FORM D

03057394

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

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

	SEC USE ONLY	7
Prefix		Serial
	DATE RECEIVE	D

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Imperial Supplies LLC Class A Units and Class B Units; Term Notes A, Term Notes B and Revolving Loan	Notes
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	AAAA A AAAA
A. BASIC IDENTIFICATION DATA	WAY 0 7 2003 7/
Enter the information requested about the issuer	
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) Imperial Supplies LLC (hereinafter referred to as "Imperial")	164/69
	Celephone Number (Including Afea Code) 20-497-5429
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	PROCESS
Imperial is a distributor of maintenance products and inventory management programs and solutions for fle	eet and related industries.

Type of Business Organization [] corporation [] limited partnership, already formed [X] other (please specify): Limited Liability Company [] business trust [] limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: [0|4][0|3][x] 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)

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.

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.

		A RACIA	C IDENTIFICATION	NDATA	
2. Enter the information reque	sted for the follow		DENTIFICATION	T DATA	
•			dati a co		
			rithin the past five years;		
Each beneficial owner	r having the powe	r to vote or dispose, or	direct the vote or disposi	tion of, 10% or	more of a class of equity securities of the issuer;
Each executive office	r and director of o	corporate issuers and of	corporate general and ma	naging partners	s of partnership issuers; and
Each general and man	naging partner of	partnership issuer.			
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[X] Executive Officer	[X] Director ¹	[] General and/or Managing Partner
Full Name (Last name first, if Gilson, Robin L.	individual)	· · · · · · · · · · · · · · · · · · ·			
Business or Residence Address 789 Packer Drive, Green Bay			de)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if Kaye, Thomas H.	individual)				
Business or Residence Address 789 Packer Drive, Green Bay			de)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if Batterman, Steven B.	individual)				
Business or Residence Address 789 Packer Drive, Green Bay			de)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if Connelly, Michael A.	individual)				
Business or Residence Address 789 Packer Drive, Green Bay			de)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if Long, Michael O.	individual)				
Business or Residence Address 789 Packer Drive, Green Ba			ode)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, if Mittlestadt, Mitchell D.	individual)				
Business or Residence Addres 789 Packer Drive, Green Ba			ode)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner

Business or Residence Address (Number and Street, City, State, Zip Code) 789 Packer Drive, Green Bay, WI 54307-1008

Full Name (Last name first, if individual)

Tassone, David C.

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

Because Imperial is a limited liability company, this position is referred to as a "manager."

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 issuer.

Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director ¹	[] General and/or Managing Partner	
Full Name (Last name first, if in Soderling, Stephen B.	dividual)					
Business or Residence Address () 3600 IDS Center, 80 South Eig		•	de)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director ¹	[] General and/or Managing Partner	
Full Name (Last name first, if in Torgerson, Erik M.	dividual)					
Business or Residence Address (3600 IDS Center, 80 South Eig			de)			
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner	
Full Name (Last name first, if in Norwest Equity Partners VI, L					7	
Business or Residence Address (3600 IDS Center, 80 South Eig			de)			
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner	
Full Name (Last name first, if ir Norwest Equity Partners VII,						
Business or Residence Address (3600 IDS Center, 80 South Eig			de)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner	
Full Name (Last name first, if in	ndividual)					
Business or Residence Address	Number and St	reet, City, State, Zip Co	de)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner	
Full Name (Last name first, if it	ndividual)		<u> </u>			
Business or Residence Address	(Number and St	reet, City, State, Zip Co	ode)			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner	
Full Name (Last name first, if i	ndividual)					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	ode)			

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

					B. INF	ORMATI	ON ABO	UT OFFE	RING						
1. Has the	issuer sold	, or does th	e issuer inte	end to sell,	to non-accr	edited inves	tors in this	offering?					,	Yes	No [X]
				A	nswer also	in Appendix	, Column	2, if filing u	nder ULOE	3 .					
2. What is	the minim	ım investm	ent that will	be accepte	d from any	individual?				***********		********			\$ -0-
														Yes	
3. Does the	e offering p	ermit joint	ownership	of a single	unit?							•••••			[]
or deale	citation of p or registered	urchasers is I with the S	n connection EC and/or	n with sales with a state	of securition of states, I	es in the off ist the name	ering. If a of the brol	directly or person to b ker or deale at broker or	e listed is and r. If more	n associated than five (5	person or	agent of a b	roker		
Full Name ((Last name	first, if ind	ividual)			 									
Business or	Residence	Address (N	lumber and	Street, City	, State, Zi	Code)									
Name of As	ssociated B	roker or De	aler												
States in W														_	
(Check	"All States	or check	individual S	tates)		•••••				• • • • • • • • • • • • • • • • • • • •		••••••	[] All S	States
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	(HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		
Full Name				[2-1]	()	[0-1		()	[[]		[]	()		
Business or	Residence	Address (N	Number and	Street, Cit	y, State, Zi	p Code)							·····		
															
Name of A	ssociated H	roker or D	ealer												
States in W (Check									.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				[] All	States
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		
Full Name	(Last name	e first, if in	dividual)												
Business or	r Residence	Address (Number and	Street, Cit	y, State, Z	ip Code)						 			
Name of A	Associated I	Broker or D	ealer												
States in W (Check	Vhich Perso	on Listed Ha	as Solicited individual	or Intends	to Solicit P	urchasers							[] All	States
	[AL] (IL) [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [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 PRO	CEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answ the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities already exchanged.	er is "none" offered for	or "zere exchan	o." If ge and
	Type of Security	Aggregate Offering Price		Amount Already Sold
	Debt ² \$	22,000,000	\$	22,000,000
	Equity	30,835,000	\$	30,835,000
	[X] Common [] Preferred			
	Convertible Securities (including warrants)	-0	. \$ -	-0-
	Partnership Interests \$	-0	. \$ _	-0-
	Other (Specify Class B Units ³)	-0-	\$ _	-0-
	Total	52,835,000	\$ _	52,835,000
	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 aggreg purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggreg purchases on the total lines. Enter "0" if answer is "none" or "zero."	ate dollar am ate dollar an	ounts o	of their f their Aggregate
		Number Investors		Dollar Amous of Purchases
	Accredited Investors	12	\$	52,835,000
	Non-accredited Investors	-0-	s 	-0-
	Total (for filings under Rule 504 only)	N/A	\$	N/A
	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 of	ferings	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 CQ Type of	uestion	1. Dollar Amoun
	Type of Offering	Security		Sold
	Rule 505	N/A	_ \$ -	N/A
	Regulation A	N/A	_ \$ -	N/A
	Rule 504	N/A	\$_	N/ <u>A</u>
	Total	N/A	\$	N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Excl to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of a furnish an estimate and check the box to the left of the estimate.	ude amounts n expenditure	relating is not l	; solely known,
	Transfer Agent's Fees	[X]	\$	-0
	Printing and Engraving Costs	[X]	\$	-0
	Legal Fees	[X]	\$	602,000
	Accounting Fees	[X]	\$	50,000
	Engineering Fees	[X]	\$	-0-
	Sales Commissions (Specify finders' fees separately)	[X]	\$	-0-
	Other Expenses (identify) Due diligence fees for miscellaneous consultants, commitment fees and expenses of lenders, filing fees, title insurance expenses and miscellaneous other expenses	. [X]	\$	889,029
	Total	[X]	\$	1,541,029
	(Mat			

Includes \$5,000,000 in Revolving Loans available under Revolving Loan Notes, of which Imperial has only borrowed \$1,503,044 to date.

The Class B Units have no present value, were issued as incentive securities to certain officers of Imperial for no cash consideration, and only represent a right to receive the first \$500,000 of profits in a sale of Imperial and otherwise to generally share in the profits of Imperial.

		C. OFFERING PRICE, NUMBER OF I	INVESTORS, EXPENSES AND	USE ()F PR	OCEEDS			
	b. Enter the difference furnished in response to	between the aggregate offering price given in r Part CQuestion 4.a. This difference is the	esponse to Part CQuestion 1 and total adjusted gross proceeds to the issuer"	expens	es 			\$_:	51,293,971
5.	shown. If the amount i	ount of the adjusted gross proceeds to the issue for any purpose is not known, furnish an estimust equal the adjusted gross proceeds to the issue	ate and check the box to the left of the	estimat	e. Th	e total			
						Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees	Transaction fees for Norwest Equity Par Partners VII, LP	tners VI, LP and Norwest Equity	[X]	\$	1,000,000	[X]	\$	-0-
	Purchase of real es	tate		[X]	\$_	-0-	_ [X]	\$_	0-
	Purchase, rental or	leasing and installation of machinery and equip	oment	[X]	\$_	-0-	[X]	\$_	-0-
	Construction or facilities	leasing of plant buildings and		[X]	\$	-0-	[X]	\$	-0-
	Acquisition of othe used in exchange for	er businesses (including the value of securities or the assets or securities of another issuer purs	involved in this offering that may be uant to a merger) ⁴	[X]	\$	-0-	[X]	\$ _	46,796,820
	Repayment of inde	btedness		[X]	s	-0-	_ [X]	\$ _	-0-
	Working capital ⁵		······································	[X]	s _	-0-	_ [X]	\$.	3,497,151
	Other (specify):		 						
				- [X]	\$ _	-0-	_ [X]	\$.	-0-
	Column Totals			[X]	s _	1,000,000	_ [X]	\$	50,293,971
	Total Payments Li	sted (column totals added)			[X]	\$ _51,293,	971		
_		D. FEI	DERAL SIGNATURE						
an	undertaking by the issuer	nis notice to be signed by the undersigned duly to furnish to the U.S. Securities and Exchange that to paragraph (b)(2) of Rule 502.							
	uer (Print or Type) PERIAL SUPPLIES LI		Signature ///		Date	5, 2003			
_	me of Signer (Print or Ty		Fitle of Signer (Print of Type)		way _	2, 2003			
	omas H. Kaye	* <i>'</i>	Secretary and Treasurer, Imperial Su	pplies	LLC				

ATTENTION

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

⁴ Includes amount held in escrow and holdback amount for purposes of certain post-closing purchase price adjustments

⁵ Includes \$3,496,956 in available credit under the Revolving Loan Notes

	E. STATE SIGNATURE
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions Yes No of such rule?
	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.
	e 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 son.
	Date PERIAL SUPPLIES LLC Signature May 5, 2003
	me of Signer (Print or Type) Title (Print or Type) Title (Print or Type) Secretary and Treasurer, Imperial Supplies LLC

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.

A	P	PF.	N	n	IX

									5			
1	. 2	2	3	3								
}		Type of security							lification			
i	Intend	to sell	and aggregate				i	under State ULOE (if yes, attach				
į	to non-ac		offering price		Type of inve	eter and	-	explanation of				
	investors		offered in state		amount purcha	sed in State	İ	nyainer	granted)			
	(Part B-		(Part C-Item 1)		(Part C-It	em 2)		(Part F	Litem 1)			
				Number of	T	Number of	r		1			
ŀ			1	Accredited	1	Non-Accredited						
State	Yes	No	<u> </u>	Investors	Amount	Investors	Amount	Yes	No			
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IL			Class A Units, Term Notes									
Ì		X	A, Term Notes B and	2	\$22,500,000	0	N/A					
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1711		X	\$25,635,000	2	\$25,635,000	0	N/A					
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VA						<u> </u>	 		+			
WA							 		+			
WV									+			
WI			Class A Units,		04.500.000		NT/A		1			
		X	Class B Units	8	\$4,700,000	0	N/A					
	1		4,700,000				+	+				
												
WY PR				}			 	 				