]	[NE]	[NV]	[NH]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA [PR	
Full Name	[SC]	[SD]	[TN]		[01]	[4 1]	[• 7.7]	[WA]	[,, ,]	[**1 }	[** 1]		
i un rame	(Last nam	c mst, m	mary iduar)										
Business o	r Residenc	e Address	Number	and Street	City Star	te Zin Co	de)	····					
Dustriess	residenc	c / tudi ess	(Ivamoei	una otteet	, eny, sta	ic, 21p co	<i>ac)</i>						
Name of A	ssociated	Broker or	Dealer		<u> </u>						<u> </u>		
States in V	Vhich Perso	on Listed	Has Solici	ted or Inte	nds to Sol	icit Purcha	asers						
	'All States'											⊐ All S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID	
[][]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO	1
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1 R1 1	LSC 1	[SD]	[TN]	[TX]	LUTI	f VT l	[VA]	[WA]	[WV]	[WI]	TWY	[PR	1

(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	Aggregat Offering P		Am	ount Already Sold
	Debt	\$	0.00	\$	0.00
	Equity	\$2,000,00	0.00	\$	2,000,000.00
	☑ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$	0.00	\$	0.00
	Partnership Interests	\$	0.00	\$	0.00
	Other (Specify)	\$	0.00	\$	0.00
	Total	\$2,000,00	0.00	\$	2,000,000.00
	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		Do	aggregate Har Amount Purchases
	Accredited Investors		1	\$	2,000,000.00
	Non-accredited Investors		0	\$	0.00
	Total (for filings under Rule 504 only)		1	\$	2,000,000.00
	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		Doll	ar Amount
	Type of offering	Security			Sold
	Rule 505		n/a	\$	n/a
	Regulation A		n/a	\$	n/a
	Rule 504				n/a
	Total		0	\$	0.00
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			s	0.00
	E .				
	Printing and Engraving Costs			\$	0.00
			□ ⊠	\$ \$	0.000
	Printing and Engraving Costs				00.000,01
	Printing and Engraving Costs		×	s	10,000.00
	Printing and Engraving Costs Legal Fees Accounting Fees		×	\$ \$	0.000.00
	Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees			\$ \$ \$ \$	0.000,01

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE	OF P	ROCEEDS			
	b. Enter the difference between the aggregate offering price given in response to Part C - tion 1 and total expenses furnished in response to Part C - Question 4.a. This difference "adjusted gross proceeds to the issuer."	is th	3			\$	1,990,000.00
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed used for each of the purposes shown. If the amount for any purpose is not known, furnification and check the box to the left of the estimate. The total of the payments listed must the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b all	sh a	n d				
		30,70	Pay C Dir	ments to efficers, ectors, & ffiliates		I	Payments To Others
	Salaries and fees		\$	0.00		\$_	0.00
	Purchase of real estate		\$	0.00		\$_	0.00
	Purchase, rental or leasing and installation of machinery and equipment		S	0.00		\$ _	0.00
	Construction or leasing of plant buildings and facilities		\$	0.00		s _	0.00
	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)	1	\$	0.00		œ.	0.00
							0.00
	Repayment of indebtedness		\$				
	Working capital		\$			-	1,990,000.00
	Other (specify):	Ш	\$	0.00		\$	0.00
			\$	0.00		\$ _	0.00
	Column Totals		\$	0.00		\$_	1,990,000.00
	Total Payments Listed (column totals added)			⊠ \$ <u>_</u> 1	,990	,00	0.00
	D. FEDERAL SIGNATURE	3 ₇	. Johann		_	· ·	
fo	ne issuer has duly caused this notice to be signed by the undersigned duly authorized person llowing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities are test of its staff, the information furnished by the issuer to any non-accredited investor purs	nd E:	cchang	e Commiss	ion,	иро	on written re-
ls	suer (Print or Type) Signature			Date	···		
Ш	uminations.com, Inc.	21		April I	5, 2	003	
N	ame of Signer (Print or Type) Title of Signer (Print or Type)	(
Ste	even C. Woodward President						

- ATTENTION ----

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

		Observation in the state of the state of	E. STATE SIGNATUR	B	valiti	0.7	
1.	Is any party described in 17 of such rule?	•		•		Yes	No ⊠
		See App	endix, Column 5, for star	te response.			
2.	The undersigned issuer her Form D (17 CFR 239.500)			rator of any state in wh	nich this notice is filed	, a notic	ce on
3.	The undersigned issuer her issuer to offerees.	reby undertakes to fur	nish to the state administr	rators, upon written rec	uest, information furn	ished b	y the
4.	The undersigned issuer replimited Offering Exemption of this exemption has the b	n (ULOE) of the state	in which this notice is file	d and understands that			
	issuer has read this notifica ersigned duly authorized pe		ontents to be true and has	duly caused this notic	e to be signed on its b	ehalf b	y the
Issu	er (Print or Type)		Signature	100	Date		
Illur	ninations.com, Inc.		Strong	mm	April 15, 2003		
Nan	ne (Print or Type)		Title (Print or Type)				
Stev	en C. Woodward		President	`			

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.

<u>APPENDIX</u>

1		2	3 4						
	Intend to non-a investors	to sell accredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item I)		Type of investor and amount purchased in State (Part C-Item 2)				
				Number of Accredited		Number of Non-Accredited			-Item1)
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
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СТ									
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	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item I)	and aggregate offering price offered in state T		Type of investor and amount purchased in State (Part C-Item 2)			
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
MT	<u> </u>								
NE									
NV									
NH									
NJ					,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				
NM								~	
NY		X	Common Stock	1	2,000,000.00	0	0.00		×
NC									
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OR		_							
PA									
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