

PROCESSED

MAY 15 2002

THOMSON FINANCIAL P

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



02032815

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

Tiburon Asset Management, LLC

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

Type of Filing: New Filing X Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer.

18 54070

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

Tiburon Asset Management, LLC

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

110 William Street, 25th Floor, New York, NY 10038

Telephone Number (212) 964-3343

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

(same)

Telephone Number

(same)

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month Year Actual X Estimated 10 97

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: NY 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. 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 the manually signed copy or bear typed or printed signatures.

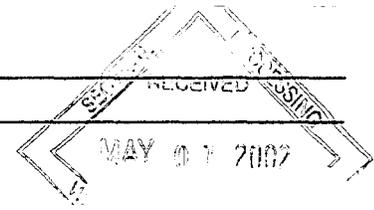
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

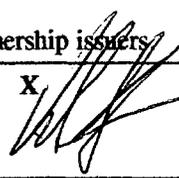
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where 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 to the notice constitutes a part of this notice and must be completed.

Handwritten signature

A. BASIC IDENTIFICATION DATA



- A. Enter the information requested:
- ! Each promoter of the issuer, if the issuer has been organized within the past five years;
 - ! class of equity securities of the issuer;
 - ! Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership
 - ! Each general and managing partner of partnership issuers

X  Director General
and/or
Managing Partner

Full Name (Last name first, if individual)

Quantum Co. Inc.

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

110 William St, 25th Floor, New York, NY 10038

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

Full Name (Last name first, if individual)

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

Beneficial Owner : Executive Officer: Director General and/or

Full Name (Last name first, if individual)

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

Check Box(es) that Apply: Promoter

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

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer X 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

W

B. INFORMATION ABOUT OFFERING

1...

X

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

Yes No

2. What is the minimum investment that will be accepted from any individual? **\$100,000.00**

3. Does the offering permit joint ownership of a single unit? Yes **X** No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in this 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)

NOT APPLICABLE

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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[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)

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

Enter the difference between the aggregate offering price given in response to Part C Question

adjusted gross proceeds to the issuer \$9,900,000.

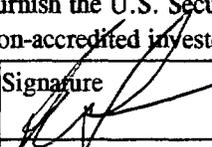
Indicate below the amount of adj
for each of the purposes shown. If the amount for any purpose is not known, furnish an
estimate and check the box to the left of the estimate. The total of the payments listed must
equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b.
above.

	Payments to Off's, Dir, Affiliates	to Others
Salaries and fees	\$- 0.00 -	\$ 0.00
Purchase of Real Estate	\$- 0 -	\$1,000,000
Purchase, rental or leasing and installation of machinery and equipment	\$- 0 -	.
Construction or leasing of plant buildings and facilities	\$- 0 -	\$- 0 -
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 -	\$4,000,000
Working capital	\$- 0 -	\$-0-
Other (specify): <u>Purchase of securities and other investments</u>		\$5,000,000
_____	\$- 0.00	
_____		\$10,000,000
Column Totals		0.

Total Payments Listed (column totals added)
\$10,000,000.

FEDERAL SIGNATURE

Issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the signature constitutes an undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Tiburon Asset Management	Signature 	Date
Name (Print or Type) by: Quantus Co., Inc., as Managing Member by: Vincent Montagna, CEO	Title of Signer (Print or Type) Managing Member	

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" is answer is "none" or "zero". If the transaction is an exchange offering, check this box and indicate the amounts of the securities offered for exchange and already exchanged.

Aggregate Amount	Offering Price	Type of Security
\$-0-	\$-0-	Debt
\$10,000,000	\$-0-	Equity
\$-0-	\$-0-	Common Preferred
\$-0-	\$-0-	Convertible Securities (including warrants)
\$-0-	\$-0-	Partnership Interests
\$-0-	\$-0-	Other (Specify <input type="checkbox"/>)
\$-0-	\$-0-	Total

Answer also in Appendix, Column 3, if filing under ULOE.

Aggregate Dollar Amount of Purchases	Number of Investors
\$ 0	0
\$ 0	0
\$ 0	0

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.

Dollar Amount Sold	Type of Security	Type of Offering
\$-0-	Rule 505	Rule 505
\$-0-	Regulation A	Regulation A
\$-0-	Rule 504	Rule 504
\$-0-	Total	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 the expenditure is not known, furnish an estimate and check the box to the left of the estimate.

\$-0-	Transfer Agent's Fees
\$10,000.-	Printing and Engraving Costs
\$40,000.	Legal Fees
\$20,000	Accounting Fees
\$10,000	Engineering Fees
\$10,000.	Sales Commissions (specify finders' fees separately)
\$10,000.	Other Expenses (identify miscellaneous)
\$100,000.	Total

ATTENTION

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

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

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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