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SEC 1972 (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 state exemption unless such exemption is predicated on the filing of a federal notice.

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2002

Estimated average burden hours per response...1

**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 "MYSTIC LIZARD ENTERTAINMENT, LLC" Regulation D Offering

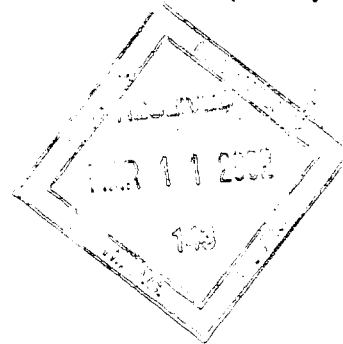
Filing Under (Check box(es) that apply):

[X] Reg D 504 [] [] [] Section 4(6)
[] ULOE

Type of Filing: [X] New Filing [] Amendment

1170306

21-41695



PROCESSED

APR 03 2002

P THOMSON
FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer: Mystic Lizard Entertainment, LLC.

Address of Executive Offices: 99 Hillside Ave., Suite 18 D, New York, NY 10040

Telephone Number: (212) 569 7573

Address of Principal Business Operations: 99 Hillside Ave., Suite 18 D, New York, NY 10040

Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business: film and video production company and marketing of merchandising featured in the films.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year
[02] [2002] [X] 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) [NY] []

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under 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 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 in the notice constitutes a part of this notice and must be completed.

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.

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

Full Name: Voy Sobon

Business or Residence Address: 99 Hillside Avenue, Ste 18 D; New York, NY 10040

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

(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

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$5,000

3. Does the offering permit joint ownership of a single unit?.....

☒ Yes

☐ 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)

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 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 Offering Price Sold	Aggregate Amount Already
Debt	\$ 0
	\$ 0
Equity	\$ 0
	\$ 0
[] Common [] Preferred	
Convertible Securities (including warrants)	\$ 0
	\$ 0
Partnership Interests	\$ 0
	\$ 0
Other (Specify: Membership Units)	\$ 0
	\$ 0
Total .200,000.....	\$ 0
	\$ 0

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 , 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."

Dollar Amount of Purchases	Number Investors Aggregate
Accredited Investors	0
	\$ 0
Non-accredited Investors	0
	\$ 0
Total (for filings under Rule 504 only)	0
	\$ 0

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

3. If this filing is for an offering under or , 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.

Type of offering Amount Sold	Type of Security	Dollar
Rule 505	0	
	\$ 0	
.....	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 amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]	\$ 0
Printing and Engraving Costs	[X]	\$500,00
Legal Fees	[]	\$ 0
Accounting Fees	[]	\$ 0
Engineering Fees	[]	\$ 0
Sales Commissions (specify finders' fees separately)	[X]	\$100,000
Other Expenses (identify) offering preparation expense	[X]	\$1,250,00
Total	[X]	\$101,750

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."

\$898,250

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

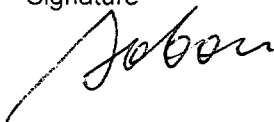
Salaries and fees	[X]\$170,000
\$ _____	[]
Purchase of real estate	[]
\$ _____	[]
Purchase, rental or leasing and installation of machinery and equipment	[X]\$50,000
\$ _____	
Construction or leasing of plant buildings and facilities.....	[]
\$ _____	[]
Acquisition of other businesses (including the 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)	[]
\$ _____	[]
Repayment of indebtedness	[]
\$ _____	[]
Working capital	[X]\$600,000
\$ _____	
Other (specify):office space rent, office suply etc.	[X]\$78,250
[] \$ _____	
_____	[]
_____	[]
\$ _____	
\$ _____	
Column Totals	[]
\$ _____	
\$ _____	
Total Payments Listed (column totals added)	[X]\$898,250

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 , 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

Issuer: **Voy Sobon**

Signature

A handwritten signature in black ink, appearing to read "Sobon", written over a horizontal line.

Date: March 5th, 2002

Name of Signer: **Voy Sobon**

Title of Signer: President

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?

☒ No
☐ Yes

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. 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: **Mystic Lizard Entertainment, LLC .**

Signature



Date

03.05.2002

Name of Signer: **Voy Sobon**

Title President

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 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)

State	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
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