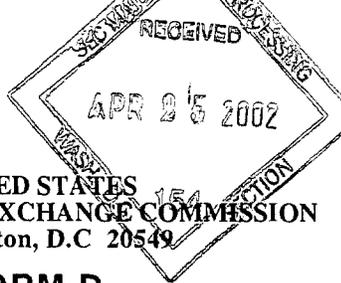


FORM D

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

FORM D



1093048



PROCESSED

MAY 09 2002

THOMSON FINANCIAL

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

Table with SEC USE ONLY, Prefix, Serial, and DATE RECEIVED fields.

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

Business Combination Among Alexander Technologies, Inc., JA BRO Batteries, Inc. and

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Lexstar Technologies, Inc.

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

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

See Attachment A

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

See Attachment A

Telephone Number (Including Area Code)

See Attachment A

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

See Attachment A

Telephone Number (Including Area Code)

See Attachment A

Brief Description of Business

See Attachment A

Type of Business Organization

See Attachment A

- corporation
business trust

- limited partnership, already formed
limited partnership, to be formed

other (please specify):

Actual or Estimated Date of Incorporation or Organization:

Month Year input boxes

See Attachment A Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;

CN for Canada; FN for other foreign jurisdiction)

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.

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.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following: See Attachment A, Section A

- 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)

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)

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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

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? \$ N/A

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)

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]
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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 column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	See Attachment A, Section C	
	Aggregate Offering Price	Amount Already Sold
Debt.	\$ _____	\$ _____
Equity.	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).	\$ _____	\$ _____
Partnership Interests.	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
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.	47	\$ 3,464,501
Non-accredited Investors.	7	\$ 10,000
Total (for filings under Rule 504 only)	N/A	\$ N/A

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.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.	N/A	\$ N/A
Regulation A.	N/A	\$ N/A
Rule 504.	N/A	\$ N/A
Total.	N/A	\$ N/A

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 checked="" type="checkbox"/>	\$ 1,500
Legal Fees.	<input checked="" type="checkbox"/>	\$ 400,000
Accounting Fees.	<input checked="" type="checkbox"/>	\$ 3,000
Engineering Fees.	<input type="checkbox"/>	\$ 0
Sales Commissions (Specify finder's fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify) <u>Slusser Associates, Inc., consultants</u>	<input checked="" type="checkbox"/>	\$ 400,000
Total. <u>on Business Combination</u>	<input checked="" type="checkbox"/>	\$ 804,500

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."

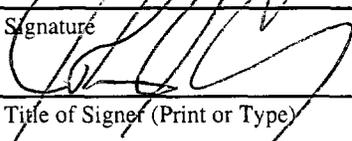
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted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

See Attached A, Section C

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
Purchase of real estate <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
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) <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
Repayment of indebtedness <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
Working capital <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
Other (specify) _____ <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
_____ <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
Column Totals <input type="checkbox"/>	\$ _____ <input type="checkbox"/>	\$ _____
Total Payments Listed (column totals added) <input type="checkbox"/>	\$ _____	

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) ATI, LLC Lexstar Technologies, Inc.	Signature 	Date April 22, 2002
Name of Signer (Print or Type) John J. Casey	Title of Signer (Print or Type) Manager of ATI, LLC and Chief Executive Officer of Lexstar Technologies, Inc.	

ATTENTION

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

Business Combination Among Lexstar Technologies, Inc., Alexander Technologies, Inc. and JA BRO Batteries, Inc.

Section A.1.

On April 10, 2002, Alexander Technologies, Inc., a Delaware corporation ("Alexander Technologies") and JA BRO Batteries, Inc., an Illinois corporation ("JBro") each merged into separate subsidiaries of Lexstar, Technologies, Inc., a Delaware corporation ("Lexstar"), formed for the purpose of the business combination (the merger, along with the related transactions outlined below are referred to as the "Business Combination"). The following occurred upon the closing of the Business Combination on April 10, 2002:

1. Pursuant to a Contribution Agreement dated April 10, 2002 by and among Alexander Technologies, Inc., Steven Alexandres, and the securityholders of Alexander Technologies named therein, securityholders of Alexander Technologies contributed all of their common stock ("ATI Common Stock"), Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock ("ATI Preferred Stock"), their Series A 12%, Series B 12% and Series C 12% promissory notes (the "Notes") and non-employee options (the "Options" and, along with the ATI Common Stock, ATI Preferred Stock and Notes, the "Contributed Securities") to ATI, LLC, a Delaware limited liability company ("ATI, LLC"), formed for the purpose of consummating the Business Combination and holding common stock of Lexstar.
2. ATI, LLC issued classified membership units (see below) to the former securityholders of Alexander Technologies in exchange for the Contributed Securities.
3. ATI, LLC contributed the Notes to Alexander Technologies in exchange for 321,250,000 shares of Alexander Technologies common stock.
4. Pursuant to an Agreement and Plan of Merger, dated April 10, 2002, by and among, inter alia, Alexander Technologies, JBro, Lexstar, ATI, LLC and the sole stockholder of JBro ("Merger Agreement"), Lexstar issued 2,400,004 shares of Lexstar common stock to ATI, LLC and 1,912,500 shares of Lexstar common stock to the sole stockholder of JBro.
5. Pursuant to the Merger Agreement, Alexander Technologies merged with a subsidiary of Lexstar with Alexander Technologies being the surviving corporation.
6. Pursuant to the Merger Agreement, JBro merged with a subsidiary of Lexstar with JBro being the surviving corporation.

On March 21, 2002, an information statement dated March 21, 2002 was sent to all common and preferred stockholders, noteholders and non-employee optionholders of Alexander Technologies, Inc. and to the stockholders of JBro requesting that they approve the transactions involved in the Business Combination. The information statement was supplemented on April 6, 2002.

ATI, LLC

ATI, LLC's only business consists of holding Lexstar common stock. In connection with the Business Combination, ATI, LLC issued 2,011,530.35 Class A Membership Units, 9,747,329.50 Class B Membership Units, 1,396,428.50 Class C Membership Units, 1,016,500 Class D Membership Units, 3,362,500 Class E Membership Units, and 2,761,000 Class F Membership Units to the former securityholders of Alexander Technologies.

ATI, LLC was organized as a limited liability company in Delaware in March, 2002.

The Executive Office and Principal Business Operations address of ATI, LLC is 1511 South Garfield Place, P.O. Box 1508, Mason City, Iowa 50402-1508. ATI, LLC holds common stock of Lexstar Technologies, Inc. The telephone number of ATI, LLC is (641) 423-8955.

Lexstar Technologies, Inc.

Lexstar, along with its fully owned subsidiaries, develops and manufactures batteries and battery chargers. In connection with the Business Combination, Lexstar issued an aggregate of 4,312,504 shares of common stock to ATI, LLC and the former stockholder of JBro.

Lexstar Technologies, Inc. was organized as a Delaware corporation in May, 2001.

The Executive Office and Principal Business Operations address of Lexstar Technologies, Inc. is 1938 University Lane, Lisle, IL 60532. Lexstar Technologies, Inc. manufactures and distributes batteries and battery chargers. The telephone number of Lexstar Technologies, Inc. is (800) 323-3779.

Section A.2.

- (i) Casey, John J. Promoter
 Beneficial Owner of ATI, LLC *
 Director of Lexstar
 Executive Officer of Lexstar
 Manager of ATI, LLC

240 North County Road, Unit 101, Palm Beach, FL 33480

* Includes membership units held by John J. Casey Rollover IRA, of which John J. Casey is beneficiary.

- (ii) Ylvisaker, William T. Beneficial Owner of Lexstar
 Director of Lexstar
 Executive Officer of Lexstar

1938 University Lane, Lisle, IL 60532

- (iii) Hoyt, Thomas B. Director of Lexstar
 Manager of ATI, LLC

7535 Hampson Street, New Orleans, LA 70118

- (iv) Hennig, William R. Executive Officer of Lexstar
 Manager of ATI, LLC

1 Creekside Court, Mason City, IA 50401

- (v) Hibernia Capital Corporation Beneficial Owner of ATI, LLC

313 Carondelet Street, New Orleans, LA 70130

- (vi) Frank, Anthony M. Beneficial Owner of ATI, LLC **

10 Winward Road, Belvedere, CA 94920

** Including membership units held by Anthony M. Frank Keogh Plan, of which Mr. Frank is beneficiary.

(vii) ATI, LLC

Beneficial Owner of Lexstar

1511 South Garfield Place, P.O. Box 1508, Mason City, Iowa 50402-1508

Section C

ATI, LLC

Of the former securityholders of Alexander Technologies participating in the Business Combination to whom ATI, LLC issued membership units, 7 were unaccredited investors and 47 were accredited investors. All seven unaccredited investors identified a purchaser representative.

The Membership Units of ATI, LLC issued in the Business Combination are valued at \$3,474,500.91.

Lexstar

The common stock of Lexstar issued in the Business Combination are valued at \$6,042,610.28. Of this amount, \$3,474,500.91 of value is attributed to the shares of common stock issued to ATI, LLC and \$2,568,109.37 is attributed to the shares of common stock issued to the former stockholder of JBro, an accredited investor.

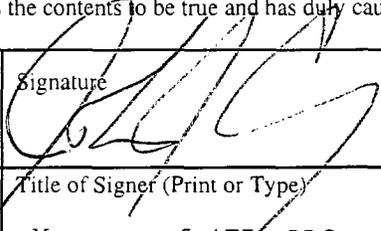
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252 (c), (d), (e) or (f) 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) ATI, LLC Lexstar Technologies, Inc.	Signature 	Date April 22, 2002
Name of Signer (Print or Type) John J. Casey	Title of Signer (Print or Type) Manager of ATI, LLC and Chief Executive Officer of Lexstar Technologies, Inc.	

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 Nonaccredited Investors	\$ Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE		X	Common Stock	1	3,474,501	0	N/A		X
DC									
FL		X	Common Stock	1	2,568,109	0	N/A		X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

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 Nonaccredited Investors	\$ Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	*	6	761,316	0	0		X
CO									
CT									
DE									
DC		X	*	2	32,211	0	0		X
FL	X		*	5	702,007	1	112		X
GA									
HI									
ID									
IL									
IN		X	*	1	10,000	0	0		X
IA	X		*	1	15,000	2	2,336		X
KS	X		*	0	0	1	1,888		X
KY									
LA		X	*	2	1,147,188	0	0		X
ME									
MD		X	*	1	632	0	0		X
MA		X	*	29	790,433	0	0		X
MI									
MN	X		*	0	0	3	3,411		X
MS									
MO									

* LLC Membership Units

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 Nonaccredited Investors	\$ Amount	Yes	No
MT									
NE	X		*	0	0	1	2,238		X
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD		X	*	1	632	0	0		X
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI		X	*	1	632	0	0		X
WY									
PR									

* LLC Membership Units