# FORM D

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

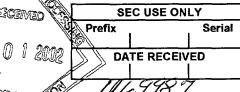
FORM D

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

UNIFORM LIMITED OFFERING EXEMPTION

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OMB Number:	3235-0076
Expires:	May 31, 2002

Estimated average burden hours per response......16.00



Name of Offering ( check if this is an amendment and name has changed, and indicate changed					
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☐ ULOE  Type of Filing: ☐ New Filing ☐ Amendment					
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.) High Throughput Genomics, Inc.					
Address of Executive Offices (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code) (520) 547-2827					
(Tumosi and Survey, Suns, Esp Octo)					
Brief Description of Business Biochemical Research Corporation.					
Type of Business Organization					
☐ corporation ☐ limited partnership, already formed ☐ other (please specify): ☐ business trust ☐ limited partnership to be formed					
□ business trust □ limited partnership, to be formed					
Month Year					
Actual or Estimated Date of Incorporation or Organization:  Jurisdiction of Incorporation or Organization:  MACTUAL Estimated  THOMSON  [Enter two-letter U.S. Postal Service abbreviation for State: DE					
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE FINANCIAL (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 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.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays currently valid OMB control number.

SEC 1972 (2-99)

### 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 issuers. ☑ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Bruce Seligmann and Karen Junghans, Trustees of the Seligmann-Junghans Family Trust Business or Residence Address (Number and Street, City, State, Zip Code) 6290 N. Nirvana Place, Tucson, AZ 85750 Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Solstice Capital LLC Business or Residence Address (Number and Street, City, State, Zip Code) 6245 E. Broadway, Tucson AZ 85711 □ Promoter ☑ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Tucson Ventures, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 6245 E. Broadway # 620, Tucson AZ 85711 ☐ Executive Officer Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Village Ventures Securities Corporation Business or Residence Address (Number and Street, City, State, Zip Code) c/o Village Ventures, Inc., 160 Water Street, Williamstown, MA 01267 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☑ Director General and/or Managing Partner Full Name (Last name first, if individual) Seligmann, Bruce E. Business or Residence Address (Number and Street, City, State, Zip Code) 6290 N. Nirvana Place, Tucson, AZ 85750 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☐ Director General and/or Managing Partner

Full Name (Last name first, if individual)

Martel, Ralph R.

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

c/o High Throughput Genomics, Inc., 6296 Grant Rd., Tucson, AZ 85712

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first, if it Cusack, Michael.	ndividual)					
Business or Residence Address c/o High Throughput Geno	•	· · · · · ·	5712			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	0	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)					
Aldrich, Lawrence						
Business or Residence Address	(Number and Street,	, City, State, Zip Code)				
c/o High Throughput Geno	omics, Inc., 6296	Grant Rd., Tucson, AZ 85	5712			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, if in	ndividual)					,
George, Harry					=.	
Business or Residence Address	(Number and Street,	, City, State, Zip Code)				
c/o High Throughput Geno	omics, Inc., 6296	Grant Rd., Tucson, AZ 85	5712			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, if is	ndividual)					
Smith, Alan						
Business or Residence Address	Managing Partner    Name (Last name first, if individual)					
c/o High Throughput Gend	omics, Inc., 6296	Grant Rd., Tucson, AZ 8:	5712			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, if i	ndividual)	-				
Chan, Joseph						,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Business or Residence Address	(Number and Street	, City, State, Zip Code)				

c/o High Throughput Genomics, Inc., 6296 Grant Rd., Tucson, AZ 85712

					B. INF	ORMATIO.	N YROUT C	TERRING.					
												Yes	No
1. Ha	s the issuer s	old, or doe	es the issuer	intend to sell	l, to non-acci	edited inves	tors in this of	ffering?				🗆	Ø
				Answer also	in Appendix	c, Column 2	if filing unde	r ULOE.					
2. W	hat is the mir	imum inv	estment that	will be accep	pted from an	y individual!	·					Not ap	oplicable.
												Yes	No
3. Do	3. Does the offering permit joint ownership of a single unit?											🗖	Ø
soi reg	icitation of pristered with	ourchasers the SEC a	in connection nd/or with a	n with sales state or state	of securities	in the offering the of the bro	ng. If a perso ker or dealer	irectly or indicate on to be listed in the L	is an associa	ted person or	agent of a bi	roker or	dealer
	me (Last nar					ot applicable							
Busines	s or Residen	ce Address	s (Number a	nd Street. Cit	ty, State, Zip	Code)		,					
Name o	f Associated	Broker or	Dealer										
States in	n Which Per	son Listed	Has Solicite	d or Intends	to Solicit Pu	rchasers							
(Check	"All States"	or check is	ndividual Sta	ites)								🗆 All	States
•				·									
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[MT]	[NE]	[NV]	[HN]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA	<b>.</b> ]
[RI]	[SC] me (Last nar	[SD]	[TN]	[TX]	[UT]	[VT] ot applicable	[VA]	[WA]	[WV]	[WI]	[WY]	[PR	4
Busines	s or Residen	ce Address	s (Number a	nd Street, Cit	ty, State, Zip	Code)					•		
Name o	f Associated	Broker or	Dealer								4/-		<del>-</del>
States in	n Which Pers	son Listed	Has Solicite	d or Intends	to Solicit Pu	rchasers							
(Check	"All States"	or check in	ndividual Sta	ntes)								🗖 All	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[НП	[ID	1
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	me (Last nar			15-51		Not applicab			<u></u>				
								·		·			
Busines	s or Residen	ce Address	(Number a	nd Street, Cit	ty, State, Zip	Code)							
Name o	f Associated	Broker or	Dealer			· · · · · · · · · · · · · · · · · · ·							
States in	1 Which Pers	son Listed	Has Solicite	d or Intends	to Solicit Pu	rchasers						<del></del>	
(Check	"All States"	or check ir	ndividual Sta	ıtes)								🗖 All	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[НІ]	[1D]	1
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[M	O]
[MT] [RI]	[NE] [SC]	[NV] ISDI	[NH] [TN]	[NJ] [TX]	[MM] [TU]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA IPR	

(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 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 \(\Pi\) and indicate in the columns below the amount of the securities offered for exchange and already exchanged. Type of Security Aggregate **Amount Already** Offering Price Sold Debt ..... Equity ..... \$ 1,250,001.02 \$ 1,250,001.02 ☐ Common ☑ Preferred Convertible Securities (including warrants) Partnership Interests \_\_\_\_\_) ..... Other (Specify\_ Total ..... \$ 1,250,001.02 \$ 1,250,001.02 Answer also in Appendix, Column 3, if filing under ULOE. 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". Aggregate **Dollar Amount** Number Investors of Purchases \$1,250,001.02 Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 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. **Dollar Amount** Type of Type of offering Security Sold Rule 505 Regulation A Rule 504 Total 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 know, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees $\square$ \$80,000 Accounting Fees Engineering Fees Sales Commissions (specify finder's fees separately) Other Expenses (identify) \_\_\_\_ Total ..... \$ 80,000

\$1,170,000

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."

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

		Payments to Officers, Directors, & Affiliates	Payments To Others	
Salaries and fees		<b></b>	<b>☑</b> \$ 100,000	
Purchase of real estate		<b></b>	<b>□</b> \$	
Purchase, rental or leasing and installation of	of machinery and equipment	<b></b>	<b>☑</b> \$ 100,000	
Construction or leasing of plant buildings as	nd facilities	<b></b>	<b></b>	
	he value of securities involved in this offering that may ies of another issuer pursuant to a merger)	<b></b>	<b></b>	
Repayment of indebtedness		□\$	<b>-</b> \$	
Working capital (Equity)		<b>S</b>	<b>☑</b> <u>\$ 770,000</u>	
Other (specify): Purchase of patents and In	tellectual Property	<b>S</b>	<b>☑</b> \$ 200,000	
		□ \$	<b>-</b> s	
Column Totals	<u> </u>	□\$	□ <u>\$ 1,170,000</u>	
Total Payments Listed (column totals added	i)		<u>\$ 1,170,000</u>	
	D. FEDERAL SIGNATURE			
	the undersigned duly authorized person. If this notice is the U.S. Securities and Exchange Commission, upon writter aragraph (b)(2) of Rule 502.			
rint or Type)	Signature O	Date		
oughput Genomics, Inc.	nti	January 30, 2002		
Signer (Print or Type) . Seligmann	Title of Signer (Print or Type) President			

**ATTENTION** 

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

		See Appendix, Column 5, for state response.									
2.	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.										
3.	. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.										
4.	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 is filed and understands that the issuer claiming the availability of this exemption has the burden 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.										
Is	suer (Print or Type)	Signature	Date								
Hi	gh Throughput Genomics, Inc.	mai '	January 30, 2002								
	ame (Print or Type) Title (Print or Type) ruce E. Seligmann President										

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

 $\square$ 

### 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.

1				A	PPENDIX					
l°		2	3			4		5		
	to non-a	d to sell accredited rs in State 3-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)		
				Number of Accredited		Number of Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
AL								<u> </u>	<u> </u>	
AK								-		
			Series A Convertible Preferred Stock							
AZ		X	\$1,125,001.05	2	\$1,125,001.05	0		<del> </del>	X	
AR										
CA	***									
CO										
СТ								<u> </u>	-	
DE										
DC										
FL										
GA										
ні			-	•						
ID										
IL										
IN										
IA										
KS										
KY				7.70			***************************************			
LA										
ME										
MD										
MA		х	Series A Convertible Preferred Stock \$124,999.78	1	\$124,999.785	0			х	
MI				*****						
MN										
МО										
MS					-					
MT							· · · · · · · ·			
NC				-						
ND				· · · · · · · · · · · · · · · · · · ·			*			
NE	i									

	APPENDIX									
1	Intend to non-a investor	2 to sell accredited in State 3-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)			under St (if ye: explat waiver	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
NH										
NJ										
NM					1	7				
NV										
NY										
ОН										
OK										
OR										
PA_										
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sc		ļ. <u> </u>					· <del>-</del>			
SD							<del>-</del>			
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UT										
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WA										
WV WI	····									
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PR										
		L	L	1	<del></del>	<u>l</u>			L	