

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM D  
NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

21-40307

Manually signed



02014838

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: August 31, 1998  
Estimated average burden  
hours per response...16.00

SEC Use Only	
Prefix	Serial
DATE RECEIVED	

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

1168101

U.S. Inspect, Inc.

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

Type of Filing:  New Filing  Amendment

RECD S.E.C.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

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

U.S. Inspect, Inc.

FEB 20 2002

Address of Executive Offices (Number of Street, City, State, Zip Code)  
3650 Concorde Parkway, Suite 100, Chantilly, Virginia 22102

Telephone number (including area code)  
703 293-1400

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
(if different from Executive Offices)

Telephone number (including area code)

Brief Description of Business  
Home and building inspection services.

PROCESSED  
FEB 26 2002

Type of Business Organization

corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed  Limited Liability Company

Actual or Estimated Date of Incorporation or Organization:

Month: 0 7 Year: 9 6

Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

DE

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 state will not result in 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 upon the filing of a federal notice.

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. SEC 1972(2-97) 1 Of 8

CRGH

**A. BASIC IDENTIFICATION DATA**

2. 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 issues.

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

Full Name (Last name first, if individual)  
Keith S. Fimian

Business or Residence Address (Number and Street, City, State, Zip Code)  
3650 Concorde Pky., Chantilly, Virginia 20151

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

Full Name (Last name first, if individual)  
Brian P. Fimian

Business or Residence Address (Number and Street, City, State, Zip Code)  
3650 Concorde Pky., Chantilly, Virginia 20151

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

Full Name (Last name first, if individual)  
J. Richard Carlson

Business or Residence Address (Number and Street, City, State, Zip Code)  
3650 Concorde Pky., Chantilly, Virginia 20151

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

Full Name (Last name first, if individual)  
Shaun E. Cohen

Business or Residence Address (Number and Street, City, State, Zip Code)  
3650 Concorde Pky., Chantilly, Virginia 20151

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

Full Name (Last name first, if individual)  
Matthew Murphy

Business or Residence Address (Number and Street, City, State, Zip Code)  
3650 Concorde Pky., Chantilly, Virginia 20151

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

Full Name (Last name first, if individual)  
Edward E. How, III

Business or Residence Address (Number and Street, City, State, Zip Code)  
3650 Concorde Pky., Chantilly, Virginia 20151

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

Full Name (Last name first, if individual)  
Michael J. Murphy

Business or Residence Address (Number and Street, City, State, Zip Code)  
3650 Concorde Pky., Chantilly, VA 20151

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

Full Name (Last name first, if individual)  
Jay Delahanty

Business or Residence Address (Number and Street, City, State, Zip Code)  
3650 Concorde Pky., Chantilly, Virginia 20151

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

Full Name (Last name first, if individual)  
John Gerdelman

Business or Residence Address (Number and Street, City, State, Zip Code)  
3650 Concorde Pky., Chantilly, VA 20151

**B. INFORMATION ABOUT OFFERING**

- |  |  |   |              |
|--|--|---|--------------|
| <p>1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....<br/>                 Answer also in Appendix, Column 2, if filing under ULOE.</p> <p>2. What is the minimum investment that will be accepted from any individual?.....</p> <p>3. Does the offering permit joint ownership of a single unit?.....</p> <p>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 broker or dealer, you may set forth the information for that broker or dealer only.</p> | Yes<br><input type="checkbox"/>            | No<br><input checked="" type="checkbox"/> |              |
|  |  |   | \$no minimum |
|  | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            |              |

Full Name (Last name first, if individual)

---

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

---

Name of Associated Broker or Dealer

---

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)

---

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

---

Name of Associated Broker or Dealer

---

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)

---

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

---

Name of Associated Broker or Dealer

---

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 the 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	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity..... <input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	\$ <u>1,000,000</u>	\$ <u>120,000</u>
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify) Class A Units.....	\$ _____	\$ _____
<b>Total.....</b>	<b>\$ <u>1,000,000</u></b>	<b>\$ <u>120,000</u></b>

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 the answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>2</u>	\$ <u>120,000</u>
Non-accredited Investors.....	_____	\$ _____
<b>Total (for filings under Rule 504 only).....</b>	<b><u>2</u></b>	<b>\$ <u>120,000</u></b>

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.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
<b>Total.....</b>	_____	<b>\$ _____</b>

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 expenditures is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ <u>100</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>9500</u>
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commission (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify filing fees and other).....	<input checked="" type="checkbox"/>	\$ <u>400</u>
<b>Total.....</b>	<b><input checked="" type="checkbox"/></b>	<b>\$ <u>10,000</u></b>

**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									
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									

**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
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA		X	Common Stock	2	120,000	- 0 -	- 0 -		X
WA									
WV									
WI									
WY									
PR									