

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

OMB APPROVAL						
OMB Number:	3235-0076					
Expires:	May 31, 2005					
Estimated avera	age burden					
hours per respoi	nse16.00					

SEC USE ONLY					
Prefix	, Serial				
•					
DATE RECEIVED					
1	1				

Name of Offering (check if this is an amendr		PORTO COLORO DE
	es and Series D Preferred Stock	— <u>—</u> ——————————————————————————————————
	ule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing: New Filing Amendment	nt .	
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issu	er	
Name of Issuer (check if this is an amendmen	it and name has changed, and indicate change.)	03058952
Santera Systems Inc.		
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)
3605 E. Plano Parkway, Suite 100, Plano,	Texas 75074	972-461-6300
Address of Principal Business Operations		
(if different from Executive Offices)	KARSTEROOD 120 CESSKE DODERANDE SEERS DODESISMEREERS IL 181 EVEN KURANDE SANGORI.	AND A CONTRACT OF THE STATE OF
Brief Description of Business	T prist to the little between the substitute of	PROCESS
Carrier switching company		
		MAY 2 0 200
Type of Business Organization		
		slease specify): IHOMSON
business trust limit	ted partnership, to be formed	FINANCIAL
	Month Year	
Actual or Estimated Date of Incorporation or Organ		mated
	er two-letter U.S. Postal Service abbreviation for State: 'N for Canada; FN for other foreign jurisdiction)	(23 4 790
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 predictated on the filing of a federal notice.

				BASIC IDI	ENTIF	CICATION DATA	·- <u>-</u>			
2. Enter the information re	quest	ed for the fol	llowin	g:						1
• Each promoter of the issuer, if the issuer has been organized within the past five years,										
 Each beneficial owner 	havin	g the power	to vot	e or dispose, or direc	t the v	ote or disposition of	, 10%	or more of	a class	of equity securities of the issuer.
 Each executive office 	r and	director of c	orpor	ate issuers and of co	прога	te general and mana	ging p	artners of	partner:	ship issuers; and
 Each general and ma 	nagin	g partner of	partn	ership issuers.						•
Check Box(es) that Apply:		Promoter	986 57.9	Beneficial Owner	X	Executive Officer	X	Director	Tight.	General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)				· · · · · · · · · · · · · · · · · · ·		·		
Heard, David										
Business or Residence Address 3605 E. Plano Parkway	wat in	TENNESS OF THE PROPERTY OF THE		GTANIKA ESELINE SAREKETA AMERIKAN KUMP GYARISKI SAREKETA MARKETA AMERIKAN KAMPANIAN KAMPANIAN KAMPANIAN KAMPANIAN KAMPANIAN KAMPANIAN KAMPANIAN KAMPAN	e)		44.		314 (319 fg	
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	×	Director	N. C.	General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)						· · · · · ·		
Kaplan, Marty							Paris III			
Business or Residence Address 20 Montecito Road, Sai	and a second	ombournary, or coloring	3031.5453	Charac Chaptaparachanachan neuer neuer	le)					
Check Box(es) that Apply:		Promoter	X	Beneficial Owner		Executive Officer	X	Director	3	General and/or
				,						Managing Partner
Full Name (Last name first, if	indivi	idual)							/// // // // // // // // // // // // //	entre de la companya
Olkkola, Edward				-Kerri					4, 194, 9	
Business or Residence Address	090004449	L-CALINERSON	erkey atotea	CZPHARIBERTHER ZPOLITER POZICESZYDYSE	asertere consul	COMMUNICACION SE A RESPONSABILISTA COMMUNICACION DE COMPOSTO DE CO	ensware een	NE-SYSTEMALOUS	North of the Market	Angus Versal (Plantas III timbar 1 km 200 (Timbanggan Halland)
2435 N. Central Expres	sway	, Suite 160	00, R	ichardson, TX 7	5080					
Check Box(cs) that Apply:		Promoter	X	Beneficial Owner		Executive Officer	X	Director	kil -	General and/or Managing Partner
Full Name (Last name first, if	indivi	idual)								
Goguen, Michael	Series Segue			Carrie Series						
Business or Residence Addre	ess (N	umber and S	treet,	City, State, Zip Cod	le)	Named and the state of the stat	010 2-0 5-0	an - 10-0 am 10-00 grad	7 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	CONTRACTOR
3000 Sand Hill Road, E	luildi	ng 4, Suite	e 180	, Menlo Park, C	4 94	025				
Check Box(es) that Apply:	1.25 1.25 1.25	Promoter	X	Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if	indiv	idual)		-						
Dyal, Thomas										
Business or Residence Addre	ess (N	umber and S	treet,	City, State, Zip Cod	le)					
3000 Sand Hill Road, E	uildi	ng 2, Suite	e 290	, Menlo Park, C	A 94	025				
Check Box(es) that Apply:	Ä.	Promoter		Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	idual)								
Guglielmi, Peter	16 10 10 10 10 10 10 10 10 10 10 10 10 10		1 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7							
Business or Residence Addr	Zamostara y	engrasone, LAPA, no neo co	errat kerker - a	DV cm vin., rozzidentekkie bassostych Assity	le)	APTER SERVICE CONTRACTOR OF THE SERVICE CONT	39288844 FY	NESSER ERECTOR	975883 8 2 553	
811 Woodside Lane, B	urr R		0527							
Check Box(es) that Apply:		Promoter	<u>.</u>	Beneficial Owner	X	Executive Officer	X	Director	i de	General and/or Managing Partner
Full Name (Last name first, if	indiv	idual)				<u></u>				
Li, San-qi Business or Residence Addr	ese (N	umber and S	Cristali Street	City State Zin Co	le)	(30)				
499963438 / C21 +	of made	0.6888.898455 - 4.45846846	enteración.	enna control de esta la la control de la	ioj Milita		Ener.	513953800	##19#####	
15003 E. Flano Parkway	3605 E. Plano Parkway, Suite 100, Plano, TX 75074 (Use blank sheet, or copy and use additional copies of this sheet, as necessary)									

BASIC IDENTIFICATION DATA 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) Orlando, James Business or Residence Address (Number and Street, City, State, Zip Code) 3605 E. Plano Parkway, Suite 100, Plano, TX 75074 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Austin Ventures VI, E.P. Business or Residence Address (Number and Street, City, State, Zip Code) 2435 N. Central Expressway, Suite 1600, Richardson, TX 75080 Promoter Beneficial Owner Executive Officer Check Box(es) that Apply: Director General and/or Managing Partner Full Name (Last name first, if individual) Institutional Venture Partners VIII, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 3000 Sand Hill Road, Building 2, Suite 290, 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) Austin Ventures VIII, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 2435 N. Central Expressway, Suite 1600, Richardson, TX 75080 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Director Managing Partner Full Name (Last name first, if individual) Sequoia Capital VIII, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 3000 Sand Hill Road, Building 4, Suite 180, Menlo Park, CA 94025 Check Box(es) that Apply: Director Promoter General and/or Managing Partner Full Name (Last name first, if individual) Chens LLC Business or Residence Address (Number and Street, City, State, Zip Code) 10566 Blandor Way, Los Altos, CA 94024 Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Meritech, Capital Partners, L.P.

285 Hamilton Avenue, Suite 200, Palo Alto, CA 94301

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

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

BASIC IDENTIFICATION DATA 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 General and/or Director Managing Partner Full Name (Last name first, if individual) Redpoint Ventures II, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 3000 Sand Hill Road, Building 2, Suite 290, Menlo Park, CA 94025 Check Box(es) that Apply: Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Sequoia Capital Franchise Fund, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 3000 Sand Hill Road, Building 4, Suite 180, Menlo Park, CA 94025 ▼ Peneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Trinity Ventures VI, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 3000 Sand Hill Road, Building 1, Suite 240, 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) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: 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: Beneficial Owner Executive Officer 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)

				В.	INFORMA	ATION ABO	OUT OFFEI	RING				
I . Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								Yes	No 🗶			
2. What is the minimum investment that will be accepted from any individual?							\$ <u>N/A</u>					
3. Does the offering permit joint ownership of a single unit?								Yes	No			
commis If a pers or states	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. It 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 nam	e first, if ir	idividual)		no varamerereaser		i da idal saddi da selas		r Laidhean ar an an an an a	SV : 5:525YVII (19abay4)	กว่า วงศักษ์ซึ่ง (แม้วันแล	ead filts Ve Alighield .
N/A Business o	r Residenc	e Address	(Number a	nd Street. (City, State.	Zip Code)						
									VARIATION AND THE STATE OF THE			
Name of A	ssociated	Broker or	Dealer	elad ii ladela	oddadddardi.Ch			lassierios	iningenesis			
States in V	Vhich Pers	on Listed	Has Selicit	ed or Inten	ds to Solic	it Purchase	ers	74 <u>6944</u> 4643610896388	<u> 1000-2170-338-68</u>	2000 (G1:5+350F73		A Charles Anniel Principal Anniel III
			k individua							******	[P	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)											
				viden: 1000 militaria kan	City, State	100000000000000000000000000000000000000	իսաբիսիս հնագ. Հարդում				223,2027.1 (170 6 725.0 238,2027.1 (17067.25) 110 <u>7</u> ,21 (1707.25)	
Name of A	ssociated	Broker or	Dealer									
States in V	Which Pers	on Listed	Has Solicit	ed or Inter	ds to Solic	it Purchase	ers					
(Chec	k "All Stat	es" or chec	k individua	al States)				•••••				All States
[AL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] . [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]		[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
		e first. if ir							mederi mes cons			
Business of	r Residenc	ce Address	(Number a	and Street,	City, State	, Zip Code)					
Name of A												ome <u>og manned for i 1865</u> "By days myssiosessand er Tyry o'llassiosessand er
States in \	Vhich Pers	on Listed	Has Selicit	ed or Inter	nds to Solic	it Purchas	ers	· · · · · · · · · · · · · · · · · · ·		9 9 9 1.0 . L		<u> </u>
(Check "All States" or check individual States)												
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [.] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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

	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the 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	Aggregate Offering Price	Amount Already Sold
		-	JAPAN SHARITH A TONG I COLAMIN HER
		\$ 7,000,000	\$ 2,000,000
	Equity	\$ <u>:5,000,000</u>	\$ 0
	Common Preferred	e vincetia matino e modelia antini il nameno e la 151 e .	In No. 10 agency, and on 10 the court relationships
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests.		S. 11. 11. 11. 11. 11. 11. 11. 11. 11. 1
	Other (Specify	S <u> </u>	\$
	Total	£ 12,000,000	\$ 2,000,000
	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 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 "O" if answer is *'none" or "zero."		
		Number	Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors.	15	§ 2,000,000
	Non-accredited Investors	481,8449341119111111111111111111111111111111	S O
	Total (for filings under Rule 504 only)	HORSENSKI NOMBOLINGSKI KRISTISTER DE TO	Carried Company
	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 Security	Dollar Amount Sold
	Rule 505	are the second	
	Regulation A		- caronical apage of the caronical and the caron
	Rule 504		
	Total	\$\$ (10 max 18 \$ 0.0)	2014012.05020.0000000
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 insurer. 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.		LETTER BY FRANKLIK STOTENSON
	Transfer Agent's Fees		S.
	Printing and Engraving Costs		\$
	Legal Fees	X	§ 75,000
	Accounting Fees		S
	Engineering Fees	<u> </u>	S. A. Sant A. Mariana
	Sales Commissions (specify finders' fees separately)		s this said is
	Other Expenses (identify)	_	8
	Total	=	S 75,000

	OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PR	OCEEDS	
5.	b. Enter the difference between the aggregate offering price given in response to Part CQuestion 1 and total expenses furnished in response to Part CQuestion 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceed 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 CQuestion 4.b above.		§ 11,925,000
		Payments to Officers. Directors, & Affiliates	Payments to Others
	Salaries and fees		Service Services
	Purchase of real estate] \$ <u></u>	
	Purchase, rental or leasing and installation of machinery and equipment	15 KANAS E 1924 - F 2 SASSE	S
	Construction or leasing of plant buildings and facilities	3 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	
	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)	Supposition to the second	September 1980
	Repayment of indebtedness		
	Washing and tell	n s	x s11,925,000≈
	Other (specify):	3 10 14 14 14	2
		S S S S S S S S S S S S S S S S S S S	
	Column Totals] <u>s</u>	★ \$ 11,925,000
	Total Payments Listed (column totals added)	⋉ \$ <u>11</u> ,	925,000
	D. FEDERAL SIGNATURE		
igı	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commiss information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule	ion, upon written	
-	ner (Print or Type) Signature Signature	Date 5/13/8	3
lar	ne of Signer (Print or Type) Title of Signer (Print or Type) Tomes Vi Orlando	SECOND LABOR SAME	
26			

- ATTENTION -

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