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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: 16.00

SEC USE ONLY

Prefix Serial

DATE RECEIVED

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

Filing Under (Check box(es) that apply): Rule 504 Rule 505 X Rule 506 Section 4(6) ULOE Type of Filing: 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.) CDT Acquisition Corp.

8770 West Bryn Mawr, 13th Floor, Chicago, Illinois 60631

Telephone Number (Including Area Code) 773-867-8587

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

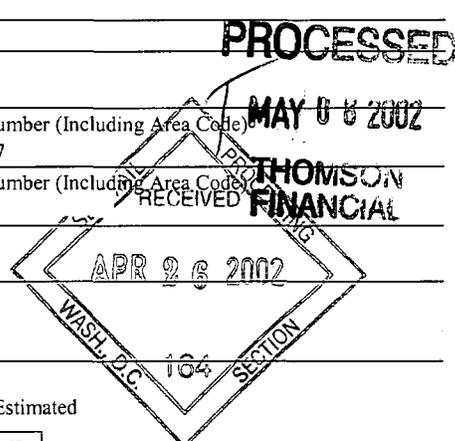
Telephone Number (Including Area Code)

Brief Description of Business Holding company for an entity engaged in the supply of light emitting polymer technology.

Type of Business Organization X corporation limited partnership, already formed other (please specify): business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 0 5 Year 9 9 X Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E CN for Canada; FN for other foreign jurisdiction)



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. 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. Information Required: A new filing must contain all information requested. 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.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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.

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

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

* Kelso GP VI, LLC ("Kelso GP VI") is the general partner of Kelso Investment Associates VI, L.P. ("KIA VI"), and has the power to direct KIA VI as to the voting and disposition of shares held by KIA VI. Joseph S. Schuchert, Frank T. Nickell, Thomas R. Wall, IV, George E. Matelich, Michael B. Goldberg, David I. Wahrhaftig, Frank K. Bynum, Jr. and Philip E. Berney are the managing members of Kelso GP VI and they share the voting and dispositive power of Kelso GP VI with respect to the shares owned by KIA VI. Messrs. Schuchert, Nickell, Wall, Matelich, Goldberg, Wahrhaftig, Bynum and Berney expressly disclaim beneficial ownership of the shares owned by KIA VI.

Full Name (Last name first, if individual)

Kelso Investment Associates, VI, L.P.

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

c/o Kelso & Company, 320 Park Avenue, 24th Floor, New York, NY 10022

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

**Hillman Capital Management LLC ("Hillman Capital LLC") is the sole managing member of Hillman CDT LLC ("Hillman CDT") and has the power to direct Hillman CDT as to the voting and disposition of shares held by Hillman CDT. Hillman Capital Corporation ("Hillman Capital Corp.") is the sole managing member of Hillman Capital LLC, and has the sole voting and dispositive power of Hillman Capital LLC with respect to the shares owned by Hillman CDT. Gerald Paul Hillman is the sole stockholder of Hillman Capital Corp. and has the sole voting and dispositive power of Hillman Capital Corp. with respect to the shares owned by Hillman CDT. Mr. Hillman expressly disclaims beneficial ownership of the shares owned by Hillman CDT.

Full Name (Last name first, if individual)

Hillman CDT LLC

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

c/o Hillman Capital Corporation, 313 West 80th Street, New York, NY 10024

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

Full Name (Last name first, if individual)

Louis and Patricia Kelso Trust

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

c/o Kelso Institute, 872 North Point, San Francisco, CA 94109

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

Full Name (Last name first, if individual)

Cardinal Court Investors

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

8300 Douglas Avenue, Suite 625, Dallas, TX 75225

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

Full Name (Last name first, if individual)

CI LLC

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

c/o Blackrock Inc., 345 Park Avenue, New York, NY 10154

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

Full Name (Last name first, if individual)

Fyfe, David

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

Cambridge Display Technology Limited, Greenwich House, Madingley Rise, Madingley Road, Cambridge CB3 0HJ England

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A. BASIC IDENTIFICATION DATA

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- 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)

Diment, Tony

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

Cambridge Display Technology Limited, Greenwich House, Madingley Rise, Madingley Road, Cambridge CB3 0HJ England

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

Full Name (Last name first, if individual)

Berney, Philip E.

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

c/o Kelso & Company, 320 Park Avenue, 24th Floor, New York, NY 10022

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

Full Name (Last name first, if individual)

Bynum, Frank K., Jr.

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

c/o Kelso & Company, 320 Park Avenue, 24th Floor, New York, NY 10022

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

Full Name (Last name first, if individual)

Hillman, Gerald Paul

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

c/o Hillman Capital Corporation, 313 West 80th Street, New York, NY 10024

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

Full Name (Last name first, if individual)

LaFlamme, Pierre

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

600 de la Gauchetiere St. West, Suite 150, Montreal Quebec H3B4L8 CANADA

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

Full Name (Last name first, if individual)

Jones, Emma

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

Cambridge Display Technology Limited, Greenwich House, Madingley Rise, Madingley Road, Cambridge CB3 0HJ England

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

Full Name (Last name first, if individual)

Stambaugh, Michael

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

Cambridge Display Technology Limited, Greenwich House, Madingley Rise, Madingley Road, Cambridge CB3 0HJ England

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- 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)
Berry, Nigel

Business or Residence Address (Number and Street, City, State, Zip Code)
Cambridge Display Technology Limited, Greenwich House, Madingley Rise, Madingley Road, Cambridge CB3 0HJ England

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

***Hillman CDT 2000 Management LLC ("Hillman CDT 2000 Management") is the sole managing member of Hillman CDT 2000 LLC ("Hillman CDT 2000") and has the power to direct Hillman CDT 2000 as to the voting and disposition of shares held by Hillman CDT 2000. Hillman Capital Corp. is the sole managing member of Hillman CDT 2000 Management, and has the sole voting and dispositive power of Hillman CDT 2000 Management with respect to the shares owned by Hillman CDT 2000. Gerald Paul Hillman is the sole stockholder of Hillman Capital Corp. and has the sole voting and dispositive power of Hillman Capital Corp. with respect to the shares owned by Hillman CDT 2000. Mr. Hillman expressly disclaims beneficial ownership of the shares owned by Hillman CDT 2000.

Full Name (Last name first, if individual)
Hillman CDT 2000 LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Hillman Capital Corporation, 313 West 80th Street, New York, NY 10024

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)

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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

Yes No

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? X

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

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

Yes No

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

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Not applicable.

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

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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

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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 | \$0 _____ | \$0 _____ |
| Equity | \$5,000,000 _____ | \$5,000,000 _____ |
| <input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants)..... | \$0 _____ | \$0 _____ |
| Partnership Interests..... | \$0 _____ | \$0 _____ |
| Other (Specify _____)..... | \$0 _____ | \$0 _____ |
| Total | \$5,000,000 _____ | \$5,000,000 _____ |

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 | 1 | \$5,000,000 _____ |
| Non-accredited Investors | 0 | \$0 _____ |
| 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, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Not applicable.

| | Type of Security | Dollar Amount Sold |
|------------------------|---------------------|-----------------------|
| Type of offering | _____ | \$ _____ |
| Rule 505..... | _____ | \$ _____ |
| Regulation A..... | _____ | \$ _____ |
| Rule 504..... | _____ | \$ _____ |
| Total | _____ | \$ _____ |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | |
|---|------------------------------------|
| Transfer Agent's Fees | <input type="checkbox"/> \$0 _____ |
| Printing and Engraving Costs..... | <input type="checkbox"/> \$0 _____ |
| Legal Fees..... | <input type="checkbox"/> \$* _____ |
| Accounting Fees | <input type="checkbox"/> \$0 _____ |
| Engineering Fees..... | <input type="checkbox"/> \$0 _____ |
| Sales Commissions (specify finders' fees separately)..... | <input type="checkbox"/> \$0 _____ |
| Other Expenses (identify) | <input type="checkbox"/> \$* _____ |
| Total..... | <input type="checkbox"/> \$* _____ |

* Expenses will be paid from general corporate funds.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

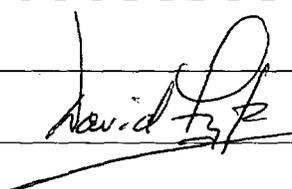
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$5,000,000

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..... | \$ _____ | \$ _____ |
| Purchase of real estate..... | \$ _____ | \$ _____ |
| Purchase, rental or leasing and installation of machinery and equipment..... | \$ _____ | \$ _____ |
| Construction or leasing of plant buildings and facilities..... | \$ _____ | \$ _____ |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)..... | \$ _____ | \$ _____ |
| Repayment of indebtedness..... | \$ _____ | \$ _____ |
| Working capital..... | \$ _____ | X\$5,000,000 |
| Other (specify): _____ | \$ _____ | \$ _____ |
| _____ | \$ _____ | \$ _____ |
| Column Totals..... | \$ _____ | X\$5,000,000 |
| Total Payments Listed (columns totals added)..... | X\$5,000,000 | |

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) CDT Acquisition Corp. |  | Signature | Date April 23, 2002 |
| Name of Signer (Print or Type) David Fyfe | | Title of Signer (Print or Type) Chief Executive Officer | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)