1141154

SEC 1972. Potential persons who are to respond to the collection of information contained in this form are (6-02) 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 state exemption unless such exemption is predicated on the filing of a federal notice.

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

04020219

FORM D

OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

OMB APPROVAL

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

SEC USE ONLY									
Prefix		Serial							
200	DATE RECEIVED								
PR	AR 22								

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

THOWSON FINANCIAL

Series C Convertible Preferred Stock

Filing Under (Check box(es) that apply):

[] Rule 504

[] Rule 505

[X] Rule 506

[] Section 4(6)

[]ULOE

Type of Filing: [] New Filing [X] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.)

Legend Silicon Corp.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

440 Mission Court, Suite 210, Fremont, CA 94539

(510) 656-9888

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business

Design and sale of semi-conductor chips



] limited partnership, already] limited partnership, to be fo		[] other (please specify):
Actual or Estimated Date of Incorporation of Jurisdiction of Incorporation or Organization	-	Month Year [0]3] [9] 6] al Service abbreviation eign jurisdiction) C	[X] Actual [] Estimated n for State:] [A]
GENERAL INSTRUCTIONS			
Federal:			
Who Must File: All issuers making an offer 230.501 et seq. or 15 U.S.C. 77d(6).	ing of securities in reliance on	an exemption under l	Regulation D or Section 4(6), 17 CFR
When to File: A notice must be filed no late U.S. Securities and Exchange Commission received at that address after the date on vaddress.	(SEC) on the earlier of the da	te it is received by the	
Where to File: U.S. Securities and Exchange	ge Commission, 450 Fifth Stree	et, N.W., Washington,	D.C. 20549.
Copies Required: Five (5) copies of this no manually signed must be photocopies of m			
Information Required: A new filing must co offering, any changes thereto, the informati Parts A and B. Part E and the Appendix new	ion requested in Part C, and ar	f. Amendments need only material changes fr	only report the name of the issuer and rom the information previously supplied in
Filing Fee: There is no federal filing fee.			
State:			
This notice shall be used to indicate reliand have adopted ULOE and that have adopted in each state where sales are to be, or have exemption, a fee in the proper amount shall state law. The Appendix in the notice const	d this form. Issuers relying on the been made. If a state require It accompany this form. This no	ULOE must file a sepa es the payment of a fe otice shall be filed in th	arate notice with the Securities Administrator see as a precondition to the claim for the
	A. BASIC IDENTIFIC	CATION DATA	
2. Enter the information requested for the f	following:		
securities of the issuer;	wer to vote or dispose, or dire of corporate issuers and of cor	ect the vote or disposit	tion of, 10% or more of a class of equity anaging partners of partnership issuers;
Check Box(es) that Apply: [] Promote	er [X] Beneficial Owner [X]	Executive Officer	[X Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Dong, Hong		adimentaja kultuurin ja kan kennekulun kun kun kun kun kan kan kan kan kun kun kun kun kun kun kun kun kun ku	

Business or Residence Address (Number and Street, City, State, Zip Code) 440 Mission Court, Suite 210, Fremont, CA 94539

Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [K] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Yang, Lin
Business or Residence Address (Number and Street, City, State, Zip Code)
440 Mission Court, Suite 210, Fremont, CA 94539
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Tseung, Daniel
Business or Residence Address (Number and Street, City, State, Zip Code)
43/F, Sun Hung Kai Centre, 30 Harbour Rd., Wan Cai, Hong Kong, China
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Liu, Tianmin
Business or Residence Address (Number and Street, City, State, Zip Code)
27F, Tsinghua Tongfang High-Tec Plaza A, Beijing 100083, China
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Li, Liuen
Business or Residence Address (Number and Street, City, State, Zip Code) No. 321 EnFei Science & Technology, Tower, No. 12 Fuxing Rd., Haidian District, Beijing, 100038, China
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Zhang, Zhengyu
Business or Residence Address (Number and Street, City, State, Zip Code)
Room 1603, 30 Yu Zhong Xi Li, MaDian, Bei San Huan Zhong Road, Beijing, China
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner

Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director []	General and/or Managing Partner
Full Name (Last name first, if individual)	
Qiao, Peng	
Business or Residence Address (Number and Street, City, State, Zip Code)	
5926 Laurel Creek Drive, Pleasanton, CA 94588	
Check Box(es) that Apply: [] Promoter [K] Beneficial Owner [] Executive Officer [] Director []	General and/or Managing Partner
Full Name (Last name first, if individual) Star Cluster Incorporated	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Room 1603, 30 Yu Zhong Xi Li, MaDian, Bei San Huan Zhong Road, Beijing,	China
Check Box(es) that Apply: [] Promoter [K] Beneficial Owner [] Executive Officer [] Director []	General and/or Managing Partner
Full Name (Last name first, if individual)	
Zhou, Lu	
Business or Residence Address (Number and Street, City, State, Zip Code)	
6379 January Way, San Jose, CA 95129	
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director []	General and/or Managing Partner
Full Name (Last name first, if individual)	
Sunlit Technology Group Limited	
Business or Residence Address (Number and Street, City, State, Zip Code)	
43/F Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong, China	
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director []	General and/or Managing Partner
Full Name (Last name first, if individual)	
Beijing AnCai Hi-Tech Venture Capital Co., Ltd.	
Business or Residence Address (Number and Street, City, State, Zip Code) No. 321 EnFei Science & Technology, Tower, No. 12, Fuxing Road Haidian Beijing 100038, China	District,
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director []	General and/or Managing Partner

Full Name (Last name first, if individual)

Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Tsinghua Tongfang Co., Ltd.
Business or Residence Address (Number and Street, City, State, Zip Code) 27F, Tsinghua Tongfang High-Tec Plaza A, Beijing 100083, China
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Pacific Technology Advisors, L.D.C.
Business or Residence Address (Number and Street, City, State, Zip Code)
555 Twin Dolphin Drive, Suite 310, Redwood Shores, CA 94065
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Pacific United Technology L.P.
Business or Residence Address (Number and Street, City, State, Zip Code)
555 Twin Dolphin Drive, Suite 310, Redwood Shores, CA 94065
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Pacific Technology Partners, L.P.
Business or Residence Address (Number and Street, City, State, Zip Code)
555 Twin Dolphin Drive, Suite 310, Redwood Shores, CA 94065
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Deng, Jay (c/o Pacific Ventures)
Business or Residence Address (Number and Street, City, State, Zip Code)
555 Twin Dolphin Drive, Suite 310, Redwood Shores, CA 94065
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner

Full Name (Last name first, if individual)

Answer also in Appendix, Column 2, if filing under ULOE.		(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)											
Answer also in Appendix, Column 2, if filling under ULOE. 2. What is the minimum investment that will be accepted from any individual?	than to Huntur		A		4	B. INF	ORMATIC	ON ABOUT	OFFERING	G			
Answer also in Appendix, Column 2, if filling under ULOE. 2. What is the minimum investment that will be accepted from any individual?	1. Has	the issue	r sold, or	does the i	ssuer inte	nd to sell,	to non-ac	credited ir	ivestors in	this offering	g?		Yes No
Does the offering permit joint ownership of a single unit?					Answer	also in Ap	pendix, Co	olumn 2, if	filing unde	r ULOE.			
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. If 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. Interview Interv						,	•			•••••			\$ N/A
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. If 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. Will Name (Last name first, if individual) N/A usiness or Residence Address (Number and Street, City, State, Zip Code) tates in Which Person Listed Has Solicited or Intends to Solicit Purchasers Check "All States" or check individual States) [] All States AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [Hi] [D] [L] [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] [VII] Name (Last name first, if individual)	3. Doe	s the offe	ring permi	t joint owr	ership of	a single u	nit?						
Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	if a per state o	rson to be or states, I	listed is a list the nar	an associa ne of the l	ited perso	on or agen dealer. If r	t of a brok nore than	er or deale five (5) pe	er registere rsons to be	ed with the a e listed are	SEC and/or	r with a ¯	
Business or Residence Address (Number and Street, City, State, Zip Code) Aame of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	ull Na	me (Last i	name first,	if individu	al)								-
Itates in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		N/A											
(Check "All States" or check individual States) [] 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] Juli Name (Last name first, if individual) Susiness or Residence Address (Number and Street, City, State, Zip Code)	lame o	of Associa	ited Broke	r or Deale	ſ		NAMES OF STREET						
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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] [VIII Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)											ſ	1 All S	tates
RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	(Che	ck "All S	States"	or checl	k individ	lual Sta	tes)			(FL)		<u>-</u>	
Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	(Che [AL] [IL]	ck "All \$ [AK] [IN]	States" ([AZ] [IA]	or check [AR] [KS]	k individ [CA] [KY]	lual Sta [CO] [LA]	tes) [CT] [ME]	[DE] [MD]	[DC] [MA]	[MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
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Name of Associated Broker or Dealer	(Chec [AL] [IL] [MT] [RI]	ck "All \$ [AK] [IN] [NE] [SC]	States" ([AZ] [IA] [NV] [SD]	or check [AR] [KS] [NH] [TN]	k individ (CA) (KY) (NJ) (TX)	lual Star [CO] [LA] [NM]	tes) [CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
	(Chec [AL] [IL] [MT] [RI]	CK "All S [AK] [IN] [NE] [SC] me (Last r	States" ([AZ] [IA] [NV] [SD] name first,	or check [AR] [KS] [NH] [TN]	(individ [CA] [KY] [NJ] [TX] al)	lual Sta [CO] [LA] [NM] [UT]	tes) [CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND]	[MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]

Form D 3/10/04 10:46 AM

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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[TU]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
f1	[]	[45]	[]	[.,,]	[0,1	11	[****]	[]	[,,,,]	f	[]	1	

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States) [[] 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]
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[RI]	[SC]	[SD]	[TN]	[TX]	[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 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.

Type of Security	Aggregate Offering Price	Sold
Debt	\$ 2.740,000,05	\$
Equity	\$ <u>3,749,999.95</u>	\$ <u>3,749,996.2</u> 5
[]Common [X]Preferred (Series C)		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$3,749,999.95	\$ 3,749,996.25
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 <u>Rule 504</u> , 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."		Aggregate
	Number Investors	Dollar Amount of Purchases
Accredited Investors	5	\$ 3,749,996.25
Non-accredited Investors	0	\$ 0.00
Total /for fillings conden Dule EOA amb s		\$
Total (for filings under Rule 504 only)		·
Answer also in Appendix, Column 4, if filing under ULOE.		
prior to the first sale of securities in this offering. Classify securities by type listed in Part C- Question 1.		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]	\$ <u>45,000</u>
Accounting Fees	[]	\$
Engineering Fees		\$
Sales Commissions (specify finders' fees separately)	[]	\$
Other Expenses (identify)		\$
Total		\$
b. Enter the difference between the aggregate offering price given in response to Part C - Questic expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross p issuer."	on 1 and total roceeds to the	\$ 3,704,999, 95

5. Indicate below the amount of the adjusted gross proceeds 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 C - Question 4.b above.

Form D

3/10/04 0 46 AM

Hong Dong Hong Dong Intentional misstatements or omissions of fac	ATTENTION	ations. (See 18 U.S.C. 1001.)
Hong Dang	ATTENTION	ations. (See 18 U.S.C. 1001.)
Hong Dang	ATTENTION	stions (See 18 II S.C. 4001)
me of Signer (Print or Type)	President/O	ಶಾ
	Title of Signer (Print or Type)	
Legend Silicon Corp.	10	3/4/04
euer (Print or Type)	Signature	Date
D. Fi e issuer has duly caused this notice to be signed by the un owing signature constitutes an undertaking by the issuer to uest of its staff, the information furnished by the issuer to	o furnish to the U.S. Securities and E	xchange Commission, upon written
Total Payments Listed (column totals added)		14 4
Column Totals		\$\frac{\sqrt{1}}{\gamma_1\sqrt{5}}\frac{\sqrt{5}}{3,704,999.95}
		\$\$
Other (specify).		[] \$\$
Working capital		\$ \$ 3,704,995;
Repayment of indeptedness		\$\$
pursuant to a merger)	Port	*
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 issue.	,	រី ពី
Construction or leasing of plant buildings and facilities		\$\$_
and equipment		\$\$
Purchase of real estate Purchase, rental or leasing and installation of machinery		\$\$
O. separa of seal person	•	[] \$
Salanes and fees		

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Form D

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		
Legend Silicon Corp.		3/4/04		
Name of Signer (Pnnt or Type)	Title (Print or Type)			
Hong Dong	President/C	President/CEO		
1		_		

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	Intend to non-a investor	to sell ccredited s in State -item 1)	Type of security and aggregate offering price offered in state (Part C-Itam 1)		Type o amount po (Par	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)						
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
AL												
AK												
AZ				l								
AR			(Series C)									
CA		X	\$3,374,997.55	4	3,374,99	7 . 55 0	0		X			
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002