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(6/99)

Potential persons who are to respond to the collection of information contained in this form are 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 unless such exemption is predicated on the filing of a federal notice.

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FEB 08 2002

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United States
Securities and Exchange Commission
Washington, D.C. 20549

OMB APPROVAL	
OMB Number: ...	3235-0076
Expires: ...	May 31, 2002
Estimated average burden hours per response: ...	16.00

FORM D

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		

21-39736

Name of Offering () check if there is an amendment and name has changed, and indicate change.
1,000 Non-detachable, Paired Units, each consisting of one share of Class C Common Stock of
Tecumseh Holding Corporation and one membership interest in Tecumseh Tradevest LLC

PROCESSED

FEB 13 2002

Filing Under (Check box(es) that apply):
[] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] UL

THOMSON
FINANCIAL

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 the name has changed, and indicate change.
Tecumseh Holdings Corporation ("Tecumseh") and Tecumseh Tradevest LLC ("Tradevest")

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
115 River Road, Bldg. 12, Suite 1205, Edgewater, NJ 07020 201-313-1600

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices) 14930 Ventura Blvd., Suite 210 800-356-4411
Principal operations in NJ Sherman Oaks, CA 91403
Additional operations in CA

Brief Description of Business

By Tecumseh — the capitalization of the business operations of Tradevest. By Tradevest — the rendition of services to the trading operations of the trading operation of S. B. Cantor & Co., Inc. ("Cantor"), a registered broker-dealer and contractual subsidiary of Tecumseh, by way of trading strategy, trader selection, and counseling and guidance, all of which shall be in consideration for a percentage of the trading profits of Tecumseh. Such percentage will be distributed to the members of Tradevest.

BR

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

Full Name (Last name first, if individual)

Tecumseh Holdings Corporation (Manager of Tradevest)

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

115 River Road, Bldg. 12, Suite 1205, Edgewater, NJ 07020 ; 201-313-1600

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

Full Name (Last name first, if individual)

O'Gorman, Robert (Chief Market Strategist of Tradevest)

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

Tecumseh Tradevest LLC, 115 River Road, Bldg. 12, Suite 1205 Edgewater, NJ 07020 ; 201-313-1600

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

Full Name (Last name first, if individual)

Souran, Thomas C. (Chairman of the Board of Directors of Tecumseh)

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

Tecumseh Holdings Corporation, 115 River Road, Bldg. 12, Suite 1205, Edgewater, NJ 07020 ; 201-313-1600

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

Full Name (Last name first, if individual)

Milling, John L. (President and Director of Tecumseh)

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

Tecumseh Holdings Corporation, 115 River Road, Bldg. 12, Suite 1205, Edgewater, NJ 07020 ; 201-313-1600

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

Full Name (Last name first, if individual)

Juliana, James N. (Director of Tecumseh)

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

Tecumseh Holdings Corporation, 115 River Road, Bldg. 12, Suite 1205, Edgewater, NJ 07020 ; 201-313-1600

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

Full Name (Last name first, if individual)

Tan, Chor-Weng (Director of Tecumseh)

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

Tecumseh Holdings Corporation, 115 River Road, Bldg. 12, Suite 1205, Edgewater, NJ 07020 ; 201-313-1600

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

Full Name (Last name first, if individual)

Stella, Frank (Director of Tecumseh)

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

Tecumseh Holdings Corporation, 115 River Road, Bldg. 12, Suite 1205, Edgewater, NJ 07020 ; 201-313-1600

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

Full Name (Last name first, if individual)

Blum, Jerald H.

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

Tecumseh Holdings Corporation, 115 River Road, Bldg. 12, Suite 1205, Edgewater, NJ 07020 ; 201-313-1600

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

Full Name (Last name first, if individual)

McCallion, Gerard A. (Director & Vice Pres.-Trading of Tecumseh; President of S.B. Cantor & Co., Inc)

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

S.B. Cantor & Co., Inc., 116 John Street, Suite 3101, New York, New York 10038

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

Full Name (Last name first, if individual)

McQuay, John (Vice President of Tecumseh; Assistant Manager of Tradevest)

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

Tecumseh Holdings Corporation, 14930 Ventura Blvd., Ste. 210, Sherman Oaks, CA 91403 ; 800-356-4411

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

Full Name (Last name first, if individual)

Ponish, Christopher (Vice President of Tecumseh; Assistant Manager of Tradevest)

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

Tecumseh Holdings Corporation, 14930 Ventura Blvd., Ste. 210, Sherman Oaks, CA 91403 ; 800-356-4411

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

Full Name (Last name first, if individual)

Figalan, Victor Jr. (Vice President of Tecumseh; Assistant Manager of Tradevest)

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

Tecumseh Holdings Corporation, 14930 Ventura Blvd., Ste. 210, Sherman Oaks, CA 91403 ; 800-356-4411

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

Full Name (Last name first, if individual)

Giovanni, Harold (Asst. Vice President of Tecumseh; Assistant Manager of Tradevest)

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

Tecumseh Holdings Corporation, 14930 Ventura Blvd., Ste. 210, Sherman Oaks, CA 91403 ; 800-356-4411

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

Full Name (Last name first, if individual)

Bradbury, Rebecca (Asst. Vice President of Tecumseh; Assistant Manager of Tradevest)

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

Tecumseh Holdings Corporation, 14930 Ventura Blvd., Ste. 210, Sherman Oaks, CA 91403 ; 800-356-4411

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

Full Name (Last name first, if individual)

Soper, Michael (Asst. Vice President of Tecumseh; Assistant Manager of Tradevest)

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

Tecumseh Holdings Corporation, 14930 Ventura Blvd., Ste. 210, Sherman Oaks, CA 91403 ; 800-356-4411

(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 [X]

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

3. Does the offering permit joint ownership of a single unit? Yes [X] 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)

Not applicable

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

Not applicable

Name of Associated Broker or Dealer

Not applicable

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)

Not applicable

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

Not applicable

Name of Associated Broker or Dealer

Not applicable

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)

Not applicable

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

Not applicable

Name of Associated Broker or Dealer

Not applicable

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 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.

Table with 3 columns: Type of Security, Aggregate Offering Price, Amount Already Sold. Rows include Debt, Equity, Convertible Securities, Partnership Interests, Other, and Total.

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".

Table with 3 columns: Investor Type, Number Investors, Aggregate Dollar Amount of Purchases. Rows include Accredited Investors, Non-accredited Investors, and 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.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	-0-	\$ -0-
Regulation A	-0-	\$ -0-
Rule 504	-0-	\$ -0-
Total	-0-	\$ -0-

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 a amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]	\$ N/A
Printing and Engraving Costs	[X]	\$ 50,000
Legal Fees	[X]	\$ 75,000
Accounting Fees	[X]	\$ 25,000
Engineering Fees	[]	\$ -0-
Sales Commissions (specify finders' fees separately)	[]	\$ -0-
Other Expenses (identify) <u>Blue Sky filing fees</u>	[X]	\$ 15,000
Other Expenses (identify) <u>UPS, Federal Express costs</u>	[X]	\$ 40,000
Total	[X]	\$ 205,000

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."

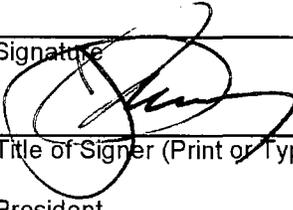
\$ 9,795,000

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.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[X] \$ 150,000	[] \$ -0-
Purchase, rental and installation of machinery and equipment	[] \$ -0-	[X] \$ 50,000
Construction of office facilities	[] \$ -0-	[X] \$ 50,000
Working capital	[X] \$ 9,545,000	[] \$ -0-
Column Totals	[X] \$ 9,695,000	[X] \$ 100,000
Total Payments Listed (column totals added)	[X]	\$ <u>9,795,000</u>

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) Tecumseh Holdings Corporation	Signature 	Date 2/6/02
Name of Signer (Print or Type) John L. Milling	Title of Signer (Print or Type) President	

Issuer (Print or Type) Tecumseh Tradevest LLC	Signature Tecumseh Holdings Corporation, Manager By	Date
Name of Signer (Print or Type) John L. Milling	Title of Signer (Print or Type) President, Tecumseh Holdings Corporation	

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.

- 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.
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 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) Tecumseh Holdings Corporation	Signature	Date
Name of Signer (Print or Type) John L. Milling	Title of Signer (Print or Type) President	

Issuer (Print or Type) Tecumseh Tradevest LLC	Signature Tecumseh Holdings Corporation, Manager By	Date
Name of Signer (Print or Type) John L. Milling	Title of Signer (Print or Type) President, Tecumseh Holdings Corporation	

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 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	UNITS Memberships Common Stock \$10,000,000						X
AK		X	\$10,000,000						X
AZ		X	\$10,000,000						X
AR		X	\$10,000,000						X
CA		X	\$10,000,000	10	\$700,000				X
CO		X	\$10,000,000						X
CT		X	\$10,000,000	1	\$60,000				X
DE		X	\$10,000,000						X
DC		X	\$10,000,000	1	\$10,000				X

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	UNITS Memberships Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
FL		X	\$10,000,000	2	\$60,000				X
GA		X	\$10,000,000						X
HI		X	\$10,000,000						X
ID		X	\$10,000,000						X
IL		X	\$10,000,000	1	\$10,000				X
IN		X	\$10,000,000						X
IA		X	\$10,000,000						X
KS		X	\$10,000,000	1	\$20,000				X
KY		X	\$10,000,000	1	\$150,000				X
LA		X	\$10,000,000						X
ME		X	\$10,000,000						X
MD		X	\$10,000,000	1	\$30,000				X
MA		X	\$10,000,000	1	\$20,000				X
MI		X	\$10,000,000						X
MN		X	\$10,000,000						X
MS		X	\$10,000,000						X
MO		X	\$10,000,000						X
MT		X	\$10,000,000						X
NE		X	\$10,000,000						X
NV		X	\$10,000,000	1	\$50,000				X
NH		X	\$10,000,000	1	\$20,000				X
NJ		X	\$10,000,000	2	\$30,000				X
NM		X	\$10,000,000						X
NY		X	\$10,000,000						X
NC		X	\$10,000,000	1	\$10,000				X
ND		X	\$10,000,000	1	\$20,000				X
OH		X	\$10,000,000						X

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	UNITS Memberships Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
OK		X	\$10,000,000						X
OR		X	\$10,000,000	1	\$10,000				X
PA		X	\$10,000,000						X
RI		X	\$10,000,000						X
SC		X	\$10,000,000	1	\$20,000				X
SD		X	\$10,000,000						X
TN		X	\$10,000,000						X
TX		X	\$10,000,000						X
UT		X	\$10,000,000						X
VT		X	\$10,000,000						X
VA		X	\$10,000,000						X
WA		X	\$10,000,000						X
WV		X	\$10,000,000						X
WI		X	\$10,000,000						X
WY		X	\$10,000,000						X
PR		X	\$10,000,000						X