

FORM D

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

1088811

OMB APPROVAL	
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Expires:	May 31, 2005
Estimated average burden hours per response:	16.00



04021202

FORM D MAR 29 2004

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering: (check if this is an amendment and name has changed, and indicate change.) Exchange of 11% Senior Notes due 2006 for Preferred Stock for Class B-2 Common Stock, Exchange of Series A Preferred Stock for Class B-1 Common Stock, Exchange of Series B Class A Common Stock, Exchange of Series A Preferred Stock for Class B-3 Common Stock

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

Preferred Stock for Class B-2 Common Stock Issuance of Class B-3 Common Stock

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 indicate change.)

G+G Retail, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
520 Eighth Avenue, New York, NY 10018 (212) 279-4961

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

Brief Description of Business

Retail - Women's Clothing Stores

PROCESSED

Type of Business Organization

- corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

MAR 31 2004

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: 06 918)

THOMSON FINANCIAL

CN for Canada; FN for other foreign jurisdiction) DE

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 predicated on the filing of a federal notice.

Handwritten mark

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 Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Lenard Tessler

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

Cerberus Capital Partners, 299 Park Avenue, 22nd Floor, New York, NY 10171

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Seth Gardner

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

Cerberus Capital Partners, 299 Park Avenue, 22nd Floor, New York, NY 10171

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hootan Yaghoobzadeh

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

Cerberus Capital Partners, 299 Park Avenue, 22nd Floor, New York, NY 10171

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Kathleen Geiger Gentry, CFA

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

AIGGIC, 400 Colony Square, #200, 1201 Peachtree Street, NE, Atlanta, GA 30361

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Alan Schlesinger

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

1001 Wisteria Way, Wayland, MA 01778

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jonathan Berger

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

Pegasus Investors, L.P., 590 Madison Avenue, 38th Floor, New York, NY 10022

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Richard Hadala

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

Pegasus Investors, L.P., 590 Madison Avenue, 38th Floor, New York, NY 10022

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

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 Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Scott Galin

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

G+G Retail, Inc., 520 Eighth Avenue, New York, NY 10018

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Michael Kaplan

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

G+G Retail, Inc., 520 Eighth Avenue, New York, NY 10018

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

James Dodd

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

7004 Boulevard East, Unit 23D, Guttenberg, NJ 07093

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jeffrey Galin

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

10560 Wilshire Boulevard, Unit 1206, Los Angeles, CA 90024

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Continental Casualty Company

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

333 South Wabash Avenue, 23 South, Chicago, IL 60604

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Steven Feinberg¹

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

299 Park Avenue, New York, NY 10171

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Pegasus G&G Retail GP, Inc.²

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

c/o Pegasus Investors, L.P., 99 River Road, Cos Cob, Connecticut 06807

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

¹ Mr. Feinberg, through one or more intermediate entities, exercises sole voting and investment authority with respect to all securities of G+G Retail, Inc. held by each of Cerberus G&G Company, L.L.C., Cerberus International, Ltd., Cerberus Partners, L.P., The

Footnotes

- 2 Pegasus G&G Retail GP, Inc., is the general partner of, and exercises voting and investment authority with respect to all securities of G+G Retail, Inc. held by, each of Pegasus G&G Retail, L.P. and Pegasus G&G Retail II, L.P.
- 3 Pegasus Investors GP, Inc. is the general partner of Pegasus Investors, L.P., which is the general partner of, each of Pegasus Partners, L.P. and Pegasus Related Partners, L.P. Pegasus Investors GP, Inc. exercises voting and investment authority with respect to all securities of G+G Retail, Inc. held by each of Pegasus Partners, L.P. and Pegasus Related Partners, L.P.
- 4 American International Group, Inc., is the ultimate parent of each of AIG SUNAMERICA LIFE ASSURANCE COMPANY, SUNAMERICA LIFE INSURANCE COMPANY, and FIRST SUNAMERICA LIFE INSURANCE COMPANY. American International Group, Inc. is also the ultimate parent of AIG Global Investment Corp., which acts as investment adviser to each of AIG SUNAMERICA LIFE ASSURANCE COMPANY, SUNAMERICA LIFE INSURANCE COMPANY, and FIRST SUNAMERICA LIFE INSURANCE COMPANY in connection with this investment. American International Group, Inc. or AIG Global Investment Corp., for the purposes of Regulation D under the Securities Act of 1933, may be deemed to own beneficially the shares held by AIG SUNAMERICA LIFE ASSURANCE COMPANY, SUNAMERICA LIFE INSURANCE COMPANY, and FIRST SUNAMERICA LIFE INSURANCE COMPANY. The Global Investment Committee of AIG Global Investment Corp., each member of which is described in AIG Global Investment Corp.'s Form ADV last filed with the Securities and Exchange Commission as of August 5, 2003, has the power to vote and dispose of the shares on behalf of each of AIG SUNAMERICA LIFE ASSURANCE COMPANY, SUNAMERICA LIFE INSURANCE COMPANY, and FIRST SUNAMERICA LIFE INSURANCE COMPANY. AIG Global Investment Corp. is headquartered at 175 Water Street, New York, New York, 10038. AIG SUNAMERICA LIFE ASSURANCE COMPANY is headquartered at 2999 North 44th Street, Suite 250, Phoenix, Arizona 85018, Attn: Stewart Reed Polakov - (818) 251-4780. SUNAMERICA LIFE INSURANCE COMPANY is headquartered at 1 SunAmerica Center, Los Angeles, CA 90067-6022, Attn: Stewart Reed Polakov - (818) 251-4780. FIRST SUNAMERICA LIFE INSURANCE COMPANY is headquartered at 733 Third Avenue, 4th Floor, New York, NY 10017-3204, Attn: Stewart Reed Polakov - (818) 251-4780.
- 5 AIG Global Investment Corp. acts as the collateral manager to each of AIG1 - ML CBO IX (Cayman) LTD., AIG2 - ML CBO XVIII 1998-AIG2 and AIG3 - AIG Global Investment Corp CBO-3 Ltd. in connection with this investment. AIG Global Investment Corp., for the purposes of Regulation D under the Securities Act of 1933, may be deemed to own beneficially the shares held by AIG1 - ML CBO IX (Cayman) LTD., AIG2 - ML CBO XVIII 1998-AIG2 and AIG3 - AIG Global Investment Corp CBO-3 Ltd. The Global Investment Committee of AIG Global Investment Corp., each member of which is described in AIG Global Investment Corp.'s Form ADV last filed

with the Securities and Exchange Commission as of August 5, 2003, has the power to vote and dispose of the shares on behalf of each of AIG1 - ML CBO IX (Cayman) LTD., AIG2 - ML CBO XVIII 1998-AIG2 and AIG3 - AIG Global Investment Corp CBO-3 Ltd. AIG Global Investment Corp. is headquartered at 175 Water Street, New York, New York, 10038. AIG1 - ML CBO IX (Cayman) LTD. is headquartered at 600 Travis, 51st Floor, Houston, Texas 77002, Attn: Christine Lee. Each of AIG2 - ML CBO XVIII 1998-AIG2 and AIG3 - AIG Global Investment Corp CBO-3 Ltd. is headquartered at 600 Travis, 51st Floor, Houston, Texas 77002, Attn: James Spaulding.

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 Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Pegasus Investors GP, Inc.³

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

c/o Pegasus Investors, L.P., 99 River Road, Cos Cob, Connecticut 06807

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

American International Group, Inc. or AIG Global Investment Corp.⁴

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

175 Water Street, New York, NY 10038 or 70 Pine Street, New York, NY 10270

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

AIG Global Investment Corp.⁵

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

70 Pine Street, New York, NY 10270

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: 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: 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: 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)

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

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ N/A
3. Does the offering permit joint ownership of a single unit? Yes No
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. 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.

Full Name (Last name first, if individual)

N/A

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
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)

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
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)

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
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

(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 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
Debt	\$ 110,825,249	\$ -0-
Equity	\$ -0-	\$ 110,825,249
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ -0-	\$ -0-
Partnership Interests	\$ -0-	\$ -0-
Other (Specify _____)	\$ -0-	\$ -0-
Total	\$ 110,825,249	\$ 110,825,249

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 "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	23	\$ 110,825,249
Non-accredited Investors	-0-	\$ -0-
Total (for filings under Rule 504 only)		\$ _____

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	_____	\$ _____
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 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.

Transfer Agent's Fees	<input type="checkbox"/>	\$ -0-
Printing and Engraving Costs	<input type="checkbox"/>	\$ -0-
Legal Fees	<input checked="" type="checkbox"/>	\$ 1,193,400
Accounting Fees	<input type="checkbox"/>	\$ -0-
Engineering Fees	<input type="checkbox"/>	\$ -0-
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ -0-
Other Expenses (identify) _____	<input type="checkbox"/>	\$ -0-
Total	<input type="checkbox"/>	\$ 1,193,400

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

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

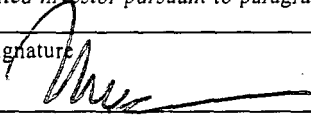
\$ 109,631,849

5. 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 C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase of real estate	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
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)	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Repayment of indebtedness	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$109,631,849
Working capital	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Other (specify):	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Column Totals	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$109,631,849
Total Payments Listed (column totals added)	<input type="checkbox"/> \$109,631,849	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) G+G Retail, Inc.	Signature 	Date March 26, 2004
Name of Signer (Print or Type) Michael Kaplan	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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

E. STATE SIGNATURE

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

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
Name (Print or Type)	Title (Print or Type)	

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 offered in state (Part C-Item 1)	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)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									

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 offered in state (Part C-Item 1)	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)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									

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 offered in state (Part C-Item 1)	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)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									