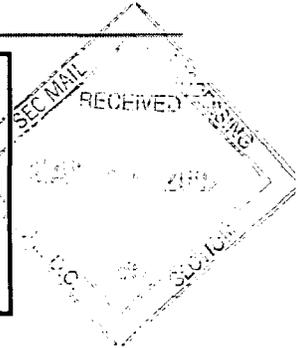


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SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 state exemption unless such exemption is predicated on the filing of a federal notice.



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

FORM D

PROCESSED

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

JUN 21 2002

THOMSON FINANCIAL

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2002, Estimated average burden per response... 1

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

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

EZ Change Lock Company, LLC, offering of up to 1,999 Units of Membership Interest

Filing Under (Check box(es) that apply):

[x] Rule 504 [ ] Rule 505 [ ] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [x] 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.)

EZ Change Lock Company, LLC

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

6234 B Centre Park Drive, West Chester, Ohio, 45069

Telephone Number

(513) 777-3329

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

6234 B Centre Park Drive, West Chester, Ohio. 45069

Telephone Number

(513) 777-3329

Brief Description of Business The business of the Company is to manufacture, sell and distribute an easy to change mechanical lock cylinder (the "EZ Change Lock") which allows the end user to change the lock from time to time to fit a new key.

- 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)

Herdman, Rod

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

6234 B Centre Park Drive, West Chester, Ohio, 45069

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

Full Name (Last name first, if individual)

Bohn, Donald

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

6234 B Centre Park Drive, West Chester, Ohio, 45069

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

Full Name (Last name first, if individual)

Herdman, Willis

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

6234 B Centre Park Drive, West Chester, Ohio, 45069

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

Full Name (Last name first, if individual)

Dean, Dale

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

401 East Court Street, Cincinnati, Ohio, 45202

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

Full Name (Last name first, if individual)

Fuhrmann, Ed

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

538 Munster Drive, Fayetteville, Ohio, 45118

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

Apply: Owner Officer Managing Partner

Full Name (Last name first, if individual)

Houston, Greg

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

401 East Court Street, Cincinnati, Ohio, 45202

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  
[ x ] [ ]

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

2. What is the minimum investment that will be accepted from any individual?..... \$ 500.00

3. Does the offering permit joint ownership of a single unit?..... Yes No  
[ x ] [ ]

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.

NONE

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] |
| [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] |
| [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 .....	\$ 999,500.00	\$ -0-
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total .....	\$ 999,500.00	\$ -0-

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 .....	-0-	\$ -0-
Non-accredited Investors .....	-0-	\$ -0-
Total (for filings under Rule 504 only) .....	-0-	\$ -0-

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, 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 Security	Dollar Amount Sold
Type of offering		
Rule 505 .....		\$
Regulation A .....		\$
Rule 504 .....		\$
Total .....	-0-	\$ -0-

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"/>	\$ 250.00
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 10,000.00
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 17,000.00
Engineering Fees .....	<input type="checkbox"/>	\$ -0-
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ -0-
Other Expenses (identify) <u>postage and miscellaneous changes</u> .....	<input checked="" type="checkbox"/>	\$ 75.00
Total .....	<input checked="" type="checkbox"/>	\$ 27,325.00

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." .....

\$ 972,175.00

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.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input checked="" type="checkbox"/> \$ 105,000	<input checked="" type="checkbox"/> \$ 137,175
Purchase of real estate .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 300,000
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 40,000
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"/> \$ -0-	<input type="checkbox"/> \$ -0-
Repayment of indebtedness .....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Working capital .....	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 250,000
Other (specify): <u>Professional Fees</u>	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 50,000
<u>Advertising</u>	<input checked="" type="checkbox"/> \$ 20,000	<input checked="" type="checkbox"/> \$ 70,000
Column Totals .....	<input checked="" type="checkbox"/> \$ 125,000	<input checked="" type="checkbox"/> \$ 847,175
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 972,175	

**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) EZ Change Lock Company, LLC	Signature 	Date 5/13/02
Name of Signer (Print or Type) Rod Herdman	Title of Signer (Print or Type) President, Chief Executive Officer	

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

**E. STATE SIGNATURE**