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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.

Handwritten stamp: APR 29 2002

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

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

FORM D

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

PROCESSED

MAY 10 2002

THOMSON FINANCIAL

Table with SEC USE ONLY header, Prefix, Serial, DATE RECEIVED

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

COSMOPOLITAN EXCHANGE, CORP.

Filing Under (Check box(es) that apply): [ ] Rule 504 [X] Rule 505 [ ] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [ ] New Filing [X] 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 (Including Area Code) (Number and Street, City, State, Zip Code) Telephone Number

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

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

SAME ADDRESS SAME NUMBER

Brief Description of Business DESIGN, MFG. & MARKET: EL. SHOES, EL. GARMENTS, PERSONAL ELECTRONICS, ENERGY, FURNITURE TRANSPORTATION, FOODS. (PLEASE SEE ATTACHED)

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Type of Business Organization

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

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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: *WI*  
CN for Canada; FN for other foreign jurisdiction)                      [w] [I]

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**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.

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**A. BASIC IDENTIFICATION DATA**

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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) NILOV, ALEX

Business or Residence Address (Number and Street, City, State, Zip Code)  
9023 25<sup>TH</sup> 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  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  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, Director

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

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]
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- [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 .....	\$ _____	\$ _____
Other (Specify <u>DIRECTORS</u> ) .....	\$ _____	\$ <u>49,000</u>
Total .....	\$ <u>5,000,000</u>	\$ <u>49,000</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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	- 0 -	\$ - 0 -
Non-accredited Investors .....	3	\$ 47,000
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 offering	Type of Security	Dollar Amount Sold
Rule 505 .....	- 0 -	\$ - 0 -
Regulation A .....		\$
Rule 504 .....	- 0 -	\$ - 0 -
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 .....	<input checked="" type="checkbox"/>	\$
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$
Legal Fees .....	<input checked="" type="checkbox"/>	\$
Accounting Fees .....	<input checked="" type="checkbox"/>	\$
Engineering Fees .....	<input checked="" type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately) 10,000 SHARES	<input checked="" type="checkbox"/>	\$ 100,000
Other Expenses (identify) DIRECTOR'S FEES	<input type="checkbox"/>	\$ 100,000
Total .....	<input type="checkbox"/>	\$ 200,000

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." .....

\$ 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 -	[ ] \$ - 0 -
Repayment of indebtedness .....	[ ] \$ - 0 -	[ ] \$ 100,000
Working capital .....	[ ] \$ 700,000	[ ] \$ - 0 -
Other (specify): <u>TECHNOLOGY LICENSE</u> <u>PER PATENT NUMBER 6,281,594</u>	[ ] \$ 1,000,000	[ ] \$ - 0 -
	[ ] \$ - 0 -	[ ] \$ - 0 -
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) <b>JOHN M. SARICH</b>	Signature <i>John M. Sarich</i>	Date <b>4-19-02</b>
Name of Signer (Print or Type) <b>JOHN M. SARICH</b>	Title of Signer (Print or Type) <b>President &amp; CEO</b>	

<b>ATTENTION</b>
<b>Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)</b>

**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) <b>JOHN M. SARICH</b>	Signature <i>John M. Sarich</i>	Date <b>4-19-02</b>
Name of Signer (Print or Type) <b>JOHN M. SARICH</b>	Title (Print or Type) <b>President &amp; CEO</b>	

**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
			<b>COMMON SHARES @ \$10 EACH</b>						
AL		X	<b>100,000</b>		<b>100,000</b>				X
AK		X	<b>100,000</b>		<b>100,000</b>				X

AZ	X	100 000	100,000		X
AR	∨	∨	∨		∨
CA					
CO					
CT					
DE					
DC					
FL					
GA					
HI					
ID					
IL					
IN					
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OH					
OK					
OR					
PA					
RI					
SC					
SD					
TN					
TX					
UT					
VT					
VA					
WA					
WV					
WI	∨	X	∨		∨

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

04-19-2002

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



**Subject; AMENDMENT 001 to REGISTRATION D, UNDER THE RULE 230.505**

(Original Mailed to SEC on 04-04-2002)

Dear Ladies and Gentlemen

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.

**PRODUCTS:** The CO-X-CO Products are divided into the following Families of Proprietary Technologies;

1. **MICRO-ENERGY SYSTEMS;** Electric Shoes, Electric Garments, & Personal Electronics.
2. **MACRO-ENERGY SYSTEMS;** Space-Based Energy Systems.
3. **HEALTHCARE FURNITURE;** Allergen-Free Furniture for Home, Healthcare & Various Institutions.
4. **AERODYNAMIC & THERMODYNAMIC TECHNOLOGIES;** For All Transportation Industries.
5. **ORGANIC CUISINE;** 100% Organic Cuisine with Aromatic Antioxidants, a frozen foods product line.

The Common Shares' appreciation is based on the following composite projections:

## **5 YEAR COMPOSITE PROJECTIONS FOR ALL PRODUCT FAMILIES**

(All Figures in Millions of US Dollars; 000,000 deleted)

PRODUCTS, \$/YR	\$/YEAR 1	\$/YEAR 2	\$/YEAR 3	\$/YEAR 4	\$/YEAR 5
MICRO-ENERGY	25	150	2,170	5,000	10,000
MACRO-ENERGY	0.0	0.0	10	10,000	100,000
HEALTH-FURNTR	0.0	5	15	20	25
AERO & THERMO	0.0	1	5	10	15
ORGNC CUISINE	1	5	10	15	20
TOTALS	26	161	2,210	15,045	110,060

1. **MICRO-ENERGY PRODUCTS:** We have developed three main Product Families. These include;
  - Electric Shoes and Footwear that Generate Electricity as long as user wears them. Our Shoes convert human physical energy into the free, usable and continuous electrical power, 10,000 times longer than any battery.
  - Apparel, Work Uniforms, Outerwear, Sportswear and Accessories all of which Conduct Electricity to every part of human body from head to toes.
  - 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, etc.

# COSMOPOLITAN EXCHANGE CORP.

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

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The annual sales projections for the Micro-Energy Product Line are as follows:

## MICRO-ENERGY SYSTEM'S 3 YEAR PROJECTIONS OF GROSS EARNINGS:

(ALL FIGURES IN US DOLLARS FOR MICRO ENERGY SYSTEMS ALLONE)

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

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.

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 expressed 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, Directors, 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.

# COSMOPOLITAN EXCHANGE CORP.

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

E-MAIL; COXCO@EXECPC.COM

TEL; 414-427-8649

## **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.

### **1. MACRO-ENERGY SYSTEMS:**

This project will be initiated after the Micro-Energy Systems are fully implemented and operational, which is estimated at 3 yrs. from now.

We have developed proprietary technologies that will exploit free and unlimited Energy from the Outer Space in an economical, highly efficient and 100% pollution free manner. We will meet and exceed the Energy Demand of the entire Human Race for all times. We have a proprietary technology that will deliver more energy in 1 day than all the Earth Based Energy Industries will deliver in 1000 years. This technology will totally eliminate the US dependence on foreign sources of energy. Various US & Global Consortiums with Private and Public Institutions will be organized in order to commercialize our technology.

### **3. AERODYNAMIC & THERMODYNAMIC:**

Technologies will be initiated 2 years from now. The applications for our proprietary technologies will include; Aerospace, Automotive, Agricultural, Marine and Motorcycle Industries.

### **4. HEALTHCARE FURNITURE:**

Will be implemented 2 years from now and significant development activities are currently underway. Essentially we have developed major breakthroughs for Sleep Technologies, that totally eliminate Allergens' effects on Respiratory System. In addition we will significantly reduce TMJ, effects of Aneurysm, Muscle Tension, Circulation and other related problems, while improving cosmetics of the skin. The target markets will include Residential Homes, Hospitals, Hotels, Motels, Nursing Homes, Student Centers, Military Bases & Fire Stations.

### **5. 100% ORGANIC CUISINE:**

We have developed a process to prepare 100% Organic Cuisine that includes Highly Aromatic Antioxidants. While currently, chemically treated fast foods are offered to a population with very limited time, our cuisine is prepared slowly and in a traditional manner. Then it is frozen and delivered to the market.

# COSMOPOLITAN EXCHANGE CORP.

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

E-MAIL; COXCO@EXECPC.COM

TEL; 414-427-8649

**SECURITIES MARKETING:** We will market our own securities as follows;

1. **Accredited (External) Investors** (or their relatives) are those Investors who have decided at their own free will, not to join the CO-X-CO and will remain in their outside occupations. The 500,000 Common Shares will be sold to these Accredited Investors.
2. **Affiliated (Internal) Investors** (or their relatives) are limited number of Investors who have decided to join the CO-X-CO as Corporate Directors with specific functions such as Corporate Legal Counsel, IT Director, Marketing Director, Engineering Director, Purchasing Director, etc. The Common Shares for these Affiliated Investors will come from the Corporate Pool of Shares, that are recorded in the articles of incorporation. These Affiliated Investors will be approached via Employment & Partnership Advertisements in various News Media such as Newspapers, TV, Internet and Radio. These Affiliated Investors will be the CO-X-CO's Employees.

**RISK ANALYSES:** It is our opinion, that when comparative investment decisions are made, between our new and innovative technologies against old and archaic industries, then our risks are significantly lower than any investments currently made into the old and obsolete industries. For example;

- a) Investments in our Electric Shoes are significantly better than Ordinary Shoes!
- b) Investments in our Electric Garments are significantly better than Ordinary Garments.
- c) Investments in our Human Powered Electronics are significantly better than Battery Powered Electronics.
- d) Investments in our Space Based Energy Systems are significantly better than Earth Based Energies.
- e) Investments in our Aerodynamics & Thermodynamics are significantly better than current technologies.
- f) Investments in our Health Care Furniture are significantly better than Furniture with Allergens.
- g) Investments in our 100% Organic Aromatic Antioxidant Cuisine are significantly better than Fast Foods.

## **INVESTMENT RISK ANALYSES DECISION MATRIX**

Product Family	Old Technology	New Technology	High Risk	Low Risk	Preferred
Micro-Energy	Old Shoes & Clothes	El-Shoes & El-Clothes	Old Shoes & Clothes	El-Shoes & El-Clothes	CO-X-CO
Macro-Energy	Earth's-Energy	Space-Energy	Earth's Energy	Space Energy	CO-X-CO
Health Furniture	Allergenic Furniture	No-Allergen Furniture	Allergenic Furniture	No-Allergen Furniture	CO-X-CO
Aero & Thermo-dynamics	None Aero & Thermo	Aero & Thermo	None Aero & Thermo	Aero & Thermo	CO-X-CO
Organic Cuisine	Fast Foods	Organic Cuisine	Chemical Cuisine	Organic Cuisine	CO-X-CO

Therefore, in our opinion, we present significantly better investment opportunities, than investing in competing technologies that are becoming obsolete. Mr. Alex Nilov, Director of Investor Relations and I, will market our Securities. Major emphasis will be placed on Internet methods of communicating with Accredited and Affiliated Investors, Brokers, Financial Institutions and various Corporations. Investment Seminars, Shareholders' Meetings, Personal Visits, Direct Mail, Referrals and any other legal methods of communicating with Investors will be used.

Sincerely



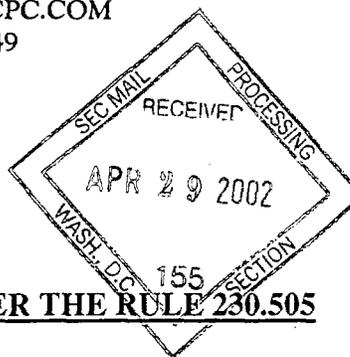
John M. Sarich  
President & CEO

# COSMOPOLITAN EXCHANGE CORP.

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

E-MAIL; COXCO@EXECPC.COM

TEL; 414-427-8649



04-19-2002

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

**Subject: AMENDMENT 001 to REGISTRATION D, UNDER THE RULE 230.505**

(Original Mailed to SEC on 04-04-2002)

Dear Ladies and Gentlemen

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.

**PRODUCTS:** The CO-X-CO Products are divided into the following Families of Proprietary Technologies;

1. **MICRO-ENERGY SYSTEMS;** Electric Shoes, Electric Garments, & Personal Electronics.
2. **MACRO-ENERGY SYSTEMS;** Space-Based Energy Systems.
3. **HEALTHCARE FURNITURE;** Allergen-Free Furniture for Home, Healthcare & Various Institutions.
4. **AERODYNAMIC & THERMODYNAMIC TECHNOLOGIES;** For All Transportation Industries.
5. **ORGANIC CUISINE;** 100% Organic Cuisine with Aromatic Antioxidants, a frozen foods product line.

The Common Shares' appreciation is based on the following composite projections:

## **5 YEAR COMPOSITE PROJECTIONS FOR ALL PRODUCT FAMILIES**

(All Figures in Millions of US Dollars; 000,000 deleted)

PRODUCTS, \$/YR	\$/YEAR 1	\$/YEAR 2	\$/YEAR 3	\$/YEAR 4	\$/YEAR 5
MICRO-ENERGY	25	150	2,170	5,000	10,000
MACRO-ENERGY	0.0	0.0	10	10,000	100,000
HEALTH-FURNTR	0.0	5	15	20	25
AERO & THERMO	0.0	1	5	10	15
ORGNC CUISINE	1	5	10	15	20
TOTALS	26	161	2,210	15,045	110,060

1. **MICRO-ENERGY PRODUCTS:** We have developed three main Product Families. These include;

- Electric Shoes and Footwear that Generate Electricity as long as user wears them. Our Shoes convert human physical energy into the free, usable and continuous electrical power, 10,000 times longer than any battery.
- Apparel, Work Uniforms, Outerwear, Sportswear and Accessories all of which Conduct Electricity to every part of human body from head to toes.
- 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, etc.

# COSMOPOLITAN EXCHANGE CORP.

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

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The annual sales projections for the Micro-Energy Product Line are as follows:

## MICRO-ENERGY SYSTEM'S 3 YEAR PROJECTIONS OF GROSS EARNINGS:

(ALL FIGURES IN US DOLLARS FOR MICRO ENERGY SYSTEMS ALLONE)

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

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 Protheses, 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.

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 expressed 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, Directors, 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.

# COSMOPOLITAN EXCHANGE CORP.

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E-MAIL; COXCO@EXECPC.COM

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## **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.

### **1. MACRO-ENERGY SYSTEMS:**

This project will be initiated after the Micro-Energy Systems are fully implemented and operational, which is estimated at 3 yrs. from now.

We have developed proprietary technologies that will exploit free and unlimited Energy from the Outer Space in an economical, highly efficient and 100% pollution free manner. We will meet and exceed the Energy Demand of the entire Human Race for all times. We have a proprietary technology that will deliver more energy in 1 day than all the Earth Based Energy Industries will deliver in 1000 years. This technology will totally eliminate the US dependence on foreign sources of energy. Various US & Global Consortiums with Private and Public Institutions will be organized in order to commercialize our technology.

### **3. AERODYNAMIC & THERMODYNAMIC:**

Technologies will be initiated 2 years from now. The applications for our proprietary technologies will include; Aerospace, Automotive, Agricultural, Marine and Motorcycle Industries.

### **4. HEALTHCARE FURNITURE:**

Will be implemented 2 years from now and significant development activities are currently underway. Essentially we have developed major breakthroughs for Sleep Technologies, that totally eliminate Allergens' effects on Respiratory System. In addition we will significantly reduce TMJ, effects of Aneurysm, Muscle Tension, Circulation and other related problems, while improving cosmetics of the skin. The target markets will include Residential Homes, Hospitals, Hotels, Motels, Nursing Homes, Student Centers, Military Bases & Fire Stations.

### **5. 100% ORGANIC CUISINE:**

We have developed a process to prepare 100% Organic Cuisine that includes Highly Aromatic Antioxidants. While currently, chemically treated fast foods are offered to a population with very limited time, our cuisine is prepared slowly and in a traditional manner. Then it is frozen and delivered to the market.

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**SECURITIES MARKETING:** We will market our own securities as follows;

1. **Accredited (External) Investors** (or their relatives) are those Investors who have decided at their own free will, not to join the CO-X-CO and will remain in their outside occupations. The 500,000 Common Shares will be sold to these Accredited Investors.
2. **Affiliated (Internal) Investors** (or their relatives) are limited number of Investors who have decided to join the CO-X-CO as Corporate Directors with specific functions such as Corporate Legal Counsel, IT Director, Marketing Director, Engineering Director, Purchasing Director, etc. The Common Shares for these Affiliated Investors will come from the Corporate Pool of Shares, that are recorded in the articles of incorporation. These Affiliated Investors will be approached via Employment & Partnership Advertisements in various News Media such as Newspapers, TV, Internet and Radio. These Affiliated Investors will be the CO-X-CO's Employees.

**RISK ANALYSES:** It is our opinion, that when comparative investment decisions are made, between our new and innovative technologies against old and archaic industries, then our risks are significantly lower than any investments currently made into the old and obsolete industries. For example;

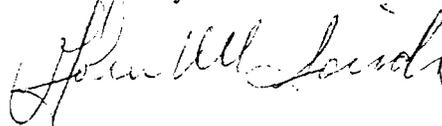
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## **INVESTMENT RISK ANALYSES DECISION MATRIX**

Product Family	Old Technology	New Technology	High Risk	Low Risk	Preferred
Micro-Energy	Old Shoes & Clothes	El-Shoes & El-Clothes	Old Shoes & Clothes	El-Shoes & El-Clothes	CO-X-CO
Macro-Energy	Earth's-Energy	Space-Energy	Earth's Energy	Space Energy	CO-X-CO
Health Furniture	Allergenic Furniture	No-Allergen Furniture	Allergenic Furniture	No-Allergen Furniture	CO-X-CO
Aero & Thermo-dynamics	None Aero & Thermo	Aero & Thermo	None Aero & Thermo	Aero & Thermo	CO-X-CO
Organic Cuisine	Fast Foods	Organic Cuisine	Chemical Cuisine	Organic Cuisine	CO-X-CO

Therefore, in our opinion, we present significantly better investment opportunities, than investing in competing technologies that are becoming obsolete. Mr. Alex Nilov, Director of Investor Relations and I, will market our Securities. Major emphasis will be placed on Internet methods of communicating with Accredited and Affiliated Investors, Brokers, Financial Institutions and various Corporations. Investment Seminars, Shareholders' Meetings, Personal Visits, Direct Mail, Referrals and any other legal methods of communicating with Investors will be used.

Sincerely



John M. Sarich  
President & CEO

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04-19-2002

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

**Subject; AMENDMENT 001 to REGISTRATION D, UNDER THE RULE 230.505**

(Original Mailed to SEC on 04-04-2002)

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4. **AERODYNAMIC & THERMODYNAMIC TECHNOLOGIES;** For All Transportation Industries.
5. **ORGANIC CUISINE;** 100% Organic Cuisine with Aromatic Antioxidants, a frozen foods product line.

The Common Shares' appreciation is based on the following composite projections:

## **5 YEAR COMPOSITE PROJECTIONS FOR ALL PRODUCT FAMILIES**

(All Figures in Millions of US Dollars; 000,000 deleted)

PRODUCTS, \$/YR	\$/YEAR 1	\$/YEAR 2	\$/YEAR 3	\$/YEAR 4	\$/YEAR 5
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The annual sales projections for the Micro-Energy Product Line are as follows:

## MICRO-ENERGY SYSTEM'S 3 YEAR PROJECTIONS OF GROSS EARNINGS:

(ALL FIGURES IN US DOLLARS FOR MICRO ENERGY SYSTEMS ALLONE)

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
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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.

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 expressed above average and near extreme demand to place our products on their store shelves, or incorporate them into their product lines.

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Our Management Team includes such diverse experts as Five Doctors, Scientists, Executives, Directors, 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.

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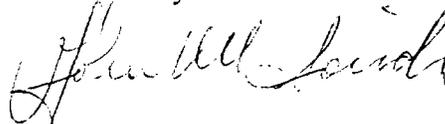
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## **INVESTMENT RISK ANALYSES DECISION MATRIX**

Product Family	Old Technology	New Technology	High Risk	Low Risk	Preferred
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Macro-Energy	Earth's-Energy	Space-Energy	Earth's Energy	Space Energy	CO-X-CO
Health Furniture	Allergenic Furniture	No-Allergen Furniture	Allergenic Furniture	No-Allergen Furniture	CO-X-CO
Aero & Thermo-dynamics	None Aero & Thermo	Aero & Thermo	None Aero & Thermo	Aero & Thermo	CO-X-CO
Organic Cuisine	Fast Foods	Organic Cuisine	Chemical Cuisine	Organic Cuisine	CO-X-CO

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Sincerely



John M. Sarich  
President & CEO

SEC 1972 Potential persons who are to respond to the collection of information contained in this (6/99) 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.

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

Table with 1 column and 4 rows: OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2002, Estimated average burden hours per response... 1

Table with 3 columns and 2 rows: SEC USE ONLY, Prefix, Serial, DATE RECEIVED

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

COSMOPOLITAN EXCHANGE CORP.

Filing Under (Check box(es) that apply): [ ] Rule 504 [X] Rule 505 [ ] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [ ] New Filing [X] 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
(Including Area Code)
8510 LAKE POINT DR. FRANKLIN WI 53132, 414-427-8649

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

Brief Description of Business DESIGN, MFG. & MARKET: EL. SHOES, EL. GARMENTS, PERSONAL ELECTRONICS, ENERGY, FURNITURE TRANSPORTATION, FOODS. (PLEASE SEE ATTACHED)

---

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) [ω][z]

---

**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.

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**A. BASIC IDENTIFICATION DATA**

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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) NILOV, ALEX

Business or Residence Address (Number and Street, City, State, Zip Code)  
9023 25<sup>TH</sup> 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  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  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, Director

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

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	Aggregate Offering Price	Amount Already Sold
Debt ..... NONE	\$ - 0 -	\$ - 0 -
Equity ..... 500,000 COMMON SHARES	\$ 5,000,000	\$ - 0 -
<input checked="" type="checkbox"/> Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify DIRECTORS)	\$ _____	\$ 47,000
Total .....	\$ 5,000,000	\$ 47,000

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 DIRECTORS</u> .....	<u>3</u>	\$ <u>47,000</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 offering	Type of Security	Dollar Amount Sold
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 .....	<input checked="" type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ _____
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ _____
Engineering Fees .....	<input checked="" type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) <u>10,000 SHARES</u> .....	<input checked="" type="checkbox"/>	\$ <u>100,000</u>
Other Expenses (identify) <u>DIRECTOR'S FEES</u> .....	<input type="checkbox"/>	\$ <u>100,000</u>
Total .....	<input type="checkbox"/>	\$ <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." .....

\$ 480,000

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 -	[ ] \$ - 0 -
Repayment of indebtedness .....	[ ] \$ - 0 -	[ ] \$ 100,000
Working capital .....	[ ] \$ 700,000	[ ] \$ - 0 -
Other (specify): <u>TECHNOLOGY LICENSE</u>	[ ] \$ 1,000,000	[ ] \$ - 0 -
<u>PER PATENT NUMBER 6,281,594</u>	[ ] \$ - 0 -	[ ] \$ - 0 -
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) <b>JOHN M. SARICH</b>	Signature <i>John M. Sarich</i>	Date <b>4-19-02</b>
Name of Signer (Print or Type) <b>JOHN M. SARICH</b>	Title of Signer (Print or Type) <b>President &amp; CEO</b>	

**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 4-19-02
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	∨	∨	∨			∨
CA						
CO						
CT						
DE						
DC						
FL						
GA						
HI						
ID						
IL						
IN						
IA						
KS						
KY						
LA						
ME						
MD						
MA						
MI						
MN						
MS						
MO						
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NE						
NV						
NH						
NJ						
NM						
NY						
NC						
ND						
OH						
OK						
OR						
PA						
RI						
SC						
SD						
TN						
TX						
UT						
VT						
VA						
WA						
WV						
WI	∨	∨	∨			∨

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

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.

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

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

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

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

COSMOPOLITAN EXCHANGE CORP.

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.)

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) (if different from Executive Offices)

Telephone Number

SAME ADDRESS

SAME NUMBER

Brief Description of Business

DESIGN, MFG. & MARKET: EL. SHOES, EL. GARMENTS, PERSONAL ELECTRONICS, ENERGY, FURNITURE, TRANSPORTATION, FOODS. (PLEASE SEE ATTACHED)

---

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) 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 Managing Partner

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  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  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, Director

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

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.

Table with 3 columns: Type of Security, Aggregate Offering Price, Amount Already Sold. Rows include Debt, Equity (500,000 COMMON SHARES), Convertible Securities, Partnership Interests, Other (Specify DIRECTORS), and Total.

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 DIRECTORS</u>	<u>3</u>	\$ <u>47,000</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 offering	Type of Security	Dollar Amount Sold
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 .....	<input checked="" type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ _____
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ _____
Engineering Fees .....	<input checked="" type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) <u>10,000 SHARES</u>	<input checked="" type="checkbox"/>	\$ <u>100,000</u>
Other Expenses (identify) <u>DIRECTOR'S FEES</u>	<input type="checkbox"/>	\$ <u>100,000</u>
Total .....	<input type="checkbox"/>	\$ <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." .....

\$ 4,200,000

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 -	[ ] \$ - 0 -
Repayment of indebtedness .....	[ ] \$ - 0 -	[ ] \$ 100,000
Working capital .....	[ ] \$ 700,000	[ ] \$ - 0 -
Other (specify): <u>TECHNOLOGY LICENSE</u> <u>PER PATENT NUMBER 6,281,594</u>	[ ] \$ 1,000,000	[ ] \$ - 0 -
	[ ] \$ - 0 -	[ ] \$ - 0 -
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) <b>JOHN M. SARICH</b>	Signature <i>John M. Sarich</i>	Date <b>4-19-02</b>
Name of Signer (Print or Type) <b>JOHN M. SARICH</b>	Title of Signer (Print or Type) <b>President &amp; CEO</b>	

<b>ATTENTION</b>
<b>Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)</b>

**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 4-19-02
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)	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
			COMMON SHARES @ \$10 EACH						
AL		X	100,000		100,000				X
AK		X	100,000		100,000				X

AZ	X	100 000	100,000		X
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	∨	X	∨		∨

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