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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.

REC'D S.E.C.
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1



02030843

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY
Prefix [] Serial []
DATE RECEIVED

PROCESSED

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

COSMOPOLITAN EXCHANGE, CORP.

MAY 01 2002

THOMSON
FINANCIAL

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

[] Rule 504 [X] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] 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.)

JOHN M. SARICH

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number

8510 LAKE POINT DR. FRANKLIN, WI 53132 414-427-8649

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

SAME ADDRESS

Brief Description of Business

DESIGN, MANUFACTURE & MARKET
ELECTRIC SHOES, ELECTRIC GARMENTS & PERSONAL
ELECTRONICS. (PLEASE SEE ATTACHMENT)

Type of Business Organization

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

Month Year
Actual or Estimated Date of Incorporation or Organization: [0]3] [0]2] Actual [] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: WI
CN for Canada; FN for other foreign jurisdiction) W] I]

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 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 General and/or Managing Partner

Full Name (Last name first, if individual) SARICH JOHN M.

Business or Residence Address (Number and Street, City, State, Zip Code) 8510 LAKE POINT DR. FRANKLIN, WI 53132, USA

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

Full Name (Last name first, if individual) ALEX NILOV (NILOV, ALEX)

Business or Residence Address (Number and Street, City, State, Zip Code) 9023 25th AVE, KENOSHA, WI 53143, USA

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)

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

Apply: Owner Officer 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 [X] No []

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

2. What is the minimum investment that will be accepted from any individual?..... \$1000

3. Does the offering permit joint ownership of a single unit?..... Yes [X] 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)

NILOV ALEXANDR (Lead Investor)

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

9023, 25th AVE, KENOSHA, WI 53143, USA

Name of Associated Broker or Dealer

ALEXANDR NILOV

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[X] 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	Aggregate Offering Price	Amount Already Sold
Debt <u>NONE</u>	\$ <u>-0-</u>	\$ <u>-0-</u>
Equity <u>500,000 COMMON SHARES</u>	\$ <u>5,000,000</u>	\$ <u>-0-</u>
<input checked="" type="checkbox"/> Common [] Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
* Partnership Interests <u>4,500 SHARES COMMON</u>	\$ _____	\$ <u>45,000</u>
* Other (Specify <u>SALES DIRECTORS</u>).	\$ _____	\$ _____
Total	\$ <u>5,000,000</u>	\$ <u>45,000</u>

* PARTNERSHIP INTERESTS & SALES DIRECTORS ARE THE SAME THING. SALES DIRECTORS ARE TERRITORY DISTRIBUTORS July 4-4-2002

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 <u>NONE</u>	<u>- 0 -</u>	\$ <u>- 0 -</u>
Non-accredited Investors <u>3 DISTRIBUTOR DIR.</u>	<u>3</u>	\$ <u>45,000</u>
Total (for filings under Rule 504 only)		\$ _____

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 Security	Dollar Amount Sold
Type of offering		
Rule 505 <u>NONE</u>	<u>- 0 -</u>	\$ <u>- 0 -</u>
Regulation A		\$ _____
Rule 504 <u>NONE</u>	<u>- 0 -</u>	\$ <u>- 0 -</u>
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	[] \$ _____
Printing and Engraving Costs	[] \$ _____
Legal Fees	[] \$ _____
Accounting Fees	[] \$ _____
Engineering Fees	[] \$ _____
Sales Commissions (specify finders' fees separately)	[] \$ <u>100,000</u>
Other Expenses (identify) <u>10,000 COMMON SHARES</u>	[] \$ <u>100,000</u>
Total	[] \$ <u>200,000</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."

\$ 4,800,000

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	[] \$ 1,000,000	[] \$ -0-
Purchase of real estate	[] \$ -0-	[] \$ -0-
Purchase, rental or leasing and installation of machinery and equipment	[] \$ -0-	[] \$ 1,000,000
Construction or leasing of plant buildings and facilities.....	[] \$ -0-	[] \$ 1,000,000
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)	[] \$ -0-	[] \$ 100,000
Repayment of indebtedness	[] \$ (100,000)	[] \$ (-0-)
Working capital	[] \$ 800,000	[] \$
Other (specify): <u>TECHNOLOGY LICENSE</u> <u>PER PATENT NO: 6,281,594</u>	[] \$ 1,000,000	[] \$
Column Totals	[] \$ 2,700,000	[] \$ 2,100,000
Total Payments Listed (column totals added)	[] \$ 4,800,000	

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) JOHN M. SARICH	Signature <i>John M. Sarich</i>	Date 4-4-2002
Name of Signer (Print or Type) JOHN M. SARICH	Title of Signer (Print or Type) President & CEO	

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

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) JOHN M. SARICH	Signature <i>John M. Sarich</i>	Date 4-4-2002
Name of Signer (Print or Type) JOHN M. SARICH	Title (Print or Type) President & CEO	

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) COMMON SHARES \$10 EACH	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		X	100,000		100,000				X
AK		X	100,000		100,000				X

AZ	X	100,000	100,000			X
AR	Y	Y	Y			Y
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	Y	Y	Y			Y

WY	X	100,000	100,000			X
PR	X	100,000	100,000			X

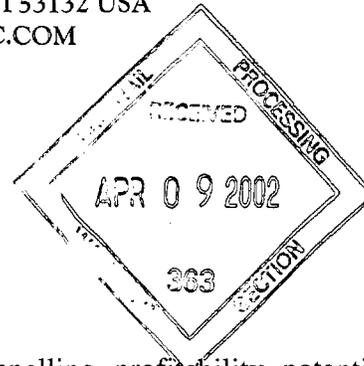
<http://www.sec.gov/divisions/corpfin/forms/d.htm>
Last update: 08/27/1999

COSMOPOLITAN EXCHANGE CORP.

P. O. BOX 320333, FRANKLIN, WI 53132 USA

E-MAIL; COXCO@EXECPC.COM

TEL; 414-427-8649



04-04-2002

U. S. SECURITIES AND EXCHANGE COMMISSION
450 FIFTH STREET, N.W.
WASHINGTON, D. C. 20549, USA

Subject; REGISTRATION D, UNDER THE RULE 230.505

We have made major technological breakthroughs, with compelling profitability potential and are now registering 500,000 Common Shares at \$10.00 each for an Aggregate Investment of \$5,000,000. These shares will appreciate anywhere from 300% to 1,000% within a 3 to 5 year period. The appreciation of these Common Shares, is based on the following projections:

3 YEAR PROJECTIONS OF GROSS EARNINGS:

(ALL FIGURES IN US DOLLARS)

APPLICATION \ YR.	YEAR 1	YEAR 2	YEAR 3
HEALTHCARE	5,000,000	10,000,000	50,000,000
COMMUNICATIONS	5,000,000	20,000,000	100,000,000
POWER TOOLS	2,000,000	5,000,000	10,000,000
RETAIL	10,000,000	100,000,000	1,500,000,000
GOVERNMENT	2,000,000	5,000,000	10,000,000
DISTRIBUTORS	1,000,000	10,000,000	500,000,000
TOTALS	25,000,000	150,000,000	2,170,000,000

Our products include: Electric Shoes, Electro-Conductive Apparel and extensive line of Personal Electronics. The purpose of our products is to provide to every customer free and portable electricity up to 24W for a period up to 10,000 times longer than any Battery. Following are the applications for our technology, hereafter referred to as **E-Person**:

1. **Medical, Biomedical & Dental:** E-Person for the Portable Heart Monitors, Artificial Heart, Heart Pacers, TENS for Back Pain, Diabetic Foot, Myoelectric Prostheses, Portable Pregnancy Monitors, Dental & Hygienist's Instruments, Infusion Pumps, Integral Sphygmomanometers, IR Detectors, etc.
2. **Communications:** E-Person for the Lap Tops with Wireless Internet, Cell Phones, Camcorders, TV Cameras, Digital Cameras, Palm Pilots, Pagers, Radios, CD Players, Portable TV's, etc.
3. **Hand Power Tools:** E-Person for the Portable Construction Tools, Industrial Tools, Assembly Line Tools, Maintenance Tools, Automotive, Aircraft & Marine Service Tools, Jewelers Instruments, Personal Care & Barbershop Equipment, etc.
4. **Retail Applications:** We have surveyed 125 Retailers and received well above average and near extreme demand for the E-Person Systems. (Population of 125 samples assures 99% confidence level.)
5. **Government Applications:** E-Person for Department of Defense, Department of Justice, NATO Countries & other friendly Governments, NASA, Veterans Affairs, Department of Agriculture, Food & Drug, Environmental Protection Agency, etc.
6. **Home Based Distributors:** With an explosion of Home Based Businesses, we will establish a National Network of 10,000 Home Based Distributors and another 20,000 Home Based Distributors around the Globe to sell and service our E-Person Systems to all customers private and public.

COSMOPOLITAN EXCHANGE CORP.

P. O. BOX 320333, FRANKLIN, WI 53132 USA

E-MAIL; COXCO@EXECPC.COM

TEL; 414-427-8649

Page 2 of 2

CO-X-CO to US-SEC (dated; 04/04/2002)

The Investment Capital will be used to establish Global Operations on all Continents. All major suppliers are lined up, as well as major customers, including Fortune 10 Corporations. We have visited 200 customers who have exhibited above average and near extreme demand to place our products on their store shelves, or incorporate them into their product lines.

MANAGEMENT: Our Management Team includes such diverse experts as Five Doctors, Scientists, Executives, Managers and Engineers with well over 100 years of experience at such premier businesses as Fortune 10 Corporations, Global Retailers and Governments. Additional information may be available if a Confidentiality Agreement is signed first.

PRODUCTS: We have developed three main Product Families. These include;

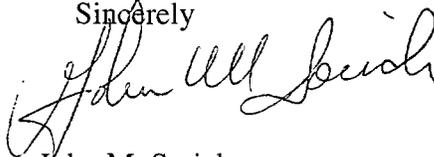
- a) Shoes and Footwear that Generate Electricity as long as the user wears them. Our Shoes convert human physical energy into the free, usable and continuous electrical power.
- b) Apparel, Work Uniforms, Outerwear, Sportswear and Accessories all of which Conduct Electricity to every part of human body from head to toes.
- c) Personal Electronic Devices that will include Heart Monitors, TENS (Transcutaneous Electrical Nerve Stimulators for Sports & Medicine), Myoelectric Prostheses, Integral Sphygmomanometers (Vital Signs Cuff), Diabetic Footwear, Dental Instruments, Cell Phones, Palm Pilots, Lap Tops, Power Tools, Home and Garden Tools,

PRODUCT ENGINEERING: Engineering Dpt. Designs Products that are demanded by customers and reduce them to practical, definitive and reproducible product features that are reliable and exceed customers' expectations.

PROCUREMENT: We place major emphasis on a strategic subcontract manufacturing that will be rated regularly for price, quality, delivery, service and support.

MARKETING: Our Global Target Market includes all persons who need portable and continuous supply of Low Voltage Electrical Current. This will include Healthcare, Communications, Industrial & Skilled Trades, Government Services, Home & Garden, Sports, Hobbies and Entertainment applications. We will establish Nationwide as well as International Network of Home Based Distributors as stated above, who will sell, service and represent our products a front of all customers private and public in their select and company approved territories.

Sincerely



John M. Sarich
President & CEO
CO-X-CO