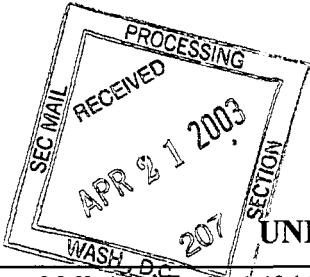


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FORM D 101016

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

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Senior Secured Convertible Promissory Note and Stock Purchase Warrant Financing of Applied Science Fiction, Inc.

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.)
Applied Science Fiction, Inc.



Address of Executive Offices (Number and Street, City State, Zip Code) Telephone Number (Including Area Code)
8920 Business Park Drive, Austin, TX 78759 (512) 651-6200

Address of Principal Business Operations (Number and Street, City State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business
Developer and licensor of proprietary imaging technologies that optimize and enhance the digitization of photographic images.

Type of Business Organization
[checked] corporation [ ] limited partnership, already formed [ ] other (please specify):
[ ] business trust [ ] limited partnership, to be formed
PROCESSED APR 24 2003

Actual or Estimated Date of Incorporation or Organization: 06 95 [checked] Actual [ ] Estimated THOMSON FINANCIAL
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E
CN for Canada; FN for other foreign jurisdiction)

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.

Persons who 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 IDENTIFICATION DATA**

2. Enter the information requested of 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% 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)

**Sullivan, Daniel J.**

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

**8920 Business Park Drive, Austin, TX 78759**

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

Full Name (Last name first, if individual)

**Edgar, Dr. Albert**

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

**8920 Business Park Drive, Austin, TX 78759**

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

Full Name (Last name first, if individual)

**Karlak, James**

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

**8920 Business Park Drive, Austin, TX 78759**

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

Full Name (Last name first, if individual)

**Palermo, Peter M.**

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

**8920 Business Park Drive, Austin, TX 78759**

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

Full Name (Last name first, if individual)

**Ruch, Joshua**

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

**8920 Business Park Drive, Austin, TX 78759**

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

Full Name (Last name first, if individual)

**Cash, Harvey B.**

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

**8920 Business Park Drive, Austin, TX 78759**

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

Full Name (Last name first, if individual)

**Sevin, L. J.**

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

**8920 Business Park Drive, Austin, TX 78759**

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

**A. BASIC IDENTIFICATION DATA**

3. Enter the information requested of 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% 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)

**Paluck, Robert**

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

**8920 Business Park Drive, Austin, TX 78759**

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

Full Name (Last name first, if individual)

**Technology Crossover Management III, LLC**

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

**528 Ramona Street, Palo Alto, CA 94301**

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

Full Name (Last name first, if individual)

**Rho Management Company and affiliates**

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

**152 W. 57<sup>th</sup> Street, 23<sup>rd</sup> Floor, New York, New York 10019**

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

Full Name (Last name first, if individual)

**International Business Machines Corporation**

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

**North Castle Drive, Armonk, New York 10504, Attn: Gerald T. Lane**

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

Full Name (Last name first, if individual)

**InterWest Management Partners IV, LLC**

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

**2710 Sand Hill Road, 2<sup>nd</sup> Floor, Menlo Park, CA 94025**

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

Full Name (Last name first, if individual)

**CenterPoint Associates III, LP and affiliates**

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

**6801 N. Capital of Texas Hwy., Bldg. 2, Suite 225, Austin, TX 78731**

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

Full Name (Last name first, if individual)

**SRB Associates V, LP and SRB Associates VI, LP**

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

**13455 Noel Road, Suite 1670, Dallas, TX 75420**

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

**A. BASIC IDENTIFICATION DATA**

4. Enter the information requested of 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% 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)

**Seligman Communications and Information Fund and Seligman New Technologies Fund, III**

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

**100 Park Avenue, New York, New York 10017**

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

Full Name (Last name first, if individual)

**Epson America, Inc.**

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

**3840 Kilroy Airport Way, Long Beach, California 90806**

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)

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)

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)

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)

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

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

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.

Full Name (Last name first, if individual)

N/A

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 for exchange and already exchanged.

| Type of Security   | Aggregate<br>Offering Price | Amount Already<br>Sold |
|--|-----------------------------|------------------------|
| Debt .....   | \$ 0                        | \$ 0                   |
| Equity .....   | \$ 0                        | \$ 0                   |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred |                             |                        |
| Convertible Securities (including warrants) .....                  | \$ 9,146,341.50             | \$ 6,097,561.00        |
| Partnership Interests .....  | \$ 0                        | \$ 0                   |
| Other (Specify _____) .....  | \$ 0                        | \$ 0                   |
| Total.....   | \$ 9,146,341.50             | \$ 6,097,561.00        |

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 the answer is "none" or "zero."

|  | Number<br>Investors | Aggregate<br>Dollar Amount<br>of Purchases |
|--|---------------------|--|
| Accredited Investors .....                   | 18                  | \$ 6,097,561.00                            |
| Non-accredited Investors .....               | 0                   | \$ 0                                       |
| Total (for filings under Rule 504 only)..... | 18                  | \$ 6,097,561.00                            |

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 Offering  | Type of<br>Security | Dollar Amount<br>Sold |
|-------------------|---------------------|-----------------------|
| 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 Fees.....                                | <input type="checkbox"/>            | \$ _____     |
| Printing and Engraving Costs.....                         | <input type="checkbox"/>            | \$ _____     |
| Legal Fees.....   | <input checked="" type="checkbox"/> | \$ 50,000.00 |
| Accounting Fees.....                                      | <input type="checkbox"/>            | \$ _____     |
| Engineering Fees.....                                     | <input type="checkbox"/>            | \$ _____     |
| Sales Commissions (specify finders' fees separately)..... | <input type="checkbox"/>            | \$ _____     |
| Other Expenses (identify) _____.....                      | <input type="checkbox"/>            | \$ _____     |
| Total .....   | <input checked="" type="checkbox"/> | \$ 50,000.00 |

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

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." .....

\$ 9,096,341.50

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.

|   |                                     | <b>Payments to<br/>Officers,<br/>Directors &amp;<br/>Affiliates</b> |                                     | <b>Payments to<br/>Others</b> |
|---|-------------------------------------|---|-------------------------------------|-------------------------------|
| Salaries and fees .....   | <input type="checkbox"/>            | \$ _____  | <input type="checkbox"/>            | \$ _____                      |
| Purchase of real estate .....   | <input type="checkbox"/>            | \$ _____  | <input type="checkbox"/>            | \$ _____                      |
| Purchase, rental or leasing and installment 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"/> | \$ <u>1,310,000.00</u>  | <input type="checkbox"/>            | \$ _____                      |
| Working capital .....   | <input type="checkbox"/>            | \$ _____  | <input checked="" type="checkbox"/> | \$ <u>6,688,780.50</u>        |
| Other (specify): <u>Settlement payment</u> .....  | <input checked="" type="checkbox"/> | \$ <u>1,097,561.00</u>  | <input type="checkbox"/>            | \$ _____                      |
| _____ .....   | <input type="checkbox"/>            | \$ _____  | <input type="checkbox"/>            | \$ _____                      |
| Column Totals .....   | <input checked="" type="checkbox"/> | \$ <u>2,407,561.00</u>  | <input checked="" type="checkbox"/> | \$ <u>6,688,780.50</u>        |
| Total Payments Listed (column totals added).....  |                                     |   | <input checked="" type="checkbox"/> | \$ <u>9,096,341.50</u>        |

**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)<br>Applied Science Fiction, Inc. | Signature  | Date<br>April __, 2003 |
| Name of Signer (Print or Type)<br>James Karlak          | Title of Signer (Print or Type)<br>Chief Operating Officer |                        |

**ATTENTION**

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