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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.

REC'D S.E.C.
MAY 26 2002
1086
OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1

PROCESSED

P APR 05 2002

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

21-41796

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.)
Guaranteed Promissory Notes Offering (Diveo, Inc.)

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

**A.1. BASIC IDENTIFICATION DATA FOR
DIVEO, INC. AND GUARANTORS**

1. Enter the information requested about the issuer

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

Diveo, Inc. as issuer of notes

Guarantors* of notes as issuers

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
One Financial Plaza, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

Provider of carrier class local broadband data, internet, voice and video services to corporate end users in the major urban markets of Latin America.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year
[0][6] [9][9] 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) [D][E]

*The entities listed below are guaranteeing the notes issued by Diveo, Inc. Each of these entities is organized under the laws of Delaware, and certain information regarding such entities is set forth herein.

Diveo Broadband Networks, Inc.
Diveo Argentina, Inc.
Diveo Brazil, Inc.
Diveo Colombia, Inc.
Diveo Data Centers (USA), Inc.
Diveo Mexico, Inc.
Diveo Panama, Inc.
Diveo Peru, Inc.
Diveo Uruguay, Inc.
Diveo USA, Inc.
Diveo Ventures/Megalink, Inc.

In addition, the following wholly-owned subsidiaries of Diveo, Inc., each of which is organized under the laws of a foreign jurisdiction, also are guaranteeing the notes issued by Diveo, Inc.:

Comutação Digital Ltda.
Diveo Argentina S.A.
Diveo de Colombia Ltda.
Diveo de Panama S.A.
Diveo de Brasil Telecomunicações Ltda
Diveo Internet de Mexico, S. de R.L. de C.V.
Diveo Telecomunicaciones del Peru S.R.L.
Eritown Corporation Argentina S.A.
INEA Internet S.A.
Servicios Administrativos a Prestadores de Internet, S.C.

**A-2 BASIC IDENTIFICATION DATA FOR
GUARANTORS**

1. Enter the information requested about the issuers:

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

Diveo Broadband Networks, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
c/o Diveo Broadband Networks, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

Provider of carrier class local broadband data, internet, voice and video services to corporate end users in the major urban markets of Latin America.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year 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) [D][E]

**A-3 BASIC IDENTIFICATION DATA FOR
GUARANTORS**

1. Enter the information requested about the issuers:

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

Diveo Argentina, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
c/o Diveo Broadband Networks, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

Provider of carrier class local broadband data, internet, voice and video services to corporate end users in the major urban markets of Latin America.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year [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) [D][E]

**A-4 BASIC IDENTIFICATION DATA FOR
GUARANTORS**

1. Enter the information requested about the issuers:

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

Diveo Brazil, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
c/o Diveo Broadband Networks, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

Provider of carrier class local broadband data, internet, voice and video services to corporate end users in the major urban market of Latin America.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year [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) [D][E]

**A-5 BASIC IDENTIFICATION DATA FOR
GUARANTORS**

1. Enter the information requested about the issuers:

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

Diveo Colombia, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
c/o Diveo Broadband Networks, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

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Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year [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) [D][E]

**A-6 BASIC IDENTIFICATION DATA FOR
GUARANTORS**

1. Enter the information requested about the issuers:

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

Diveo Data Centers (USA), Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
c/o Diveo Broadband Networks, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

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Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year [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) [D][E]

**A-7 BASIC IDENTIFICATION DATA FOR
GUARANTORS**

1. Enter the information requested about the issuers:

1.G. Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Diveo Mexico, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
c/o Diveo Broadband Networks, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

Provider of carrier class local broadband data, internet, voice and video services to corporate end users in the major urban markets of Latin America.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year [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) [D][E]

**A-8 BASIC IDENTIFICATION DATA FOR
GUARANTORS**

1. Enter the information requested about the issuers:

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

Diveo Panama, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
c/o Diveo Broadband Networks, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

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Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year 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) [D][E]

**A-9 BASIC IDENTIFICATION DATA FOR
GUARANTORS**

1. Enter the information requested about the issuers:

1.I. Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Diveo Peru, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
c/o Diveo Broadband Networks, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

Provider of carrier class local broadband data, internet, voice and video services to corporate end users in the major urban markets of Latin America.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year 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) [D] [E]

**A-10 BASIC IDENTIFICATION DATA FOR
GUARANTORS**

1. Enter the information requested about the issuers:

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

Diveo Uruguay, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
c/o Diveo Broadband Networks, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

Provider of carrier class local broadband data, internet, voice and video services to corporate end users in the major urban markets of Latin America.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year [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) [D][E]

**A-11 BASIC IDENTIFICATION DATA FOR
GUARANTORS**

1. Enter the information requested about the issuers:

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

Diveo USA, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
c/o Diveo Broadband Networks, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

Provider of carrier class local broadband data, internet, voice and video services to corporate end users in the major urban markets of Latin America.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year [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) [D][E]

**A-12 BASIC IDENTIFICATION DATA FOR
GUARANTORS**

1. Enter the information requested about the issuers:

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

Diveo Ventures/Megalink, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc. Area Code)
c/o Diveo Broadband Networks, 100 SE Third Avenue, Suite 1700, Ft. Lauderdale, Florida 33394 (954) 462-2210

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

Brief Description of Business

Provider of carrier class local broadband data, internet, voice and video services to corporate end users in the major urban markets of Latin America.

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year 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) [D][E]

**A-13 BASIC IDENTIFICATION DATA FOR
DIVEO, INC. AND GUARANTORS^{1/}
(OTHER THAN DIVEO BROADBAND NETWORKS)**

2. Enter the information requested for the following:

1. Each promoter of the issuer, if the issuer has been organized within the past five years;
2. 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;
3. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
4. 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)

Mosquera, Juan

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

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

Full Name (Last name first, if individual)

Garcia, Oscar

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

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

Full Name (Last name first, if individual)

Souza, Fabian

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

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

Full Name (Last name first, if individual)

Lago, Victor A.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

^{1/} Diveo, Inc. and the guarantors (other than DBN) have the same officers and the same director, and each is a wholly-owned subsidiary of DBN.

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

Full Name (Last name first, if individual)

Diveo Broadband Networks, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
Diveo Broadband Networks, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**A-14 BASIC IDENTIFICATION DATA FOR
DIVEO BROADBAND NETWORKS, INC.**

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.

2. Enter the information requested for the following:

1. Each promoter of the issuer, if the issuer has been organized within the past five years;
2. 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;
3. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
4. 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)
Mosquera, Juan

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

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

Full Name (Last name first, if individual)
Garcia, Oscar

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**A-14 BASIC IDENTIFICATION DATA FOR
DIVEO BROADBAND NETWORKS, INC.**

2. Enter the information requested for the following:

1. Each promoter of the issuer, if the issuer has been organized within the past five years;
2. 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;
3. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
4. Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)
Souza, Fabian

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)
Lago, Victor A.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)
Minella, Denis

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**A-14 BASIC IDENTIFICATION DATA FOR
DIVEO BROADBAND NETWORKS, INC.**

2. Enter the information requested for the following:

1. Each promoter of the issuer, if the issuer has been organized within the past five years;
2. 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;
3. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
4. 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)
Puritz, Scott

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

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

Full Name (Last name first, if individual)
Yohai, Sam

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

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

Full Name (Last name first, if individual)
Gunter, Jonathan

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Diveo, Inc., One Financial Plaza, 100 SE Third Avenue, Suite 700, Ft. Lauderdale, Florida, 33394

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

Full Name (Last name first, if individual)
OneLiberty Fund IV,L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o One Liberty Ventures, Inc., 150 Cambridge Park Drive, 10th Floor, Cambridge, MA 02140

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**A-14 BASIC IDENTIFICATION DATA FOR
DIVEO BROADBAND NETWORKS, INC.**

2. Enter the information requested for the following:

1. Each promoter of the issuer, if the issuer has been organized within the past five years;
2. 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;
3. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
4. 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)
GS Capital Partners III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
85 Broad Street, New York, NY 10004

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

Full Name (Last name first, if individual)
GS Capital Partners III Offshore, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)
85 Broad Street, New York, NY 10004

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
 [] [X]

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

2. What is the minimum investment that will be accepted from any individual?..... US\$ 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..... N/A

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]

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 Sum of Notes	Amount of Notes Already Issued
Debt: Issuance of Promissory Notes (guaranteed separately)(Guaranteed Notes) ^{2/}	US\$ <u>125,972,073.43</u>	US\$ <u>125,972,073.43</u>
Equity.....	US\$ <u>0</u>	US\$ <u>0</u>
<input type="checkbox"/> Common Stock		
<input type="checkbox"/> Preferred Stock:		
Convertible Securities/warrants:	US\$ <u>0</u>	US\$ <u>0</u>
Partnership Interests	US\$ <u>0</u>	US\$ <u>0</u>
Other (Specify _____).	US\$ <u>0</u>	US\$ <u>0</u>
Total.....	US\$ <u>125,972,073.43</u>	US\$ <u>125,972,073.43</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 Notes Issued
Accredited Investors	<u>1</u>	US\$ <u>125,972,073.43</u>
Non-accredited Investors	<u>0</u>	US\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	US\$ <u>N/A</u>

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

^{2/} In connection with the restructuring of Diveo, Inc.'s outstanding debt, Diveo, Inc. issued the following promissory notes to Ericsson Credit A.B. ("Ericsson"): (a) two Tranche A Notes in the amounts of US\$59,853,007.81 and US\$1,869,065.62; (b) two Tranche B Notes in the amounts of US\$11,500,000 and US\$450,000; (c) two Tranche E Notes in the amounts of US\$1,000,000 and US\$15,000,000 and (d) a Carry-Over Note in the amount of \$36,300,000.

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	<input type="checkbox"/> US\$ <u>0</u>
Printing and Engraving Costs.....	<input type="checkbox"/> US\$ <u>0</u>
Legal Fees	<input checked="" type="checkbox"/> US\$ <u>375,000</u>
Accounting Fees.....	<input type="checkbox"/> US\$ <u>0</u>
Engineering Fees.....	<input type="checkbox"/> US\$ <u>0</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/> US\$ <u>0</u>
Other Expenses (identify)	<input checked="" type="checkbox"/> US\$ <u>125,000</u>
Total.....	<input checked="" type="checkbox"/> US\$ <u>500,000</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."

US\$ 125,972,073.43^{3/}

^{3/} No cash was received or exchanged in this offering. The promissory notes were issued in connection with the restructuring of outstanding debt of Diveo, Inc. to Ericsson Credit AB. All expenses provided in Part C-4.a. were paid out of available cash.

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.....	[] US\$ <u>0</u>	[] US\$ <u>0</u>
Purchase of real estate.....	[] US\$ <u>0</u>	[] US\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	[] US\$ <u>0</u>	[] US\$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	[] US\$ <u>0</u>	[] US\$ <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).....	[] US\$ <u>0</u>	[] US\$ <u>0</u>
Repayment of indebtedness: Promissory Notes were issued for amounts borrowed by, or services provided to <u>Diveo</u>	[] US\$ <u>0</u>	[] US\$ <u>0</u>
Working capital.....	[] US\$ <u>0</u>	[] US\$ <u>0</u>
Other (specify) ⁴ / ₇	[] US\$ <u>0</u>	[X] US\$ <u>125,972,073.43</u>
Column Totals.....	[] US\$ <u>0</u>	[X] US\$ <u>125,972,073.43</u>
Total Payments Listed (column totals added).....		[X] US\$ <u>125,972,073.43</u>

⁴/₇ No cash was received or exchanged in this offering. The promissory notes were issued in connection with the restructuring of outstanding debt of Diveo, Inc. to Ericsson Credit AB.

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 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 and Guarantor/Issuers (Print or Type)	Signature	Date
Diveo, Inc. (Issuer of Promissory Notes) and Guarantors as Issuers* Diveo Argentina, Inc. (Guarantor/Issuer) Diveo Brazil, Inc. (Guarantor/Issuer) Diveo Broadband Networks, Inc. (Guarantor/Issuer) Diveo Columbia, Inc. (Guarantor/Issuer) Diveo Data Centers (USA), Inc. (Guarantor/Issuer) Diveo Mexico, Inc. (Guarantor/Issuer) Diveo Panama, Inc. (Guarantor/Issuer) Diveo Peru, Inc. (Guarantor/Issuer) Diveo Uruguay, Inc. (Guarantor/Issuer) Diveo USA, Inc. (Guarantor/Issuer) Diveo Ventures/Megalink, Inc. (Guarantor/Issuer)		March 22, 2002
Name of Signer (Print or Type) Oscar Garcia	Title of Signer (Print or Type) Treasurer	

* The entities are listed above.

ATTENTION

Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)