

1260258

SEC 1972 Potential persons who are to respond to the collection of information contained (6-02)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.

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 average burden hours per response... 1

| SEC USE ONLY  |           |  |  |  |  |
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|               | PROCESSED |  |  |  |  |
|               | PROCEDULE |  |  |  |  |
|               |           |  |  |  |  |

AUG 18 2003

Name of Offering (L) check if this is an amendment and name has changed, and indicate change.)

THOMSON

|  |   | angou, and maio  | ato onungo.,   | FINANCIA  |  |  |
|--|---|--|--|---|--|--|
| [ ] <u>Rule 504</u>                          | [ ] <u>Rule 505</u>   | [ <b>X</b> ] Rule 506  | [ ] Section 4(6)   | []ULOE  |  |  |
| Type of Filing: [X] New Filing [ ] Amendment |   |  |  |   |  |  |
| A. BASIC IDENTIFICATION DATA 03059           |   |  |  |   |  |  |
| out the issuer                               |   |  |  |   |  |  |
| n amendment an                               | d name has cha  | nged, and indica   | ite change.)   |   |  |  |
|  | City, State, Zip C  |  |  | Area Code)  |  |  |
|  | I Rule 504  Amendment  A. BASIC ID  Dout the issuer  n amendment an | [ ] Rule 504 [ ] Rule 505  Amendment  A. BASIC IDENTIFICATION  bout the issuer  a amendment and name has cha | [ ] Rule 504 [ ] Rule 505 [X] Rule 506  Amendment  A. BASIC IDENTIFICATION DATA  bout the issuer  n amendment and name has changed, and indicates the and Street, City, State, Zip Code) Telephone | A. BASIC IDENTIFICATION DATA  Out the issuer  n amendment and name has changed, and indicate change.) |  |  |

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including

SEC-4465-231-321088-v1

(if different from Executive Offices)

Area Code)

## Brief Description of Business

### Facilities - based integrated communications provider

| Type of Business Organization |  |                                       |        |                |               |
|-------------------------------|--|---------------------------------------|--------|----------------|---------------|
| [ X] corporation              | [ ] limited partnership,                                   | already form                          | ed     | [] other (plea | ase specify): |
| [ ] business trust            | [ ] limited partnership,                                   | [ ] limited partnership, to be formed |        |                |               |
|                               |  | Month                                 | Year   |                |               |
| Actual or Estimated Date of I | ncorporation or Organization:                              | [11]                                  | [1983] | [X] Actual     | [] Estimated  |
| Jurisdiction of Incorporation | or Organization: (Enter two-letter<br>CN for Canada; FN fo |                                       |        |                | te:           |

## **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 [] Executive Officer [] Director [ ]  | General and/or<br>Managing<br>Partner  |
|---|--|
| Full Name (Last name first, if individual) BTI Telecom Corp.  |  |
| Business or Residence Address (Number and Street, City, State, Zip Code) 4300 Six Forks, Raleigh, NC 27609  |  |
| Check Box(es) that Apply: [ ] Promoter [] Beneficial Owner [] Executive Officer [X] Director [ ]  | General and/or<br>Managing<br>Partner  |
| Full Name (Last name first, if individual)  Peter T. Loftin   | MACAGEMENT CONTROL CON |
| Business or Residence Address (Number and Street, City, State, Zip Code) 9660 Falls of Neuse Road, Suite 138, Number 125, Raleigh, NC 27615                         |  |
| Check Box(es) that Apply: [ ] Promoter [] Beneficial Owner [] Executive Officer [X] Director [ ]  | General and/o<br>Managing<br>Partner   |
| Full Name (Last name first, if individual) Sanjay Swani   |  |
| Business or Residence Address (Number and Street, City, State, Zip Code) c/o Welsh, Carson, Anderson & Stowe, 320 Park Avenue, Suite 2500, New York, New York 1002  | 2  |
| Check Box(es) that Apply: [ ] Promoter [] Beneficial Owner [ ] Executive Officer [X] Director [ ]   | General and/o<br>Managing<br>Partner   |
| Full Name (Last name first, if individual)  John Almeida  | ***************************************  |
| Business or Residence Address (Number and Street, City, State, Zip Code) c/o Welsh, Carson, Anderson & Stowe, 320 Park Avenue, Suite 2500, New York, New York 1002: | 2  |

## 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 [ ] Beneficial Owner [X] Executive Officer [] Director []  | General and/o<br>Managing<br>Partner    |
|---|---|
| Full Name (Last name first, if individual)  Joseph W. Cece  | **************************************  |
| Business or Residence Address (Number and Street, City, State, Zip Code) c/o Business Telecom, Inc., 4300 Six Forks Road, Raleigh, NC 27609 |   |
|   | General and/o<br>Managing<br>Partner    |
| Full Name (Last name first, if individual) John W. Braukman, III  |   |
| Business or Residence Address (Number and Street, City, State, Zip Code) c/o Business Telecom, Inc., 4300 Six Forks Road, Raleigh, NC 27609 |   |
|   | General and/o<br>Managing<br>Partner    |
| Full Name (Last name first, if individual)  |   |
| Business or Residence Address (Number and Street, City, State, Zip Code)  |   |
|   | General and/o<br>Managing<br>Partner    |
| Full Name (Last name first, if individual)  | *************************************** |
| Business or Residence Address (Number and Street, City, State, Zip Code)  |   |

| *************************************** |  | •  |                                      | В.                                     | INFORM  | IATION A  | BOUT OF                                  | FERING                                  |  |  |   |   |
|---|--|--|--------------------------------------|--|---|---|--|---|--|--|---|---|
|   | the issug?                                       | uer sold,                                    | or does                              | the issuer                             | intend to                                       | sell, to no   | n-accredi                                | ted invest                              | ors in this  | S                                      | Υ <b>є</b><br>[]                        | es No<br>[X]                                  |
|   |  |  | Α                                    | nswer also                             | in Appe   | ndix, Colu  | mn 2, if fil                             | ing under                               | ULOE.  |  |   |   |
| 2. Wh                                   | at is the  | minimun                                      | n investm                            | ent that w                             | ill be acc                                      | epted fron  | n any indi                               | vidual?                                 | •••••  | ••••                                   |   | 200   |
| 3. Doe                                  | es the of  | fering pe                                    | rmit joint                           | ownership                              | o of a sin                                      | gle unit?   |  | *************************************** | •••••  |  | Υ <b>∈</b><br>[ <b>X</b>                |   |
| indired<br>of sec<br>dealer<br>more t   | ctly, any<br>urities in<br>register<br>than five | commiss<br>the offe<br>ed with t<br>(5) pers | sion or sing. If a the SEC ons to be | milar remu<br>person to<br>and/or with | ineration<br>be listed<br>n a state<br>associat | who has I<br>for solicita<br>is an asso<br>or states, I<br>ted person | ition of pu<br>ciated per<br>list the na | rchasers<br>rson or ag<br>me of the     | in connection in | ction with<br>broker or<br>r dealer.   | sales<br>If                             |   |
|   |  |  | first, if incorporation              |  |   |   |  |   |  |  |   |   |
| Busine                                  | ess or Re<br>ark Ave                             | esidence<br>nue, Sui                         | Address<br>te 2500,                  | (Number<br>New York                    | and Stre  | et, City, Sork 10022  | tate, Zip C                              | Code)                                   |  | ······································ | *************************************** | **************************************        |
| Name                                    | of Asso  | ciated Bı                                    | roker or [                           | Dealer                                 |   |   |  |   | ***************************************  |  |   | MANAGEMENT AND THE STREET                     |
| States                                  | in Whic  | h Persor                                     | n Listed F                           | las Solicit                            | ed or Inte                                      | ends to So  | licit Purch                              | asers                                   |  |  | *************************************** | ***************************************       |
| (Chec                                   | k "All s   | States"                                      | or check                             | individu                               | al States                                       | s)  |  |   |  | [                                      | ] All St                                | ates  |
| [AL]                                    | [AK]   | [AZ]   | [AR]                                 | [CA]                                   | [CO]  | [CT] X  | [DE]                                     | [DC]                                    | [FL]   | [GA]                                   | [HI]                                    | [ID]  |
| [IL]                                    | [IN]   | [IA]   | [KS]                                 | [KY]                                   | [LA]  | [ME]  | [MD]                                     | [MA]                                    | [MI]   | [MN]                                   | [MS]                                    | [MO]  |
| [MT]<br>[RI]                            | [NE]<br>[SC]                                     | [NV]<br>[SD]                                 | [NH]<br>[TN]                         | [XT] <b>X</b>                          | [NM]<br>[UT]                                    | [NY] <b>X</b><br>[VT]   | [NC]<br>[VA]                             | [ND]<br>[WA]                            | [OH]<br>[WV]   | [OK]<br>[WI]                           | [OR]<br>[WY]                            | [PA] <b>X</b><br>[PR]                         |
|   |  |  | first, if in                         |  | [0.]  | 1   | 1,,,1                                    | []                                      | ()   |  |   | f   |
| Busine                                  | ess or Re  | esidence                                     | Address                              | (Number                                | and Stre  | et, City, S   | tate, Zip C                              | Code)                                   |  |  |   |   |
| Name                                    | of Asso  | ciated Br                                    | roker or C                           | Dealer                                 |   |   |  |   |  |  |   |   |
|   |  |  |                                      | las Solicit                            |   | ends to So  | licit Purch                              | asers                                   |  | ]                                      | ] All State                             | es  |
| [AL]                                    | [AK]   | [AZ]   | [AR]                                 | [CA]                                   | [CO]  | [CT]  | [DE]                                     | [DC]                                    | [FL]   | [GA]                                   | [HI]                                    | [ID]  |
| . ,<br>[IL]                             | [IN]   | [IA]   | [KS]                                 | [KY]                                   | [LA]  | [ME]  | [MD]                                     | . ,<br>[MA]                             | [MI]   | [MN]                                   | [MS]                                    | [MO]  |
| <br>[MT]                                | [NE]   | [NV]   | [NH]                                 | [NJ]                                   | [NM]  | [NY]  | [NC]                                     | [ND]                                    | [OH]   | [OK]                                   | [OR]                                    | [PA]  |
| [RI]                                    | [SC]   | [SD]   | [TN]                                 | [TX]                                   | [UT]  | [T]   | [VA]                                     | [WA]                                    | [WV]   | [WI]                                   | [WY]                                    | [PR]  |
| Full N                                  | ame (La:   | st name                                      | first, if in                         | dividual)                              | ······································          |   |  |   | ····   |  | ······                                  | ) <u>************************************</u> |
| Busine                                  | ess or Re  | esidence                                     | Address                              | (Number                                | and Stre  | et, City, S   | tate, Zip 0                              | Code)                                   |  |  |   | ***************************************       |
| Name                                    | of Asso  | ciated B                                     | roker or [                           | Dealer                                 |   |   |  |   | ······································   | <u> </u>                               |   | ***************************************       |

| (Checl | (Check "All States" or check individual States) |      |      |      |      |      |      | [    | ] All Sta | tes  |      |      |
|--------|---|------|------|------|------|------|------|------|-----------|------|------|------|
| [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] | [LN] | [MM] | [NY] | [NC] | [ND] | [OH]      | [OK] | [OR] | [PA] |
| [RI]   | [SC]  | [SD] | [TN] | [XT] | [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 L  | JSE OF PROCEE       | DS                            |
|---|---------------------|-------------------------------|
| 1. Enter the aggregate offering price of securities included in this offering and the outal 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.  |                     |                               |
| Time of Consults  | Aggregate           | Amount Airead                 |
| Type of Security  | Offering Price      | Sold                          |
| Debt  | \$ <u>5,000,000</u> | \$ <u>5,000,000</u><br>\$     |
| Equity  | \$                  | Φ                             |
| [ ] Common [ ] Preferred  | \$                  | \$                            |
| Convertible Securities (including warrants)   | Φ                   | \$<br>\$                      |
| Partnership Interests   | Φ                   | \$                            |
| Other (Specify).  | \$<br>\$ 5,000,000  |                               |
| Total   | <u>\$ 3,000,000</u> | \$ 3,000,000                  |
| Answer also in Appendix, Column 3, if filing under ULOE.  |                     |                               |
| 2. Enter the number of accredited and non-accredited investors who have burchased securities in this offering and the aggregate dollar amounts of their burchases. For offerings under Rule 504, indicate the number of persons who have burchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." |                     |                               |
|   | Niconale en         | Aggregate                     |
|   | Number<br>Investors | Dollar Amount<br>of Purchases |
| Accredited Investors  | 17                  | \$ <u>5,000,000</u>           |
| Non-accredited Investors  | 0                   | \$ 0                          |
| Total (for filings under Rule 504 only)   |                     | _ \$                          |
| Answer also in Appendix, Column 4, if filing under ULOE.  |                     | _ Y                           |
| Answer also in Appondix, Column 4, I ming dider CCCL.   |                     |                               |
| 3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information equested for all securities sold by the issuer, to date, in offerings of the types ndicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.   |                     |                               |
| Tune of offering  | Type of Security    | Dollar Amount<br>Sold         |
| Type of offering Rule 505   |                     | \$<br>\$                      |
| 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] \$              | 25,000                        |

[] \$\_

[] \$\_

[X] \$\_

[X] \$\_\_\_

[X] \$ 50,000

900

75,900

Accounting Fees .....

Engineering Fees .....

Sales Commissions (specify finders' fees separately) .....

Other Expenses (identify) state filing fees).....

Total .....

| E. STATE SIG   | NATURE   | artan mananan muuruu ka |                            |
|--|--|---|----------------------------|
|  |  |   |                            |
| ATTENT Intentional misstatements or omissions of fact constitu   | وتنسيونا والموام وموارون ويهما فللسناء فيماني والموامية والمساور | nal violations. (See 1                                      | 8 U.S.C. 1001.)            |
|  |  |   |                            |
| Name of Signer (Print or Type)  Bruce R. Bullock   | Title of Signer (F<br>Secretary                                  | Print or Type)  |                            |
| Issuer (Print or Type)<br>Business Telecom, Inc.   |  | L. Bullock  | Date 8/12/03               |
| The issuer has duly caused this notice to be signed by the un under Rule 505, the following signature constitutes an undert: Exchange Commission, upon written request of its staff, the in investor pursuant to paragraph (b)(2) of Rule 502.         | aking by the issu  | er to furnish to the U.S                                    | S. Securities and          |
| D. FEDERAL SI  | GNATURE  |   |                            |
| Total Payments Listed (column totals added)  |  |   | \$ <u>4,924,100</u>        |
| Column Totals  |  | \$  | \$4,924,100<br>\$4,024,100 |
| Other (specify):   |  |   |                            |
| Working capital  |  | \$  | \$ <u>4,924,100</u>        |
| Repayment of indebtedness  |  | \$  | \$                         |
| securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)   |  | \$  | \$                         |
| Acquisition of other businesses (including the value of  |  | <u></u>   | <u> </u>                   |
| Construction or leasing of plant buildings and facilities  |  | \$  | \$                         |
| Purchase, rental or leasing and installation of machinery and equipment  |  | \$  | \$                         |
| Purchase of real estate  |  | \$  | <u> </u>                   |
| Salaries and fees  |  | Office<br>Direct<br>Affilia<br>\$                           | tors, & Payments To        |
| Question 4.b above.  |  |   | ents to                    |
| 5. Indicate below the amount of the adjusted gross proceeds to be used for each of the purposes shown. If the amount for furnish an estimate and check the box to the left of the estimatisted must equal the adjusted gross proceeds to the issuer so | any purpose is nate. The total of the                            | ot known,<br>ne payments                                    |                            |
| proceeds to the issuer."   |  |   | <u> </u>                   |
| b. Enter the difference between the aggregate offering price of total expenses furnished in response to Part C - Question 4.a  |  |   |                            |
|  |  |   |                            |

| 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such | Yes No  |
|---|---------|
| rule?   | [ ] [X] |
| 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.

The 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 person.

| Issuer (Print or Type)         | Signature Date        |
|--------------------------------|-----------------------|
| Business Telecom, Inc.         | Blue & Bullow 8/12/03 |
| Name of Signer (Print or Type) | Title (Print or Type) |
| Bruce R. Bullock               | Secretary             |

#### Instruction:

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.

# **APPENDIX**

| 1           | 2  |          | 3 4  |  |             |  |          |  | 5                                       |  |
|-------------|--|----------|--|--|-------------|--|----------|--|---|--|
|             | Intend to sell to non- accredited investors in State (Part B-Item 1) |          | Type of security and aggregate offering price  | Type of investor and amount purchased in State (Part C-Item 2) |             |  |          | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)               |   |  |
|             |  |          | offered in state<br>(Part C-Item 1)  |  |             |  |          |  |   |  |
| Ctoto       |  |          |  | Number of<br>Accredited  |             | Number of<br>Non-<br>Accredited  | A 4      | Voo  | No                                      |  |
| State<br>AL | Yes  | No       |  | Investors  | Amount      | Investors  | Amount   | Yes  | INO                                     |  |
| AK          |  | -        |  |  |             |  |          |  |   |  |
| AZ          |  |          |  |  |             |  |          |  |   |  |
| AR          |  |          |  |  |             |  |          |  |   |  |
| CA          |  | Ì        | initely, given and walkers was a significant and the significant a | Ť  |             |  |          | alamano un ono portuguaran   |   |  |
| СО          |  |          | iri waq ayanaa maada maanaa marindigi ga dagadagankan maana uuri gilga gagaga maada maada  |  |             | inantenani antenani  |          |  | *************************************** |  |
| СТ          |  | x        | 10% Senior Secured Notes<br>\$5,000,000  | 3  | \$16,800    |  |          |  | x                                       |  |
| DE          |  |          |  |  |             |  |          |  |   |  |
| DC          |  |          |  |  |             |  |          |  |   |  |
| FL          |  |          |  |  |             | ·  |          |  |   |  |
| GA          | 41:24:11.11.24.11.11.11.11.11.11.11.11.11.11.11.11.11                |          |  |  |             |  |          |  |   |  |
| НІ          |  |          |  |  |             |  |          |  |   |  |
| ID<br>      |  |          |  |  |             |  |          | <u> </u>   |   |  |
| IL          |  |          |  |  |             | aguernauun aanun aanun aanun a   |          | anthographic and in the state of |   |  |
| IN<br>IA    |  |          |  |  |             |  |          |  |   |  |
| KS          |  | -        | international and and international internat |  |             |  |          | <del>ladesternesseelt noordesterri</del> kkenseensterri  | <u> </u>                                |  |
| KY          |  |          |  |  |             |  |          |  |   |  |
| LA          |  |          |  | <u> </u>   |             | i  | 1        |  | 1                                       |  |
| ME          |  | 1        | ikano, yang mengalan di Pilang palamahan yang di pang kalalah di pang kalalah di pang pang bang pang bilan kal   |  |             | Englishment of the state of the |          | <u></u>  |   |  |
| MD          |  |          |  | <u> </u>   |             |  |          | ***************************************  |   |  |
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