## FORM D

# **UNITED STATES**

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**FORM D** 

MOV 1 4 2005

RECD S.E.C.

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR EUNIFORM LIMITED OFFERING EXEMPTION**  OMB APPROVAL

OMB Number: Expires:

3235-0076 May 31,2005



Name of Offering ( check if this is an amendment and name has changed, and indicate change). Convertible Secured Promissory Note Financing Filing Under (Check box(es) that apply): ☐ Rule 504 ■ Rule 506 ☐ Rule 505 Section 4(6) □ ULOE 4005 Type of Filing: ■ New Filing ☐ Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) **Telespree Communications** (Number and Street, City State, Zip Code) Telephone Number (Including Area Code) Address of Executive Offices 525 Brannan Street, Ste. 300, San Francisco, CA 94107 (415) 817-0800 (Number and Street, City State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (if different from Executive Offices) Brief Description of Business Network solution software Type of Business Organization ☐ limited partnership, already formed □ other (please specify): ☐ business trust ☐ limited partnership, to be formed Month Year 9 1 9 □ Estimated Actual or Estimated Date of Incorporation or Organization: 0 (Enter two-letter U.S. Postal Service abbreviation for State: Jurisdiction of Incorporation or Organization: CN for Canada; FN for other foreign 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 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.

1 of 9

		A. BASIC IDENTIF	ICATION DATA			
2. Enter the information re						
			d within the past five year			
		power to vote or dispose	e, or direct the vote or d	isposition of, 1	0% о	r more of a class of
equity securities of t				1 . 1		
<ul> <li>Each executive off issuers; and</li> </ul>	icer and directo	or of corporate issuers	and of corporate genera	and managing	g par	tners of partnership
· ·	anaging partner	of partnership issuers.				•
	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	⊠Director		General and/or
						Managing Partner
Full Name (Last name first, i	if individual)					
deKay, William						
Business or Residence Addre	ess (Number and	d Street, City, State, Zip	Code)			
525 Brannan Street, Ste.	. 300, San Franc	eisco, CA 94107				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	⊠Director		General and/or
						Managing Partner
Full Name (Last name first, i	if individual)	•				
Segal, Alon						
Business or Residence Addre	ess (Number and	d Street, City, State, Zip	Code)			
525 Brannan Street, Ste.	. 300, San Franc	isco, CA 94107				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	<b>⊠</b> Director		General and/or
						Managing Partner
Full Name (Last name first,	if individual)					
Rosenzweig, Fred						
Business or Residence Addre	•	• • • • • • • • • • • • • • • • • • • •	Code)			
525 Brannan Street, Ste.						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	⊠Director		General and/or Managing Partner
Full Name (Last name first,	if individual)					
Cogan, Gill						
Business or Residence Addre	ess (Number and	d Street, City, State, Zip	Code)			
2200 Sand Hill Road, M	fenlo Park, CA	94025				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	□Director		General and/or Managing Partner
Full Name (Last name first,	if individual)					, ,
Oswal, Ravi						
Business or Residence Addre	ess (Number and	d Street, City, State, Zip	Code)			
525 Brannan Street, Ste.	. 300, San Franc	cisco, CA 94107				

		NTIFICATION	ON DATA (Continued	)		
3. Enter the information requested						
Each promoter of the issuer		•	•	•		
<ul> <li>Each beneficial owner hav equity securities of the issue</li> </ul>		te or dispose	, or direct the vote or d	lisposition of, 10	0% o	r more of a class of
<ul> <li>Each executive officer and</li> </ul>		ate issuers a	nd of corporate genera	al and managing	nar	mers of partnership
issuers; and	a anteter of corpor	410 1554015 4	na or corporate genera	ii una managme	5 Pu.	mers or parmersmp
Each general and managing	g partner of partnersh	nip issuers.				
Check Box(es) that Apply: ☐ Pro	omoter	ial Owner	■ Executive Officer	□Director		General and/or Managing Partner
Full Name (Last name first, if indivi	dual)		•			
Schwab, Ellen						
Business or Residence Address (Nur	mber and Street, City	, State, Zip C	Code)	·		
525 Brannan Street, Ste. 300, Sa	an Francisco, CA 94	1107				
Check Box(es) that Apply: ☐ Pro	omoter	ial Owner	☑ Executive Officer	□Director		General and/or Managing Partner
Full Name (Last name first, if indivi	dual)					
Lavine, Jim						
Business or Residence Address (Nur	mber and Street, City	, State, Zip C	Code)			
525 Brannan Street, Ste. 300, St	an Francisco, CA 94	1107				
Check Box(es) that Apply: ☐ Pro	omoter   Benefic	cial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if indivi	dual)					
Segal, Edna						•
Business or Residence Address (Nur	mber and Street, City	, State, Zip (	Code)			
525 Brannan Street, Ste. 300, S.	an Francisco, CA 94	1107				
Check Box(es) that Apply: ☐ Pro	omoter   Benefic	cial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if indivi	dual)	•				
Lucent Venture Partners						
Business or Residence Address (Nu	mber and Street, City	y, State, Zip (	Code)			
600 Mountain Avenue, Room 6	A-260, Murray Hill,	NJ 079741				
Check Box(es) that Apply: ☐ Pro	omoter 🗵 Benefic	cial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if indivi	dual)			<del></del>		
Weiss Peck & Greer Venture A	ssociates V, LLC					
Business or Residence Address (Nu	mber and Street, City	y, State, Zip (	Code)			
2200 Sand Hill Road, Menlo Pa	ark, CA 94025					
Check Box(es) that Apply: ☐ Pro	omoter   Benefic	cial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if indivi	idual)		,			
Business or Residence Address (Nu	mber and Street, City	y, State, Zip (	Code)			

		<del></del>			<u> </u>				O.I.M. C.===	D. V. V. C.		_			
									OUT OFFE			_			
1.	Has tl	he issuer s	old, or doe			ŕ			ed investors		_		Yes		10 🗵
				А	nswer also	in Appe	endix, Co	lumn	2, if filing un	der ULOI	E.				
2.	What	is the min	imum inve	stment that	will be ac	cepted	from ar	y inc	dividual?				\$	N/A	
3.	Does	the offerin	ng permit jo	oint owners	ship of a si	ngle ur	nit?		***************************************				Yes	( X	lo 🗆
	simila an ass or dea	or remuner sociated pe aler. If m	ation for so erson or ago ore than f	olicitation of a bro	of purchase ker or dea sons to be	ers in c Ier regi	onnectionstered w	n wi ith th	vill be paid of th sales of some SEC and/ ed persons of	ecurities or with a	in the c	ffering. states, l	If a p	erson to be name of th	listed is e broker
	Name N/A	e (Last nan	ne first, if i	individual)											
		or Residen	ce Address	(Number	and Street,	City, S	State, Zi	p Co	de)						
								'							
Nan	ne of A	Associated	Broker or	Dealer											
				Has Solicit					sers					ПА	ll States
		AK 🗆	AZ 🗆	AR 🗆	CA 🗆	l		· 🗆	DE 🗆	DC 🗆	FL		 А 🔲	⊔ ∧.	ID 🗆
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МТ		NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM (	□ NY	_	NC 🗆	ND 🗆	ОН		ΚП	OR 🗆	РА □
RI		sc 🗆	SD 🗆	TN □	тх 🗆	UT [	□ v1	. 🗆	VA 🗆	WA 🗆	w		/1 🗆	wy 🗆	PR □
Full	Name	e (Last nan	ne first, if i	individual)											
Bus	iness (	or Residen	ce Address	s (Number	and Street,	City,	State, Zi	р Со	de)						
Nan	ne of A	Associated	Broker or	Dealer											
State	es in \	Which Pers	son Listed	Has Solicit	ed or Inter	ds to S	Solicit P	ırcha	isers						
	•			ck individu	,										ll States
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	. 🗆	IN 🗆	IA 🗆	ks □	KY 🗆	LA I			MD 🗆	MA 🗆	MI		N 🗆	MS 🗆	мо 🗆
		NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM I		′ 🗆	NC 🗆	ND 🗆	ОН		к 🗆	OR 🗆	PA 🗆
	Name	SC 🗆	SD 🗆	TN 🗆	TX 🗆	UT I	<u> </u>		VA 🗆	WA 🗆	WV		/  🗆	WY 🗆	PR 🗆
rull	inalli	c (Last lidi	ne mst, m	individual)											
Bus	iness	or Residen	ce Address	s (Number	and Street.	City,	State, Zi	р Со	de)						
Nan	ne of A	Associated	Broker or	Dealer											
				Has Solicit											
	(Chec	k "All Sta AK □	tes" or che AZ 🏻	ck individu AR 🗆	ıal states). CA □	co I		·	DE 🗖	DC 🗆	FL	_	A	Ц А Н П	Il States
	. 🗆	IN $\square$	IA 🗆	KS □	KY 🗆	LA			MD 🗆	MA 🗆	MI		N $\square$	MS 🗆	
	. 🗆	NE 🗆	NV 🗆	NH 🗆	NJ 🗆	NM I			NC 🗆	ND 🗆	ОН		K 🗆	OR 🗆	PA 🗆
		SC $\square$	8D []	TN -	TV [7]	UT				14/A []			, <sub>□</sub>	W~ []	

TN D TX D UT D VT D VA D WA D WV D

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

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES A	אט ע	SE OF PROCE	EDS	
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 $\square$ and indicate in the columns below the amounts of the securities for exchange and already exchanged.				
	Type of Security	(	Aggregate Offering Price	An	nount Already Sold
	Debt	. \$	0.00	\$	0.00
	Equity	. \$	0.00	\$	0.00
	□ Common □ Preferred			•	
	Convertible Securities (including warrants)	. \$	1,500,000.00	\$	535,398.24
	Partnership Interests	. \$	0.00	\$	0.00
	Other (Specify)	\$	0.00	\$	0.00
	Total		1,500,000.00	\$	535,398.24
	Answer also in Appendix, Column 3, if filing under ULOE.				<del>p.</del>
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 the answer is "none" or "zero."		Number	D	Aggregate ollar Amount
			Investors	(	of Purchases
	Accredited Investors		19	\$	535,398.24
	Non-accredited Investors		0	\$	0.00
	Total			\$	
	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.		Tuno of	n	ollon Amount
	Type of offering		Type of Security	ע	ollar Amount Sold
	Rule 505		N/A	\$	N/A
	Regulation A		N/A	\$	N/A
	Rule 504		N/A	\$	N/A
	Total		N/A	\$	N/A
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			\$	20,000.00
	Accounting Fees			\$	
	Engineering Fees			\$	
	Sales Commissions (specify finders' fees separately)			\$	
	Other Expenses (identify)		🗖	\$	

20,000.00

	C. OFFERING PRICE, NUMB	BER OF INVESTORS,	EXPEN	SES A	AND USE OF PI	ROCE	EDS	
	b. Enter the difference between the aggregation Part C - Question 1 and total expenses furnities. This difference is the "adjusted gross pro	shed in response to Par	t C – Q	uestior	า		\$	1,480,000.00
5.	Indicate below the amount of the adjusted proposed to be used for each of the purposes is not known, furnish an estimate and check t total of the payments listed must equal the action forth in response to Part C – Question 4.b abo	shown. If the amount the box to the left of the djusted gross proceeds t	for any p e estimat	urpos e. Th	e e it			
					Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees			\$			\$	
	Purchase of real estate	•••••		\$			\$	
	Purchase, rental or leasing and installment of	machinery and equipme	nt 🗆	\$			\$	
	Construction or leasing of plant buildings and	facilities		\$			\$	
	Acquisition of other businesses (including involved in this offering that may be used in securities of another issuer pursuant to a merg	exchange for the assets	or	\$			\$	
	Repayment of indebtedness			\$	,		\$	
	Working capital	· ·		\$		-   <b> </b>	\$	1,480,000.00
	Other (specify):		_	\$			\$	
						_		
			— □	\$			\$	
	Column Totals			\$	0.00	- 	\$	1,480,000.00
	Total Payments Listed (column totals added).		*****		⊠ \$	1,48	30,00	0.00
		D. FEDERAL SIGN	NATURI	Ξ				
he wri	e issuer has duly caused this notice to be signed following signature constitutes an undertakin tten request of its staff, the information furnille 502.	g by the issuer to furni	ish to the	e U.S.	Securities and E	Exchang	ge Co	mmission, upon
SSI	uer (Print or Type)	Signature \	$\mathcal{T}$	<del></del>	Da	ate		
	Telespree Communications		/ 1		No	ovembe	er 7, 2	2005
Na	me of Signer (Print or Type)	Title of Signer (Print)	or Type)					
	Warren T. Lazarow	Secretary						
			-/					

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 hereby undertakes to furnish to any state administrator of any state in which this notice if filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.									
3.	. The undersigned 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 if filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.									
	e issuer has read this notification and knows the dersigned duly authorized person.	e contents to be true and has duly caused	this notice to be signed on its behalf by the							
Iss	uer (Print or Type)	Signature	Date							
	Telespree Communications		November 7, 2005							
Na	me (Print or Type)	Title of Signer (Print or Type)								

Secretary

#### Instruction:

Warren T. Lazarow

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 acc inve	nd to sell non- redited estors in State B-Item 1)	Type of security and aggregate offering price offered in State (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No	Convertible Secured Promissory Note; Capital Stock Issuable upon conversion thereof	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL			·				:		
AK									
AZ									
AR			,						
CA		X	\$454,383.19	15	\$454,383.19	0	\$0.00		$\boxtimes$
CO									
СТ									
DE									
DC									
FL									
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МО		X	\$224.06	1	\$224.06	0	\$0.00	· <b>O</b>	X
MT									
NE					M-13 1999				
NV									
NH							***************************************		
NJ					order over the three terms of the contract of				

#### **APPENDIX** 1 2 3 4 5 Disqualification under State Intend to sell ULOE Type of security to nonand aggregate (if yes, attach accredited offering price investors in Type of investor and explanation of State offered in State amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Convertible Secured **Promissory** Note; Capital Stock Issuable Number of upon Number of Nonconversion Accredited Accredited State Yes No thereof **Investors Investors** Amount Amount Yes No NM NY NC ND ОН OK OR PA RI SC SD TN TXUT VT VA WA WV WI WY PR $\boxtimes$ \$80,790.99 0 \$80,790.99 3 \$0.00 $\times$ overseas