

112110

FORM D

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

OMB Approval table with OMB Number 3235-0076, Expires May 31, 2002, and estimated average burden of 1.00 hours per response.



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FORM D

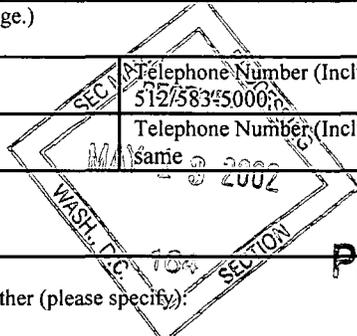
NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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

Name of Offering (Infraworks Corporation Series A-1 Preferred Stock), Filing Under (Rule 506 checked), Type of Filing (New Filing checked).

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer (Infraworks Corporation), Address of Executive Offices (110 Wild Basin Road, Austin, Texas 78746), Address of Principal Business Operations (same), Brief Description of Business (Software development and sales).



PROCESSED

JUN 04 2002

Type of Business Organization (corporation checked), Actual or Estimated Date of Incorporation or Organization (1/2/97, Actual checked), Jurisdiction of Incorporation or Organization (DE).

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, 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.

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.

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**A. BASIC IDENTIFICATION DATA**

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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 partner issuers.

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

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Full Name (Last name first, if individual)

Durst, Joyce R.

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

110 Wild Basin Road, Suite 300, Austin, Texas 78746

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

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Full Name (Last name first, if individual)

Friedman, George

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

110 Wild Basin Road, Suite 300, Austin, Texas 78746

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

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Full Name (Last name first, if individual)

Carlucci, Frank

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

110 Wild Basin Road, Suite 300, Austin, Texas 78746

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

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Full Name (Last name first, if individual)

Lewis, Sherman

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

110 Wild Basin Road, Suite 300, Austin, Texas 78746

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

---

Full Name (Last name first, if individual)

Morgan, Quinn

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

c/o Moore Capital Management, 1251 Avenue of the Americas, 53rd Floor, New York, New York 10020

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

---

Full Name (Last name first, if individual)

Caccavo, James

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

c/o Moore Capital Management, 1251 Avenue of the Americas, 53rd Floor, New York, New York 10020

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

---

Full Name (Last name first, if individual)

Albarran, Artur

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

110 Wild Basin Road, Suite 300, Austin, Texas 78746

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**A. BASIC IDENTIFICATION DATA**

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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 partner issuers.

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

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Full Name (Last name first, if individual)  
Kirkwood Trading Limited

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Business or Residence Address (Number and Street, City, State, Zip Code)  
Trafalgar House, 25 Nelson Street, Douglas, 1MI 2 AN, Isle of Man

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

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Full Name (Last name first, if individual)  
Moore Global Investments, Ltd.

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Business or Residence Address (Number and Street, City, State, Zip Code)  
1251 Avenue of the Americas, 53rd Floor, New York, New York 10020

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

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Full Name (Last name first, if individual)  
Moore Technology Venture Fund II, L.P.

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Business or Residence Address (Number and Street, City, State, Zip Code)  
1251 Avenue of the Americas, 53rd Floor, New York, New York 10020

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

---

Full Name (Last name first, if individual)  
Sutton, Larry

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Business or Residence Address (Number and Street, City, State, Zip Code)  
3708 Weatherhill Cove, Austin, Texas 78730

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

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Full Name (Last name first, if individual)  
Realm Ventures, Ltd.

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Business or Residence Address (Number and Street, City, State, Zip Code)  
3708 Weatherhill Cove, Austin, Texas 78730

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

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Full Name (Last name first, if individual)

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

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

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Full Name (Last name first, if individual)

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

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(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)

N/A

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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| <input type="checkbox"/> [RI] | <input type="checkbox"/> [SC] | <input type="checkbox"/> [SD] | <input type="checkbox"/> [TN] | <input type="checkbox"/> [TX] | <input type="checkbox"/> [UT] | <input type="checkbox"/> [VT] | <input type="checkbox"/> [VA] | <input type="checkbox"/> [WA] | <input type="checkbox"/> [WV] | <input type="checkbox"/> [WI] | <input type="checkbox"/> [WY] | <input type="checkbox"/> [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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| <input type="checkbox"/> [MT] | <input type="checkbox"/> [NE] | <input type="checkbox"/> [NV] | <input type="checkbox"/> [NH] | <input type="checkbox"/> [NJ] | <input type="checkbox"/> [NM] | <input type="checkbox"/> [NY] | <input type="checkbox"/> [NC] | <input type="checkbox"/> [ND] | <input type="checkbox"/> [OH] | <input type="checkbox"/> [OK] | <input type="checkbox"/> [OR] | <input type="checkbox"/> [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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(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	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	\$ <u>5,600,000</u>	\$ <u>5,600,000</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
Total .....	\$ <u>5,600,000</u>	\$ <u>5,600,000</u>

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 .....	<u>2</u>	\$ <u>5,600,000</u>
Non-accredited Investors .....	_____	\$ _____
Total (for filings under Rule 504 only) .....	_____	\$ _____

Answer also in Appendix, Column 4, 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 .....	_____	\$ _____

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"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>35,000</u>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (Specify finder's fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <u>Filing Fees</u> .....	<input checked="" type="checkbox"/>	\$ <u>400</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>35,400</u>

**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." ..... \$5,564,600

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 be equal to 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 .....	<input checked="" type="checkbox"/>	\$ <u>325,000</u>	<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 checked="" type="checkbox"/> \$ <u>5,239,600</u>
Other (specify) _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input checked="" type="checkbox"/>	\$ <u>325,000</u>	<input checked="" type="checkbox"/> \$ <u>5,239,600</u>
Total Payments Listed (column totals added) .....			<input checked="" type="checkbox"/> \$ <u>5,564,600</u>

**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) Infraworks Corporation	Signature 	Date May 1, 2002
Name of Signer (Print or Type) Joyce R. Durst	Title of Signer (Print or Type) President	

**ATTENTION**

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