## **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

ON	IR YLLI	ROVAL
OMB Num	ber:	3235-0076
Expires:	Nove	mber 30, 2001
Estimated a	verage !	burden
hours per	respons	e16.00

esponse 16.00							
USE ONLY							
Serial							
DATE RECEIVED							

Name of Offering ( check if this is an amendment and name has changed, and indicated indicated the changed of Secured Promissory Notes and Warrants for Common Stock	cate change.)
Filing Under (Check box(es) that apply):  Rule 504 Rule 505  Type of Filing:  New Filing  Amendment No. 2	Rule 506 Section 4(6) ULOE
A. BASIC IDENTIFICA	TION DATA
<ol> <li>Enter the information requested about the issuer</li> <li>Name of Issuer ( check if this is an amendment and name has changed, and indicated that the information is a superior of the information in the information is a superior of the information in the information requested about the issuer</li> </ol>	te change.)
Address of Executive Offices (Number and Street, City, State, Zip Code) 1115 Windfield Way, Suite 100, El Dorado Hills, CA 95762-9623	Telephone Number (Including Area Code) (916) 355-7100
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)  PROCESSED
Brief Description of Business  Manufacturing and distribution of orthopaedic implants	MAY 1 9 2003
Type of Business Organization  Corporation  business trust  Imited partnership, already formed  limited partnership, to be formed	THOMSON FINANCIAL other (please specify):
Actual or Estimated Date of Incorporation or Organization:    Month   Yea	2 Actual Estimated Abbreviation for State:

#### **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 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. BASIC IDENTIFICATION DATA								
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>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;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>								
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	$\boxtimes$	Director		General and/or Managing Partner				
Full Name (Last name first, if individual)  Hayes, Daniel E. E., Jr.								
Business or Residence Address (Number and Street, City, State, Zip Code)								
Hayes Medical, Inc. 1115 Windfield Way, Suite 100, El Dorado Hills, CA 95762-9623								
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer		Director		General and/or Managing Partner				
Full Name (Last name first, if individual)  Hyde, Peter			,					
Business or Residence Address (Number and Street, City, State, Zip Code) 779 Elkins Lake, Huntsville, TX 77340								
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Ø	Director	$\neg \neg$	General and/or				
		Director		Managing Partner				
Full Name (Last name first, if individual)								
Soderquist, Charles  Business or Residence Address (Number and Street, City, State, Zip Code)								
2545 Boatman Avenue, West Sacramento, CA 95691								
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	$\boxtimes$	Director		General and/or Managing Partner				
Full Name (Last name first, if individual)				managing rather				
Taylor, Jeffrey								
Business or Residence Address (Number and Street, City, State, Zip Code) 5502 St. Francis Circle West, Loomis, CA 95650								
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer		Director		General and/or Managing Partner				
Full Name (Last name first, if individual)								
Pubols, Steve								
Business or Residence Address (Number and Street, City, State, Zip Code) Hayes Medical, Inc., 1115 Windfield Way, Suite 100, El Dorado Hills, CA 95762-9623								
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	$\boxtimes$	Director		General and/or Managing Partner				
Full Name (Last name first, if individual)  Zesiger, Albert L.								
Business or Residence Address (Number and Street, City, State, Zip Code)								
Zesiger Capital Group LLC, 320 Park Avenue, New York, NY 10022		D'		C 1 1/				
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer		Director	. LJ	General and/or Managing Partner				
Full Name (Last name first, if individual)  Preising, Carolyn								
Business or Residence Address (Number and Street, City, State, Zip Code) Hayes Medical, Inc., 1115 Windfield Way, Suite 100, El Dorado Hills, CA 95762-9623								
Check Box(es) that Apply:  Promoter Beneficial Owner Executive Officer		Director		General and/or Managing Partner				
Full Name (Last name first, if individual)  Eyler, Charles				<u> </u>				
Business or Residence Address (Number and Street, City, State, Zip Code)  Haves Medical Inc. 1115 Windfield Way, Suite 100, El Darredo Hills. CA 05762 0623								
Hayes Medical, Inc., 1115 Windfield Way, Suite 100, El Dorado Hills, CA 95762-9623  (Use blank sheet, or copy and use additional copies of this sheet	et, as r	necessary)						

Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	$\boxtimes$	Director	General and/or Managing Partner
Full Name (Last name first, i Gerry, Peter	f indiv	idual)					_		
Business or Residence Addressycamore Ventures, 845 Al	•		, ,						
Check Box(es) that Apply:		Promoter	$\boxtimes$	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, i Zesiger Capital Group LLC		idual)		_					
Business or Residence Addre 320 Park Avenue, New Yor	•		et, Cit	y, State, Zip Code)					
Check Box(es) that Apply:		Promoter	$\boxtimes$	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, i Mathys Medical, Ltd.	f indiv	vidual)							
Business or Residence Addre Guterstrasse 5, P.O. Box C	•			• • • •					
Check Box(es) that Apply:		Promoter	$\boxtimes$	Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Name (Last name first, i Sycamore Management Co		,	_						
Business or Residence Addr 845 Alexander Road, Prince	•		eet, Cit	y, State, Zip Code)		-			
		(Use blar	ık shee	t, or copy and use ac	lditio	nal copies of this she	et, as	necessary)	

	as, Assiden		<u> </u>	В.	Line is a	er et de libit al 111	ABOUT OF	7 97 1 30 1 10 1		2 2 2 3 3 4	and the second	
1. Has the	e issuer sold,	or does the is	ssuer intend t	o sell to no	n-accredited	investors in	this offering	7	_		Yes	No ⊠
1. 1143 (1)	o issuer soru,	or does the is	suci intend					ınder ULOE.		***************************************	ب	עש
2. What i	s the minimu	m investmen	t that will be	accepted fro	om any indiv	idual?					\$	N/A
<ol><li>Does tl</li></ol>											Yes ⊠	No □
4. Enter ti									_	_		
person than fi	or agent of a ve (5) persons	broker or dea	aler registered	d with the SI	C and/or wit	tha state or st	ates, list the r	name of the b	roker or dea	er. If more		
dealer Full Name (l	only. Last name fir	st, if individu	ıal)	-		·			<u> </u>	<del></del>		
Business or	Residence Ac	idress (Numl	ber and Stree	t, City, State	, Zip Code)				···- · <u>·</u>			
Name of As	sociated Brok	er or Dealer				<del></del> .						
	nich Person L		ligited on Inte	ands to Solie	it Durch soon							<u>-</u> .
	All States" or											Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HII)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]	[MI]	[MN]	[MS]	[MO]
		[NV]	[NH]	ואח	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[MT]	[NE]	[1,4,4,]	[****]									(DD)
[MT] [RI]	[NE] [SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	. [WI]	[WY]	[PR]
[RI]		[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PK] 
[RI]	[SC]	[SD] st, if individu	[TN]			[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[rk]
[RI]	[SC]	[SD] st, if individu	[TN]			[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PK]
[RI] Full Name ( Business or	[SC]	[SD] st, if individu ddress (Num	[TN]			[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[FK]
[RI] Full Name ( Business or	[SC] Last name fir Residence A	[SD] st, if individu ddress (Num	[TN] ual) ber and Stree	et, City, State	, Zip Code)		[VA]	[WA]	[WV]	[WI]	[WY]	[FK]
[RI] Full Name ( Business or Name of As	[SC] Last name fir Residence A	[SD] st, if individu ddress (Num eer or Dealer	[TN]  ber and Stree	ends to Solid	, Zip Code) sit Purchasers							II States
[RI] Full Name ( Business or Name of As	[SC]  Last name fir  Residence Acceptage and a sociated Brokenich Person L	[SD] st, if individu ddress (Num eer or Dealer	[TN]  ber and Stree	ends to Solid	, Zip Code) sit Purchasers							
[RI] Full Name ( Business or Name of As States in WI (Check ".	[SC]  Last name fir  Residence Associated Brokenich Person L  All States" or	[SD] st, if individu ddress (Num eer or Dealer isted Has So check indivi	[TN]  ber and Stree  licited or Interduals States)	ends to Solic	, Zip Code)	3						II States
[RI] Full Name ( Business or Name of As States in Wi (Check ".	[SC]  Last name fir  Residence Additional and a sociated Brokenich Person L  All States" or [AK]	[SD] st, if individu ddress (Num eer or Dealer isted Has So check indivi	[TN]  Julial)  ber and Stree  licited or Interdeduals States)  [AR]	ends to Solid	, Zip Code)  iit Purchasers  [CO]	[CT]	[DE]	[DC]	[FL]	[GA]	A	Il States
[RI] Full Name ( Business or  Name of As  States in Wi (Check " [AL] [IL]	[SC]  Last name fir  Residence Addressociated Brokenich Person L  All States" or  [AK]  [IN]	[SD] st, if individu ddress (Num eer or Dealer isted Has So check indivi [AZ] [IA]	[TN]  ber and Stree  licited or Integrated duals States)  [AR]  [KS]	ends to Solid	, Zip Code)  cit Purchasers  [CO]  [LA]	[CT]	[DE]	[DC]	[FL]	[GA] [MN]	[HI]	II States [ID] [MO]
[RI] Full Name ( Business or  Name of As States in Wi (Check ". [AL] [IL] [MT] [RI]	[SC]  Last name fir  Residence Are  sociated Brokenich Person L  All States" or  [AK]  [IN]  [NE]	[SD] st, if individual ddress (Num eer or Dealer isted Has So check indivi [AZ] [IA] [NV] [SD]	[TN]  ber and Stree  licited or Integrated duals States)  [AR]  [KS]  [NH]  [TN]	ends to Solid  [CA]  [KY]	, Zip Code)  it Purchasers  [CO]  [LA]  [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
[RI] Full Name ( Business or Name of As States in Wi (Check ". [AL] [IL] [MT] [RI] Full Name (	[SC]  Last name fir  Residence Addressed Brokenich Person L  All States" or  [AK]  [IN]  [NE]  [SC]	[SD] st, if individu ddress (Num cer or Dealer isted Has So check indivi [AZ] [IA] [NV] [SD]	[TN]  ber and Stree  licited or Inter iduals States)  [AR]  [KS]  [NH]  [TN]	ends to Solid	, Zip Code)  iit Purchasers  [CO]  [LA]  [NM]  [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
[RI] Full Name ( Business or  Name of As  States in Wi (Check ".  [AL]  [IL]  [MT]  [RI]  Full Name (  Business or	[SC]  Last name fir  Residence And sociated Brokenich Person Lead States or [AK]  [IN]  [NE]  [SC]  (Last name fir	[SD] st, if individual dividual dividual street or Dealer isted Has So check individual [AZ] [IA] [NV] [SD] st, if individual dividual division (Num	[TN]  licited or Interdulates States)  [AR]  [KS]  [NH]  [TN]  ual)  ber and Street	ends to Solid	, Zip Code)  iit Purchasers  [CO]  [LA]  [NM]  [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
[RI] Full Name ( Business or Name of As States in Wi (Check ". [AL] [IL] [MT] [RI] Full Name ( Business or	[SC]  Last name fir  Residence Additional Brokensociated Brokensoc	[SD]  st, if individual dividual dividual steep or Dealer individual steep or Dealer [AZ] [IA] [NV] [SD]  st, if individual dividual steep or Dealer individual steep or Dealer individ	[TN]  ber and Stree  licited or Into duals States)  [AR]  [KS]  [NH]  [TN]  ual)	ends to Solid  [CA]  [KY]  [NJ]  [TX]	, Zip Code)  cit Purchasers  [CO]  [LA]  [NM]  [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
[RI] Full Name ( Business or Name of As States in Wi (Check ". [AL] [IL] [MT] [RI] Full Name ( Business or	[SC]  Last name fir  Residence Additional and sociated Brokenich Person L  All States" or  [AK]  [IN]  [NE]  [SC]  (Last name fir  Residence Additional and sociated Brokenich Person L  high Person L	[SD] st, if individual dividual dividual steep or Dealer listed Has So check individual [AZ] [IA] [NV] [SD] st, if individual dividual steep or Dealer listed Has So check individual steep or Dealer listed Has So c	[TN]  licited or Interdulates States)  [AR]  [KS]  [NH]  [TN]  ber and Street	ends to Solid  [CA]  [KY]  [TX]  ett, City, State	, Zip Code)  cit Purchasers  [CO]  [LA]  [NM]  [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR] [WY]	II States [ID] [MO] [PA]
[RI] Full Name ( Business or Name of As States in Wi (Check ". [AL] [IL] [MT] [RI] Full Name ( Business or	[SC]  Last name fir  Residence Additional Brokensociated Brokensoc	[SD] st, if individual dividual dividual steep or Dealer listed Has So check individual [AZ] [IA] [NV] [SD] st, if individual dividual steep or Dealer listed Has So check individual steep or Dealer listed Has So c	[TN]  licited or Interdulates States)  [AR]  [KS]  [NH]  [TN]  ber and Street	ends to Solid  [CA]  [KY]  [NJ]  [TX]	, Zip Code)  cit Purchasers  [CO]  [LA]  [NM]  [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR] [WY]	Il States [ID] [MO] [PA] [PR]
[RI] Full Name ( Business or Name of As States in Wi (Check ". [AL] [IL] [MT] [RI] Full Name ( Business or Name of As States in Wi (Check ".	[SC]  Last name fir  Residence And sociated Brokenich Person L.  All States" or [AK]  [IN]  [NE]  [SC]  (Last name fire Residence And Sociated Brokenich Person L.  All States" or L.	[SD]  st, if individual dividual dividu	[TN]  ber and Stree  duals States)  [AR]  [KS]  [NH]  [TN]  ual)  ber and Stree  diduals States)	ends to Solid [CA] [KY] [NJ] [TX]	, Zip Code)  cit Purchasers  [CO]  [LA]  [NM]  [UT]  e, Zip Code)	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	II States  [ID]  [MO]  [PA]  [PR]
[RI] Full Name ( Business or  Name of As States in Wi (Check ".  [AL]  [IL]  [MT]  [RI]  Full Name ( Business or  Name of As States in Wi (Check ".	[SC]  Last name fir  Residence Additional and sociated Brokenich Person L  All States" or  [AK]  [NE]  [SC]  (Last name fire Residence Additional and sociated Brokenich Person L  All States" or  [AK]	[SD]  st, if individual dividual dividual steep or Dealer listed Has So check individual [AZ]  [IA]  [NV]  [SD]  st, if individual dividual steep or Dealer listed Has So check individual steep or chec	[TN]  licited or Interdeduals States)  [AR]  [KS]  [NH]  [TN]  ber and Street	ends to Solid  [CA]  [KY]  [NJ]  [TX]  ends to Solid	, Zip Code)  cit Purchasers  [CO]  [LA]  [NM]  [UT]  e, Zip Code)	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	Il States [ID] [MO] [PA] [PR]

•	Enter the aggregate offering price of securities included in this offering and the total mount already sold. Enter "0's" 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	Aggree Offering			nt Already Sold
	Debt	-		\$ <u>1</u> ,	300,000.00
	Equity	\$	.00	\$	.00
	Convertible Securities (including warrants)	\$ 13.	861.12	S	1,300.00
	Partnership Interests				.00
	Other (Specify )		_		.00
	Total				,301,300.00
	Answer also in Appendix, Column 3, if filing under ULOE.	<u> </u>		¥	,001,000.00
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 thotal lines. Enter "0" if answer is "none" or "zero."			A	gregate
		Numl Invest		Dolla	r Amount Purchase
	Accredited investors	2	.6	\$ <u>1,</u>	301,300.00
	Non-accredited Investors		0	\$	.00
	Total (for filings under Rule 504 only)		0	\$	.00
	Answer also in Appendix, Column 3, 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.	Tyne		D-III.	
	Type of Offering	Type Secui		Don	ar Amount 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			\$	.00
	Printing and Engraving Costs			\$	.00
	Legal Fees		$\boxtimes$	\$	17,000.00
	Accounting Fees			\$	.00
	Engineering Fees			\$	.00
	Sales Commissions (specify finders' fees separately)			\$	.00
	Other Expenses (identify)			\$	.00
	Total		⊠	\$	17,000.00
			_		

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C.

	total expenses furnished in response to Par	ate offering price given in response to Part C - Question it C - Question 4.a. This difference is the "adjusted gross		\$ <u>1,496,861.12</u>
5.	the purposes shown. If the amount for any	ross proceeds to the issuer used or proposed to be used for purpose is not known, furnish an estimate and check the boants listed must equal the adjusted gross proceeds to the issubove.	x to the	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees	<u>×</u>	\$	
	Purchase of real estate	,	\$00	\$
	Purchase, rental or leasing and installation	of machinery and equipment	\$00	
	Construction or leasing of plant buildings	and facilities	\$00	\$00
	Acquisition of other businesses (including used in exchange for the assets or securities	the value of securities involved in this offering that may be sof another issuer pursuant to a merger)	be \[ \] \[ \] \[ \] .00	.00
	Repayment of indebtedness		\$00_	.00
	Working capital		🗀 \$00	<b>∑</b> \$ 1,496,861.12
	Other (specify):			<b>\$</b>
	Column Totals		\$ .00	.00
	Total Payments Listed (column totals	D. FEDERAL SIGNATURE	🛛 \$ <u>1,49</u>	96,861.12
und		by the undersigned duly authorized person. If this notice is fil ities and Exchange Commission, upon written request of its Rule 502.		
	ner (Print or Type)	Signature / Sola	Date	
	res Medical, Inc. ne of Signer (Print or Type)	Title of Signer (Print or Type)	May /2, 2003	
	ırles R. Eyler	CFO and COO		
		ATTENTION		
	Intentional Misstatemer	nts or Omissions of Fact Constitute Federal Criminal Viole	ations. (See 18. U.S.C. 1001.)	

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C.