

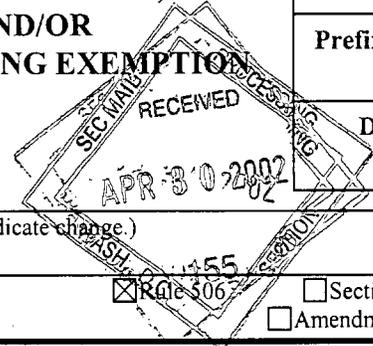
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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	December 31, 1993
[Redacted]	
02033512	
Prefix	Serial
DATE RECEIVED	



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

Convertible Promissory Notes

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.)

ZettaCore, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
 2000 S. Colorado Boulevard, Tower One, Suite 10000, Denver, CO 80222 (303) 300-2900

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
 2000 S. Colorado Boulevard, Tower One, Suite 10000, Denver, CO 80222 (303) 300-2900

Brief Description of Business

Molecular memory.

Type of Business Organization

corporation limited partnership, already formed other (please specify) MAY 15 2002

business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

February 2001

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

APPENDIX

State	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in State (Part C-Item 1)	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		Convertible Promissory Notes	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	\$2,500,000	2	\$2,500,000	0	0		X
MI									
MN									

APPENDIX

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									

Bridge

Heller Ehrman
ATTORNEYS

FILE COPY

April 17, 2002

Certified Article Number

7160 3901 9844 5033 1697

Via Certified Mail

SENDERS RECORD

Securities and Exchange Commission
450 Fifth Street, Northwest
Washington, D.C. 20549

Jodi Schwartz
jschwartz@hewm.com
(650) 833-7370
Main (650) 324-7000
Fax (650) 324-0638

38730-0001

Re: **ZettaCore, Inc. (the "Company")**
Notice of Sale - Form D

Dear Sir or Madam:

On behalf of the Company, please find enclosed one executed original and four copies of the Notice of Sale of Securities on Form D to be filed with your office.

Kindly file stamp the enclosed copy of the Form D and return it in the stamped, self-addressed envelope provided as evidence of receipt.

Very truly yours,



Jodi Schwartz
Corporate Paralegal

Enclosures

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Heller Ehrman White & McAuliffe LLP 275 Middlefield Road Menlo Park, CA 94025-3506 www.hewm.com

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Affiliated Carmelutti Offices: Milan Rome Paris Padua Naples