FORM D

OMB APPROVAL OMB NUMBER:

3235-0076

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DE

November 30, 2001

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hours per response 16.00

Washington, D.C. 20549 FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

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

| | SEC USE ONLY | |
|--------|---------------|--|
| Prefix | Şerial | |
| | DATE RECEIVED | |
| 1 | 1 | |

| Name of Offering (□ check if this is an amend Series B Convertible Preferred Stock | dment and name has changed, and indicate change.) | 416 | 1611-1 | 14-60 |
|---|--|-----------|----------------------------|---|
| Filing Under (Check box(es) that apply): Type of Filing: ■ New Filing □ Amendme | | 4(6) □ UL | OE | |
| Enter the information requested about the information req | | | | 01 03 9582 |
| Name of Issuer (check if this is an amendm Netilla Networks, Inc. | ent and name has changed, and indicate change.) | | | |
| Address of Executive Offices (Number : 347 Elizabeth Avenue, Suite 100, Somerset, | and Street, City, State, Zip Code) NJ 08873 | Telephor | | uding Area Code) |
| Address of Principal Business Operations (if different from Executive Offices) | (Number and Street, City, State, Zip Code) | 1 | | uding Area Code) a same all, seculies (Alliesty) |
| Brief Description of Business: Web-services company which designs, built | ds and supports web-based Virtual Office Networks. | | Selection of the Selection | PROCESSED |
| Type of Business Organization ■ corporation □ business trust | ☐ limited partnership, already formed ☐ limited partnership, to be formed | □ other | (please specify): | PJAN 0 4 2002 |
| Actual or Estimated Date of Incorporation or Jurisdiction of Incorporation or Organization: | Month Year Organization 10 2000 ■ Actual □ Estimated (Enter two-letter U.S. Postal Service abbreviation for State: | | | FINANCIAL |

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 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

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.

When 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 a 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.

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|---|----|----|----|----|----|

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.

| Each executive officer and dire Each general and managing pa | | | general and managing pa | armers or parmers | mp issuers; and |
|---|------------------------------|--|-------------------------|-------------------|--|
| Check Box(es) that Apply: | □ Promoter | □ Beneficial Owner | ■ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) Best, Reginald P. | LI TOMOGE | 2 penetrola owner | an DACCUTTO OTHER | · | Concide and or stranging variety |
| Business or Residence Address c/o Netilla Network, Inc., 347 Elizabeth | | Street, City, State, Zip Co e 100, Somerset, NJ 0887. | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ■ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) Rohrs, William R. | | | | | |
| Business or Residence Address c/o Netilla Network, Inc., 347 Elizabeth | | Street, City, State, Zip Co e 100, Somerset, NJ 0887. | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) Beste, Frederick | | | | | |
| Business or Residence Address c/o Netilla Network, Inc., 347 Elizabeth | Avenue, Suite | and the second s | | | |
| | Entertaine | and the graph of the second of | | | · · |
| Check Box(es) that Apply: | ☐ Promoter | | ☐ Executive Officer | ■ Director | |
| Full Name (Last name first, if individual) Crockett, Charles | | ing spiker of the parties of the | | | kitera kanang daga mangataran sa kanda menggapang pangataran Atah Kiteratikan |
| Business or Residence Address c/o Netilla Network, Inc., 347 Elizabeth | (Number and Avenue, Suite | Street, City, State, Zip Co e 100, Somerset, NJ 0887 | de) | | u les nonce midress (17 Chambillo 8 2) 1 |
| Check Box(es) that Apply: | □ Promoter | Beneficial Owner | ☐ Executive Officer | ■ Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Engelsson, John G. | | | ŀ | :• | |
| Business or Residence Address c/o Netilla Network, Inc., 347 Elizabeth | | d Street, City, State, Zip Co e 100, Somerset, NJ 0887 | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) Kasdin, Kef | <u>B i ioniotei</u> | D Beneficial Owner | B Executive Officer | Director | C Concat and of Managing Launce |
| Business or Residence Address c/o Netilla Network, Inc., 347 Elizabeth | | d Street, City, State, Zip Co e 100, Somerset, NJ 0887 | | | - |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) Ross, Charles | | | | | |
| Business or Residence Address c/o Netilla Network, Inc., 347 Elizabeth | | d Street, City, State, Zip C e 100, Somerset, NJ 0887 | | | |
| Check Box(es) that Apply: | D Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) Early Stage Enterprise, L.P. | | | | | |
| | | | | | |

| A. BASIC IDENTIFICATIO | ΝŊ | $\Delta T \Delta$ |
|------------------------|----|-------------------|
|------------------------|----|-------------------|

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) Fleet Development Ventures, LLC | | | | | | |
| Business or Residence Address | (Nı | imber and S | Street, City, State, Zip Co | de) | | |
| Check Box(es) that Apply: | | Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) Mid-Atlantic Venture Funds IV, L.P. | | | | | | |
| Business or Residence Address | (Nı | imber and S | Street, City, State, Zip Co | de) | | |
| Check Box(es) that Apply: | | Promoter | ■ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) NJTC Venture Fund | | | | | | |
| Business or Residence Address | (Nu | mber and S | treet, City, State, Zip Coo | ie) | 4.5 | |
| 1 - 4 | | | | * | . н | and the second second |
| Check Box(es) that Apply: | 0 1 | Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) Tarantella, Inc. | | were the care | San San Jan San Bergari San | | ministra ilgano Ministra effecti di s | |
| Business or Residence Address | (Nu | mber and S | treet, City, State, Zip Coo | le) | و علاجه و الكسيد ، | and Besidence of the control of the terms |
| Barrer 1 | | . 15 - 17 - 63 - 54 - 15부터 <u>- 원</u> 하는 15 | , ang dan sepantahan Kadalahan sebagai Ang Pangaran | | | |
| Check Box(es) that Apply: | D 1 | Promoter | ☐ Beneficial Owner | ☐ Executive Officer | | ☐/General and/or Managing Partner |
| | | | | | | |
| Full Name (Last name first, if individual) | | | en en de la marchine Andre La Marchine | 7. \$50, - | | randologia Solfiidigikele |
| | | | and the second | rou, - | | |
| er Sander (1997) auss | (1) | | Street, City, State, Zip Co | rou, - | | |
| Business or Residence Address | (1) | umber and | en en de la marchine Andre La Marchine | ode) | | A STATE OF THE STA |
| Business or Residence Address Check Box(es) that Apply: | (2 | umber and | Street, City, State, Zip Co | ode) □ Executive Officer | | |
| Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address Check Box(es) that Apply: | 2 0 2 | umber and | Street, City, State, Zip Co | ode) □ Executive Officer | | |
| Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address | 2 0 2 | Promoter umber and | Street, City, State, Zip Co | Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address Check Box(es) that Apply: | (Z | Promoter Tumber and | Street, City, State, Zip Co | Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if individual) | (X | Promoter Tumber and | Street, City, State, Zip Co | Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if individual) | Z 0 Z 0 | Promoter Tumber and Promoter Tumber and Promoter | Street, City, State, Zip Co | Executive Officer Executive Officer Discrete Dis | □ Director | ☐ General and/or Managing Partner ☐ General and/or Managing Partner |
| Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address Check Box(es) that Apply: | Z 0 Z 0 | Promoter Tumber and Promoter Tumber and Promoter | Street, City, State, Zip Co | Executive Officer Executive Officer Discrete Dis | □ Director | ☐ General and/or Managing Partner ☐ General and/or Managing Partner |

| | 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? | 0 | • |
| | 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_ | |
| _ | | 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 Non | Name (Last name first, if individual) e. | | |
| Busi | 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 | | |
| | (Check "All States" or check individual States) | All States | |
| [| MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] | _ [OR] | [MO] |
| Full | name (Last name first, if individual) | yan tang | Gardi - 1. t |
| | name (Last name first, it individual) | | |
| Busi | ness or Residence Address (Number and Street, City, State, Zip Code) | . Stringer | apple trades. |
| | Control of the Contro | tilasa kasifi | ं हैं है कि करें हैं। है के कि कर की है कि कि की है कि कि की है कि कि की है कि कि की है कि की है कि की है कि क |
| · Nam | e of Associated Broker or Dealer | • | type type oo |
| Canada | s in which Person Listed Has Solicited or Intends to Solicit Purchasers | | <u></u> |
| State | | | |
| | (Check "All States" or check individual States) | All States | |
| _ [/ _ [/ _ [/ _ [/ | IL) _ [IN] _ (IA) _ (K\$) _ (KY) _ (LA) _ (ME) _ (MD) _ (MA) _ (MI) _ (MN) MT] _ [NE] _ (NV] _ (NH) _ (NJ) _ (NM] _ (NY) _ (NC] _ (ND) _ (OH) _ (OK) | _ [HI] _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ [PR] |
| Full | Name (Last name first, if individual) | | |
| Busi | 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 | | |
| | (Check "All States" or check individual States) | All States | |
| _ [/ _ [] _ [] | IL] _ [IN] _ [IA] _ [K\$] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ [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. | already sold. Enter "0" if answer is "none" | ties included in this offering and the total amount or "zero." If the transaction is an exchange offering, is below the amounts of the securities offered for | | Aggregate Offering Price | B | Amount Already Sold |
|----|---|--|--------|--|--|--------------------------------------|
| | Type of Security | | | | | |
| | Debt | | | \$ | - | \$ |
| | Equity | | | S_3,894,999.9 | <u> </u> | \$ <u>2,104,769,30</u> |
| | □ Common | ■ Preferred | | | | |
| | Convertible Securities (including warrants) | | | \$ | _ | \$ |
| | Partnership Interests | | | \$ | _ | \$ |
| | Other (Specify | | | \$ | _ | \$ |
| | Total | | | \$ <u>3,894,999.9</u> | 1 . | \$ <u>2,104,769.30</u> |
| | Answer also in Appendix, | Column 3, if filing under ULOE. | | | | |
| 2. | offering and the aggregate dollar amounts of indicate the number of persons who have pro- | credited investors who have purchased securities in this of their purchases. For offerings under Rule 504, urchased securities and the aggregate dollar amount of if answer is "none" or "zero." | | Number of Investors | | Aggregate Dollar Amount of Purchases |
| 1 | | وو مقورها با والمعادي الدارية والمارا والمارات | | 10 | | \$ <u>2,104,769.30</u> |
| Ų, | Non-accredited Investors | 4 (1 (4 (4 (1 (1 (1 (1 (1 (1 (1 (1 (1 (1 (1 (1 (1 | | | in in the second se Second second | _ |
| | | A CONTRACTOR OF THE STATE OF TH | | | | s stefer 1, 45 504 out |
| | - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 | , Column 4, if filing under ULOE | | | | Signal And Spanish |
| 3. | securities sold by the issuer, to date, in offe | 04 or 505, enter the information requested for all rings of the types indicated, in the twelve (12) months fering. Classify securities by type listed in Part C – | ** | The second of th | i de la companya de l | Dollar Amount Sold |
| | Type of offering | | | · | | ¢ |
| | Rule 505 | | | | _ | ₽ |
| | Regulation A | | | | _ | \$ |
| | Rule 504 | | | | | \$ |
| | Total | | | | _ | \$ |
| 4. | securities in this offering. Exclude amount | onnection with the issuance and distribution of the is relating solely to organization expenses of the issuer of future contingencies. If the amount of an expenditure k the box to the left of the estimate. | | | - | |
| | Transfer Agent's Fees | | | | | \$ |
| | Printing and Engraving Costs | | | | | \$ |
| | | | | • | | \$ <u>45,000.00</u> |
| | | | | _ | | s |
| | - | | | | | \$ |
| | | eparately) | | _ | | \$ |
| | | | | _ | | ÷ |
| | | | | ۵ | | 0 47.005.55 |
| | Total | | | • | | \$ <u>45,000.00</u> |

| | C. OFFEI | UNG PRICE, NUM | BER OF INVESTORS | EXPENSES AND | USE OF PROCEEDS | | |
|------|--|--|--|--------------|--|--|--|
| | b. Enter the difference between the agg 1 and total expenses furnished in respon "adjusted gross proceeds to the issuer." | se to Part C - Questi | on 4.a. This difference i | s the | | \$_ | 3.849,999.91 |
| 5. | Indicate below the amount of the adjust for each of the purposes shown. If the a and check the box to the left of the estimate the state of the stat | | | | | | |
| | adjusted gross proceeds to the issuer-set | | | | | | |
| | | | | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
| | Salaries and fees | | | | \$ | a | \$ |
| | Purchase of real estate | | | | \$ | | \$ |
| | Purchase, rental or leasing and installati | on of machinery and | equipment | | \$ | ۵ | \$ |
| | Construction or leasing of plant building | gs and facilities | | | \$ | | \$ |
| | Acquisition of other business (including that may be used in exchange for the as merger) | sets or securities of ar | nother issuer pursuant to | ng a | \$ | <i>:</i> | s |
| | Repayment of indebtedness | | | | • | | \$ |
| | Working capital | | | | • | | \$3 840 000 01 |
| | randa de la companya | | The State of the S | | S 3 3 3 3 3 3 3 3 3 3 | | ф <u>лонулулуля</u> |
| • | Other (specify): | | | 0 | D | Property of the second | J |
| 1 3 | | Services services (S | $F_{2-1} = g_1 - g_2 + g_3 = g_4$ | | en la company de | and reference comes as a significant and the second | لد فارزي المعطول والمناط الماضور المعد المرازي المعطول والمناطقة المرازي المعطول المرازية المعطى في والمعطول المرازية المعطولة المرازية المعطولة |
| | Column Totals | | The state of the s | | an inglise in the first of the control of the contr | | . \$ |
| 1 5 | en table i de la companya de la comp | a second of the second of | | | | | \$_3,849,999.91 |
| | Total Payments Listed (column totals a | dded) | | ą . | .=* \$_ | 3,849,999.91 | dates in the state of |
| | | | D. FEDERAL SIGN | ATURE | | | • |
| an u | issuer has duly caused this notice to be s ndertaking by the issuer to furnish to the accredited investor pursuant to paragraph | U.S. Securities and E (b)(2) of Rule 502. | xchange Commission, u | | of its staff, the information | | |
| | er (Print or Type) | Signature | ; \ | | Date | | |
| Net | illa Networks, Inc. | | W- | | November 7, 2001 | | |
| Nan | ne of Signer (Print or Type) | Title of S | igner (Print or Type) | | | | |
| | liam R. Rohrs | | resident and Secre | tarv | | | |
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| | | | ATTENTION | | | | |

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