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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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THOMSON FINANCIAL

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

FORM D



SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

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

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Unit Offering of 12% Senior Subordinated Notes and Warrants of AgION Technologies, L.L.C.

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

Type of Filing: New Filing Amendment

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?..... Minimum Investment of one-half Unit at
\$ 30,000 ^{1/}

3. Does the offering permit joint ownership of a single unit? Yes No
[X] []

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.

Commissions will not be paid for solicitation of purchasers, but will be paid for services in placements of the Units.

Full Name (Last name first, if individual)
WestPark Capital, Inc., as Placement Agent

Business or Residence Address (Number and Street, City, State, Zip Code)
2049 Century Park East, Suite 3310, Los Angeles, CA 90067

Name of Associated Broker or Dealer N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)

Placement Agent will assist in the placement of Units in highlighted 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]

^{1/} Issuer has not fixed a minimum number of Units that must be sold in the Offering in order to close on any subscription (other than the minimum subscription amount of \$30,000). However, Issuer and Placement Agent (see Part B – item 4, below) have reserved the right, in their sole discretion, to accept subscriptions for less than the minimum subscription amount of \$30,000, or to reject any subscription in whole or in part.

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

Type of Security	Aggregate Offering Price Per Unit	Price of Units Already Sold
Debt: 12% convertible subordinated notes due 2004, as part of a Unit Offering (see "Other" below).....	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
<input checked="" type="checkbox"/> 1,800,000 Class A Shares of Issuer issuable upon exercise of Class A Warrants (see "Other" below)		
<input type="checkbox"/> Preferred		
Convertible Securities (including warrants): Warrant to purchase 30,000 Class A Shares, as part of a Unit offering ^{2/} (See "Other" below)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (Specify): Maximum Offering of 60 Units, consisting of (a) one 12% Junior Subordinated Note due December 31, 2004 ("Note"), in the principal amount of \$60,000 and (b) one Warrant to purchase 30,000 Class A Shares ("Class A Warrant") of the Issuer at a purchase price of \$1.00 per share expiring on December 31, 2008. ^{3/}	\$ <u>3,600,000</u>	\$ <u>55,000</u>
Total	\$ <u>3,600,000</u>	\$ <u>55,000</u>

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 of Investors	Aggregate Dollar Amount of Units Sold
Accredited Investors	<u>2</u>	\$ <u>55,000</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

^{2/} The Warrants will be prorated per Unit and are issued as part of the Units for no additional consideration.
^{3/} Issuer is offering and selling up to \$3,600,000 of Units, at \$60,000 per Unit. The Issuer may accept from each investor subscriptions for additional Units or fractional Units in increments of \$5,000.

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

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, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. 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."

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	<u>N/A</u>	<u>N/A</u>
<u>Regulation A</u>	<u>N/A</u>	<u>N/A</u>
Rule 504	<u>N/A</u>	<u>N/A</u>
Total	<u>N/A</u>	<u>N/A</u>

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	[X] \$ <u>5,000</u>
Printing and Engraving Costs	[X] \$ <u>20,000</u>
Legal Fees	[X] \$ <u>8,000</u>
Accounting Fees	[] \$ <u>0</u>
Engineering Fees	[] \$ <u>0</u>
Sales Commissions (specify finders' fees separately)	[X] \$ <u>360,000</u>
Other Expenses (identify): Placement Agent Fee, misc.	[X] \$ <u>125,000</u>
Total	[X] \$ <u>518,000</u>

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."

\$3,082,000^{4/}

^{4/} This amount assumes the sale of all 60 Units in the offering and exercise in full of all Class A Warrants, less expenses in Part C – question 4a.

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

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.....	[] \$ <u>0</u>	[] \$ <u>0</u>
Purchase of real estate.....	[] \$ <u>0</u>	[] \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	[] \$ <u>0</u>	[] \$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	[] \$ <u>0</u>	[] \$ <u>0</u>
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).....	[] \$ <u>0</u>	[] \$ <u>0</u>
Repayment of indebtedness on certain short-term loans.....	[X] \$ <u>1,405,000</u>	[] \$ <u>0</u>
Working capital, intellectual property investment, and other general corporate purposes.....	[] \$ <u>0</u>	[X] \$ <u>1,677,000</u>
Other (specify): _____	[] \$ <u>0</u>	[] \$ <u>0</u>
Column Totals.....	[X] \$ <u>1,405,000</u>	[X] \$ <u>1,677,000</u>
Total Payments Listed (column totals added).....	[X] \$ <u>3,082,000</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) AgION Technologies,, Inc.	Signature 	Date February 13, 2002
Name of Signer (Print or Type) Roger M. Freedman	Title of Signer (Print or Type) Chairman and Chief Executive Officer	

ATTENTION

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