## FORM D

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







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

	SEC US	EONLY	_
Prefix		Serial	
	DATE RE	CEIVED	

Name of Offering: Check if th	is is an amendment and nam	ne has changed, and	indicate change.)		1305600
Convertible Promissory Not	es				1303600
Filing Under (Check box(es) that a	pply): 🔲 Rule 504	☐ Rule 505	□ Rule 506	Section 4	(6)⊠ ULOE
Type of Filing: New I	Filing	t			
	A. BA	ASIC IDENTIFICA	ATION DATA		
1. Enter the information reque	ested about the issuer.				
Name of Issuer: (check if this:	is an amendment and name l	has changed, and inc	dicate change.)		
MachineryLink, Inc.		_	-		
Address of Executive Offices	(	Number and Street,	City, State, Zip C	code) Teleph	one Number (Including Area Code)
1600 Genessee, Suite 360, Kansas	City, Missouri 64102				816-472-5900
Address of Principal Business Ope	rations (	Number and Street,	City, State, Zip C	lode) Teleph	one Number (Including Area Code)
(if different from Executive Office	s)	2 2 4 4-5 6-5 H(1) 11			
		MOV 16 2005	<i>a</i>		
Brief Description of Business					
		THOMSON	<b>V</b>		
Leasing and maintenance of farm e	equipment	FINANCIAL			
Type of Business Organization:					
corporation	limited partnership, alı	eady formed	other (pleas	e specify):	limited liability company
business trust	limited partnership, to	be formed			
		Month	Year		
Actual or Estimated Date of Incorp	ooration or Organization:	03	2000		☐ Estimated
Jurisdiction of Incorporation or Or	ganization: (Enter two-lette	er U.S. Postage Serv	ice abbreviation f	or State: DE	
	CN for Canada	: FN for other foreign	n jurisdiction)		

#### 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.

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<u> </u>		A DAGIC IDEA	NTIFICATION DATA		
O Farmer de la far			NTIFICATION DATA		
<ul> <li>Each beneficial own issuer;</li> </ul>	e issuer, if the issuer having the power and director of	er has been organized with er to vote or dispose, or discorporate issuers and of co	rect the vote or dispositio		ore of a class of equity securities of the f partnership issuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if i		Beneficial Owner	ZX Exceditive Officer	Z Director	General and of Wallaging Farther
Forsee, David A.	ndi viduai)				
Business or Residence Address 1600 Genessee, Suite 36	•	•	e)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i Lang, Jay					
Business or Residence Address 1600 Genessee, Suite 36			<del>)</del>		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i Plunkett, Michael S.	ndividual)				
Business or Residence Address		•	e)		
Check Pay(as) that Apply:	0, Kansas City, N	Missouri 64102  Beneficial Owner		Director	General and/or Managing Post
Check Box(es) that Apply:  Full Name (Last name first, if i		L Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Govert, David  Business or Residence Address 1600 Genessee, Suite 360			e)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if i LeMay, Ronald	ndividual)				
Business or Residence Address		reet, City, State, Zip Code e, Suite 310, Westwood, I			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i LeMay, Lance	ndividual)				
Business or Residence Address October Capital, LLC, 1	(Number and St 901 W. 47 <sup>th</sup> Place	reet, City, State, Zip Code, Suite 310, Westwood, I	e) Kansas 66205		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if i James Ritchie					
Business or Residence Address Meridian IP, 10990 Roe	Avenue, Overlan	d Park, Kansas 66211		···	
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if in Diehl, Jeffrey T.	· · · · · · · · · · · · · · · · · · ·				
Business or Residence Address Adams Street Partners, I	LC, One North V	reet, City, State, Zip Code Wacker Drive, Suite 2200			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i October Capital, LLC				<del></del>	
Business or Residence Address 1901 W. 47 <sup>th</sup> Place, Suit	e 310, Westwood	l, Kansas 66205			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if if Adams Street Partners V	', L.P.	0: 0: 0: 0:			
Business or Residence Address One North Wacker Drive			e)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner

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,	B. INFORMATION ABOUT OFFERING	
_		Yes No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.	
2.	What is the minimum investment that will be accepted from any individual?	\$10,000
		Yes No
3.	Does the offering permit joint ownership of a single unit?	
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)	
- ·		
Busii	ness or Residence Address (Number and Street, City, State, Zip Code)	
Name	e of Associated Broker or Dealer	
State	s in Which Person Listed Has Solicited or Intends to Solicit Purchasers	<b>—</b> 433.00
	(Check "All States" or check individual States)	All States
	[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 l	Name (Last name first, if individual)	
Busin	ness or Residence Address (Number and Street, City, State, Zip Code)	
Name	e of Associated Broker or Dealer	
State	s 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]	
Full l	[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Name (Last name first, if individual)	
Tun	Name (Last hanc hist, ii hidividua)	
Busin	ness or Residence Address (Number and Street, City, State, Zip Code)	
Nam	e of Associated Broker or Dealer	
State	s in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
State	(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] [VA] [WA] [WV] [WI] [WY] [PR]	
Full!	Name (Last name first, if individual)	
Busin	ness or Residence Address (Number and Street, City, State, Zip Code)	
Nam	e of Associated Broker or Dealer	
State	es 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]	

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	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 be and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		ggregate ring Price	Amo	ount Already Sold
	Debt Allocate between warrant and debentures <sup>1/</sup>	\$	1,210,000	\$	1,000,000
	Equity	\$	0	\$	0
		Ψ		Ψ	
		¢	1,210,000	¢	1,000,000
	Convertible Securities (including warrants) <sup>2/2</sup>	ф Ф		\$ <u></u>	0
	Partnership Interests	<u> </u>	0	<u>a</u>	
	Other (Specify Associated)	<u>\$</u>	0	<u>\$</u>	0
	Total	<u>\$</u>	1,210,000	\$	1,000,000
	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 "0" if answer is "none" or "zero."				
					Aggregate
			lumber vestors		llar Amount Purchases
	Accredited Investors	11.	5	\$	1,000,000
	Non-accredited Investors		0	\$	
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.	-		Ψ	
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.				
			ype of	Do	llar Amount
	Type of offering	5	ecurity		Sold
	Rule 505			\$	<del>, ,</del>
	Regulation A		<del></del>	<u>\$</u>	
	Rule 504		<del></del>	<u>\$</u>	
	Total			<u>\$</u>	
<b>1</b> .	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 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			<u>\$</u>	
	Printing and Engraving Costs			\$	
	Accounting Fees		🔲	\$	
	Engineering Fees	•••••	🔲	\$	
	Sales Commissions (specify finders' fees separately)			<u>\$</u>	
	Other Expenses (identify) Legal			<u>\$25</u>	.000
	Total			<u>\$25</u>	.000
	b. Enter the difference between the aggregate offering price given in response to Part C - Quest expense furnished in response to Part C - Question 4.a. This difference is the "adjusted gros issuer."	ion 1 and tota s proceeds to	] the	<u>\$1,</u>	185,000
	Towns and the second state of the second state				

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

Issuance consists solely of convertible promissory notes.

The convertible promissory notes sold in this offering is convertible into preferred stock of the issuer.

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5.	for each of the purposes shown. If t and check the box to the left of the	justed gross proceeds to the issuer used or proposed to be use the amount for any purpose is not known, furnish an estimate estimate. The total of the payments listed must equal the rest forth in response to Part C - question 4.b above.		
			Payments to Officers, Directors, and Affiliates	Payments to Others
	Salaries and fees		<u>\$</u>	<u>\$</u>
	Purchase of real estate		<u>\$</u>	<u> </u>
	Purchase, rental or leasing and	installation of machinery and equipment	<u>\$</u>	<u> </u>
	Construction or leasing of plan	t building and facilities	<u>\$</u>	<u> </u>
	Acquisition of other businesses offering that may be used in ex pursuant to a merger)	s (including the value of securities involved in this change for the assets or securities of another issuer	<u> </u>	<u>\$</u>
	Repayment of indebtedness		<u> </u>	<u>\$</u>
	Working capital		<u>\$</u>	\$ 1,185,000
	Other (specify):			
			□ <u>\$</u>	□ <u>\$</u> □ <u>\$</u>
	Column Totals		<u>\$</u>	<b>\$</b> 1,185,000
	Total Payments Listed (column	n totals added)	🗖 \$1	185,000
		D. FEDERAL SIGNATURE		
ig	nature constitutes an undertaking by the	be signed by the undersigned duly authorized person. If the issuer to furnish to the U.S. Securities and Exchange Coly non-accredited investor pursuant to paragraph (b)(2) of R	mmission, upon written request	
SSI	uer (Print or Type)	Signature //	Date	
Иa	achineryLink, Inc.		October 26, 2005	
Va	me of Signer (Print or Type)	Title of Gigner (Pyint or Type)		
	/ Lang	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 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?							
		See Appendix, Column 5, for state response.						
2.	The undersigned issuer hereby undertakes to feed 239.500) at such times as required by state law	•	ch this notice is filed, a notice on Form D (17 CFR					
3.	The undersigned issuer hereby undertakes to f	urnish to the state administrators, upon written requ	nest, information furnished by the issuer to offerees.					
4.								
		contents to be true and has duly caused this notice	to be signed on its behalf by the undersigned duly					
Issu	ner (Print or Type)	Signature	Date					
Ma	chineryLink, Inc.	4/1/2	October 26, 2005					
Nat	ne of Signer (Print or Type)	Title of Signer (fint or Type)						
Jay	<ul> <li>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 if filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.</li> <li>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.</li> <li>Issuer (Print or Type)</li> <li>MachineryLink, Inc.</li> <li>Date October 26, 2005</li> </ul>							

### 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			
-	to non-a investor (Part B	d to sell accredited rs in State - 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						·			
СТ									
DE									
DC									
FL									
GA				,					
ні									
ID						:			
IL		X	Convertible Promissory Notes; \$1,210,000	2	\$324,301.54	0			Х
IN									
IA									
KS		X	Convertible Promissory Notes; \$1,210,000	1	\$540,582.85	0			Х
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
МО									
МТ									
NE		_							
NV									
NH		_							

•		2	3							
	to non- investo	d to sell accredited rs in State - 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	
NJ										
NM										
NY								-		
NC										
ND										
ОН		Х	Convertible Promissory Notes; \$1,210,000	1	\$81,045.28	0			X	
OK										
OR	-				-					
PA		X	Convertible Promissory Notes; \$1,210,000	1	\$54,070.33	0			Х	
RI										
SC										
SD										
TN										
TX										
UT										
VT										
VA										
WA						<b> </b>				
WV						<u> </u>				
WI								ļ		
WY						<u> </u>			<u> </u>	