

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 General and/or Managing Partner

Full Name (Last name first, if individual)

Michael Thomas

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

436 - 14th Street, Oakland, CA 94612-2703

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

Full Name (Last name first, if individual)

John Barbera

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

436 - 14th Street, Oakland, CA 94612-2703

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

Full Name (Last name first, if individual)

Michael Bealmear

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

436 - 14th Street, Oakland, CA 94612-2703

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

Full Name (Last name first, if individual)

Peter Milne

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

436 - 14th Street, Oakland, CA 94612-2703

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

Full Name (Last name first, if individual)

Lloyd Ruth

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

436 - 14th Street, Oakland, CA 94612-2703

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

Full Name (Last name first, if individual)

Mike Salter

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

436 - 14th Street, Oakland, CA 94612-2703

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

Full Name (Last name first, if individual)

John Cunningham

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

436 - 14th Street, Oakland, CA 94612-2703

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

Full Name (Last name first, if individual)

Mike Makowski

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

436 - 14th Street, Oakland, CA 94612-2703

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

Full Name (Last name first, if individual)

Ken Voss

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

436 - 14th Street, Oakland, CA 94612-2703

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

Full Name (Last name first, if individual)

MVP III Support Fund, L.P

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

Corporate 500 Centre, 520 Lake Cook Road, Suite 450, Deerfield, IL 60015

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

Full Name (Last name first, if individual)

MGN Opportunity Group LLC

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

801 Second Avenue, Suite 801, Seattle, WA 98104

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

Full Name (Last name first, if individual)

Sprout Growth II, L.P.

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

277 Park Avenue, 21st Floor, New York, NY 10172

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

Full Name (Last name first, if individual)

Abbot Group plc

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

Minto Drive, Altens, Aberdeen, AB12 3LW, United Kingdom

(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?..... \$ None

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. NONE

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	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0.00	\$ 0.00
Equity...2,550,000 shares of Series E Preferred at \$1.00 per share and 11,475 shares of Series Q Preferred, in exchange for Common Stock on a 1-for-1 basis*	\$ 2,550,000.00	\$ 2,248,661.00
[] Common [X] Preferred		
Convertible Securities (including Warrants).....	\$ 0.00	\$ 0.00
Partnership Interests	\$ 0.00	\$ 0.00
Other (Specify _____)	\$ 0.00	\$ 0.00
Total	\$ 2,550,000.00	\$ 2,248,661.00

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	4	\$ 2,244,260.00
Non-accredited Investors	10	\$ 4,401.00
Total (for filings under Rule 504 only)	14	\$ 2,248,661.00

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, 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	_____	\$ _____
Total	_____	\$ _____

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]	\$ 0.00
Printing and Engraving Costs	[X]	\$ 0.00
Legal Fees	[X]	\$ 50,000.00
Accounting Fees	[X]	\$ 0.00
Engineering Fees	[X]	\$ 0.00
Sales Commissions (specify finders' fees separately)	[X]	\$ 0.00
Other Expenses (identify)	[X]	\$ 0.00
Total	[X]	\$ 50,000.00

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."

\$2,500,000.00

*

The Company is issuing one share of Series Q Preferred Stock in exchange for each share of Common Stock surrendered. Although the Series Q Preferred Stock carries a liquidation preference of \$1,000 per share, such preference is not reflective of the fair market value of such Common Stock. Further, this exchange portion of the offering does not add any particular value to the transaction; consequently, no dollar amount is allocated to the exchange portion of the offering.

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).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$2,500,000.00
Other specify):	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$2,500,000.00

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) Spear Technologies, Inc.	Signature <i>John W. Barbera</i>	Date February 6, 2002
Name of Signer (Print or Type) John Barbera	Title of Signer (Print or Type) Secretary	

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 [X]

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 (Print or Type) Spear Technologies, Inc.	Signature <i>John W. Barbera</i>	Date February 6, 2002
Name of Signer (Print or Type) John Barbera	Title (Print or Type) Secretary	

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									
AK									
AZ									
AR									
CA	X		Series E Preferred Stock \$1.00	0	0	6	\$1,923		X
CO	X		Series E Preferred Stock \$1.00	0	0	2	\$582		X
CT	X		Series E Preferred Stock \$1.00	0	0	1	\$746		X
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	Series E Preferred Stock \$1.00	2	\$365,898	0	0		X
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									

MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR	X		Series E Preferred Stock \$1.00	0	0	1	1,150		X
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA		X	Series E Preferred Stock \$1.00	1	\$118,222	0	0		X
WV									
WI									
WY									
PR									