

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

OMB APPROVAL
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FORM D



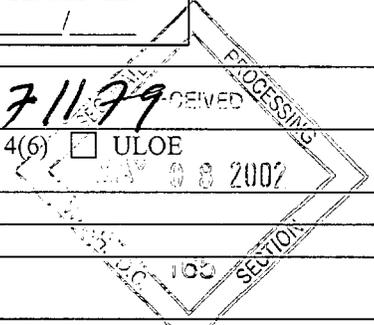
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NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering (Check if this is an amendment and name has changed, and indicate change.)
Series D Redeemable, Convertible, Participating Preferred Stock Offering
Filing under (Check box(es) that apply) Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of filing: New Filing Amendment

1171179



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer
Name of Issuer (check if this an amendment and name has changed, and indicate change.)
Confluent Inc.
Address of Executive Offices (Number and Street, City, State, Zip Code)
11857 Commonwealth Drive, Louisville, KY 40299
Telephone Number (including Area Code)
502-212-4000
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
Stock Ownership Holding Company
Type of Business Organization
 corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

PROCESSED

JUN 04 2002

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
01 01
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)

THOMSON FINANCIAL

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

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:
- * * Each promoter of 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)
Leehy, III, John J.

Business or Residence Address (Number and Street, City, State and Zip Code)
11857 Commonwealth Drive, Louisville, KY 40299

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

Full Name (Last Name first, if individual)
Sahrman, Gregory W.

Business or Residence Address (Number and Street, City, State and Zip Code)
11857 Commonwealth Drive, Louisville, KY 40299

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

Full Name (Last Name first, if individual)
Rhodes, John

Business or Residence Address (Number and Street, City, State and Zip Code)
11857 Commonwealth Drive, Louisville, KY 40299

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

Full Name (Last Name first, if individual)
Compton, Jeffrey

Business or Residence Address (Number and Street, City, State and Zip Code)
11857 Commonwealth Drive, Louisville, KY 40299

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

Full Name (Last Name first, if individual)
Resource Technologies L.L.C.⁽¹⁾

Business or Residence Address (Number and Street, City, State and Zip Code)
11857 Commonwealth Drive, Louisville, KY 40299

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

Full Name (Last Name first, if individual)
Resource Alliance Partners, L.L.C.⁽²⁾

Business or Residence Address (Number and Street, City, State and Zip Code)
11857 Commonwealth Drive, Louisville, KY 40299

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 and Zip Code)

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

1. The Beneficial Owner of Resource Technologies, LLC is Resource Alliance Partners, L.L.C.
2. The Beneficial Owners of Resource Alliance Partners, L.L.C. are John J. Leehy, III, Greg W. Sahrman and Jeffrey Compton

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issue 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? \$15,000
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 give, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with the sales of securities in the offering. If a person to be listed is in 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

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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	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities Ser.A Part.Redem.Conv Pref. Stock	\$2,000,000.00	\$1,750,000.00
Partnership Interest	\$ _____	\$ _____
Other (Specify)	\$ _____	\$ _____
Total	\$2,000,000.00	\$1,750,000.00

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	9	\$1,750,000.00
Non-accredited Investors	_____	\$ _____
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.

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

APPENDIX

1	2		3	4				5	
	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-Item2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
TN		X	Series D Redeemable Convertible Participating Preferred Stock	1					
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									