

SEC (6-02)

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

THOMSON FINANCIAL

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

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden

hours per response... 1

MAY 13 2003

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

SEC	USE ON	ILY
Prefix	-	Serial
DAT	E RECEI	VED

Name of Offering ([] check if this is Lambda Technologies, Inc. Series			anged, and indica	ite change.)	
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] Rule 506	[ ] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing [	] Amendment				
	A. BASIC II	DENTIFICATION	N DATA		
Enter the information requested a	bout the issuer				
Name of Issuer ([ ] check if this is a Lambda Technologies, Inc.	an amendment ar	nd name has cha	anged, and indica	te change.)	
	Number and Stree	et, City, State, Z	ip Code)	Telephone Numbe	er (Including
Area Code) 860 Aviation Parkway, Suite 900,	Morrisville, No	rth Carolina 2	7560	919-4	62-1919
Address of Principal Business Oper (Including Area Code) (if different from Executive Offices)	ations (Number	and Street, City	, State, Zip Code)	Telephone Num	ber
Brief Description of Business Microwave energy technology					***************************************

[ X ] corporation [ ] business trust	• • • • • • • • • • • • • • • • • • • •	<ul><li>[ ] limited partnership, already formed</li><li>[ ] limited partnership, to be formed</li></ul>				
Actual or Estimated Date of In	corporation or Organization:	Month Year ['06] [94]	[X] Actual [] Estimated			
Jurisdiction of Incorporation or	Organization: (Enter two-letter CN for Canada; FN fo					

#### **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/o Managing Partner
Full Name (Last name first, if individual)  Garard, Richard	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 27	7560
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ X ] Executive Officer [ ] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual) Fathi, Zak	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 27	7560
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [X] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual) William J. Armfield, Jr.	<u> </u>
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 27	7560
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [X] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual)  Mumma, Mitchell	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 27	7560

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [X] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual) Rohrer, Ronald A.	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 2'	7560
Check Box(es) that Apply: [ ] Promoter [X] Beneficial Owner [ ] Executive Officer [X] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual) Woody, W. Ruffin, Jr.	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 2**	7560
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [X] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual)  Dunn, Robert A.	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 2	7560
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [X] Executive Officer [ ] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual) Fitzpatrick, Thomas J.	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 2	7560
Check Box(es) that Apply: [ ] Promoter [X] Beneficial Owner [ ] Executive Officer [X] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual)  Dean E. Painter, Jr.	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 27	7560
Check Box(es) that Apply: [ ] Promoter [X] Beneficial Owner [ ] Executive Officer [ ] Director [ ]	General and/or Managing Partner

Full Name (Last name first, if individual) Affiliates of Intersouth Partners	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 2	7560
Check Box(es) that Apply: [ ] Promoter [X] Beneficial Owner [ ] Executive Officer [ ] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual) Spotswood Capital, LLC	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 2	7560
Check Box(es) that Apply: [ ] Promoter [X] Beneficial Owner [ ] Executive Officer [ ] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual) Tri-State Investment Group II, LLC	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 2	7560
Check Box(es) that Apply: [ ] Promoter [X] Beneficial Owner [ ] Executive Officer [ ] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual) Nordson Corporation	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 2	7560
Check Box(es) that Apply: [ ] Promoter [X] Beneficial Owner [ ] Executive Officer [ ] Director [ ]	General and/or Managing Partner
Full Name (Last name first, if individual) Woody Investments, LLC	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Lambda Technologies, Inc., 860 Aviation Parkway, Suite 900, Morrisville, North Carolina 2	7560

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

				В.	INFORM	ATION AI	BOUT;OF	FERING		,			
1. Has	the issue	er sold, o	r does th	e issuer	intend to	sell, to no	n-accredi	ited inves	tors in this	s offering	?	Yes	No [X
			Ar	nswer als	o in Appe	endix. Col	umn 2. if	filing unde	er ULOE.			[ ]	[ ^ ]
2. Wha	at is the n	ninimum						ividual?				\$_N/A	
3. Doe	s the offe	ering peri	mit joint c	wnership	of a sing	gle unit?	••••••	••••				Yes [X]	No [
of securegiste five (5)	tly, any ourities in the red with persons	commission the offerion the SEC to be lis	on or sim ng. If a po and/or w	ilar remu erson to l ith a stat ssociated	neration to be listed i e or state	for solicita s an asso s, list the	ation of pu ociated pe name of	vill be paid urchasers erson or ag the broker or dealer, y	in connect gent of a to or dealer	ction with proker or r. If more	sales dealer than		:
Full Na	ame (Las	t name fi	rst, if indi	vidual)									
Busine	ess or Re	sidence ,	Address	(Number	and Stree	et, City, S	tate, Zip	Code)					
Name	of Assoc	iated Bro	ker or De	ealer	·						., .		
						nds to So	licit Purch	nasers		[	] All S	tates	
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Busine	ess or Re	sidence i	Address	(Number	and Stree	et, City, S	tate, Zip (	Code)					
Name	of Assoc	iated Bro	ker or De	ealer			•	1			-		
					ed or Inte		licit Purch	nasers		[	] All Stat	es	
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[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA] 	[WV]	[WI]	[WY]	ĮF	PR] ———
Full Na	ame (Las	t name fi	rst, if indi	vidual)									
Busine	ss or Re	sidence .	Address	(Number	and Stre	et, City, S	tate, Zip	Code)					
Name	of Assoc	iated Bro	ker or De	ealer									

St	tates i	in Which	Person	Listed Ha	as Solicite	ed or Inter	nds to So	licit Purch	nasers <sup>1</sup>					
(Check "All States" or check individual States)								[	] All Sta	ites				
[A	L]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL	-]	[IN]	[A]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[M	1T)	[NE]	[NV]	[NH]	[LN]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[R	RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[AW]	[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.		
		:
	Aggregate	Amount Already
Type of Security	Offering Price	Sold
Debt	\$ <u>1,711,315.00</u>	
Equity	\$	\$
[ ] Common [ ] Preferred	•	
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$ <u>1,711,315.00</u>	\$ <u>1,711,315.00</u>
Answer also in Appendix, Column 3, if filing under ULOE.		
O. Enter the number of convedited and non-convedited investors who have		
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	Aggregate Dollar Amount
	Investors	of Purchases
Accredited Investors	26	\$ <u>1,711,315.00</u>
Non-accredited Investors	=	\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		. ¥
Answer also in Appendix, Column 4, it ming under CECE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , 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.		
	Type of Security	Dollar Amount
Type of offering	Type of Security	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	[]	\$
Printing and Engraving Costs	[]	\$
Legal Fees	[X]	\$ 10,000.00
Accounting Fees	[]	\$

Engineering Fees .....

[] \$\_\_

Sales Commissions (specify finders' fees separa	ately)		[] \$_	
Other Expenses (identify)			[] \$_	····
Total	•••••	•••••	[X]\$ <u>1</u> ,	<u>701,315.00</u>
b. Enter the difference between the aggregate offerin Question 1 and total expenses furnished in response the "adjusted gross proceeds to the issuer."	to Part C - Question 4.a roceeds to the issuer use . If the amount for any pleft of the estimate. The	a. This difference is ed or urpose is not total of the	\$ <u>1</u> ,	,701,315 <u>.00</u>
to Part C - Question 4.b above.		Pavr	ments to	
		Offic Direc	ers, ctors, & F	Payments To Others
Salaries and fees		\$	\$	<u> </u>
Purchase of real estate	•••••	\$	\$	)
Purchase, rental or leasing and installation of ma	achinery	\$	\$	<u> </u>
Construction or leasing of plant buildings and fac-	cilities	\$	\$	
Acquisition of other businesses (including the va securities involved in this offering that may be u exchange for the assets or securities of another pursuant to a merger)	ısed in r issuer	\$	\$	<u>:</u>
Repayment of indebtedness		\$	\$	
Working capital		\$		1,701,31 <u>5.00</u>
Other (specify):		\$	\$	<u> </u>
		<b>e</b>	9	
		Ψ	Ψ	<u> </u>
Column Totals		\$	\$	<u> </u>
Total Payments Listed (column totals added)	***************************************		\$	<u>1,701,315.00</u>
D. FEDI	ERAL SIGNATURE			· 
The issuer has duly caused this notice to be signed bunder Rule 505, the following signature constitutes at Exchange Commission, upon written request of its strinvestor pursuant to paragraph (b)(2) of Rule 502.	n undertaking by the issi	uer to furnish to the	U.S. Secu	ırities and
Issuer (Print or Type)	Signature /		Date	10/200
Lambda Technologies, Inc.	West- hurs	T	10/	7 17003
Name of Signer (Print or Type)	Title of Signer (Print or T	ype)		
Thomas J. Fitzpatrick	Chief Financial Offic	er		AMM Administration for the contract of the con
	ATTENTION			
Intentional misstatements or omissions of fact	constitute federal crim	inal violations. (Se	e 18 U.S.	C. 1001.)